

# Q3 2021 Results

November 10, 2021



#### **Forward Looking Statements and Non-GAAP Financial Measures**

This presentation contains forward-looking statements that reflect management's expectations about future events and the Company's operating plans and performance and speak only as of the date hereof. You can identify these forward-looking statements by the use of forward-looking words such as "will," "may," "plan," "estimate," "foroject," "believe," "anticipate," "expect," "intend," "should," "could," "could," "could," "could," "could," "continue to," "positioned to," "are confident" or the negative version of those words or other comparable words. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances, including our 2021 outlook, are forward-looking statements. Any forward-looking statements contained in this presentation are based upon our historical performance and on our current plans, estimates and expectations of the Company's future performance and the future performance of the markets in which the Company operates in light of information currently available to us. The inclusion of this forward-looking information should not be regarded as a representation by us that the future plans, estimates or expectations contemplated by us will be achieved. These forward-looking statements are subject to various risks, uncertainties and assumptions relating to our operations, financial results, financial condition, business, prospects, growth strategy and liquidity. These risks and uncertainties include, without limitation, any disruption in the availability or supply of ethylene oxide ("EO") or cobalt-60 ("Co-60"); changes in industry trends, environmental, health and safety regulations or preferences; the impact of current and future legal proceedings and liability claims, including litigation related to purported exposure to emissions of EO from our facilities in Illinois, Georgia and New Mexico and the possibility that other claims will be made in the future relating to these or other facilities; our ability to increase capacity at exist

This presentation includes Adjusted EBITDA, Adjusted Net Income, Adjusted EPS, Total Net Debt and Net Leverage Ratio, which are unaudited financial measures not based on any standardized methodology prescribed by GAAP. Adjusted EBITDA, Adjusted Net Income, Adjusted EPS, Total Net Debt and Net Leverage Ratio may be calculated differently from, and therefore may not be comparable to, similarly titled measures used by other companies. Adjusted EBITDA, Adjusted Net Income, Adjusted EPS, Total Net Debt and Net Leverage Ratio should not be considered in isolation from, or as a substitute for, financial information prepared in accordance with GAAP. See the Appendix for a reconciliation of net income (loss), the most directly comparable financial measure calculated and presented in accordance with GAAP, to Adjusted EPS, and a reconciliation of total debt, the most directly comparable financial measure calculated and presented in accordance with GAAP, to Total Net Debt and Net Leverage.

The Sotera Health name, our logo and other trademarks mentioned in this presentation are the property of their respective owners. All Company data and financial information included in this presentation is as of September 30, 2021, unless otherwise stated.



# **Speakers**



Michael B. Petras, Jr.

Chairman and Chief Executive Officer



Scott J. Leffler
Chief Financial Officer and Treasurer



#### How we do business

#### **Our values**

#### Differentiated, mission-critical services model



We are uncompromising in our commitment to health and well-being



We are driven to fulfill our customers' needs with the highest quality and care



We value our people who are part of a global team that is diverse, respectful, passionate and collaborative



We are honest, reliable and accountable in everything we do



We exceed the expectations of our stakeholders and continue to improve and innovate in everything we do



We are driven by our mission: Safeguarding Global Health®



#### Our Mission: Safeguarding Global Health®

Our purpose is greater than our products and services - the *integrity, safety and excellence* of our work are at the heart of countless healthcare experiences and touch the lives of millions across the globe.



Recently one of our **Sterigenics** facilities rapidly sterilized an artificial heart for a patient in Spain



**Sterigenics** sterilizes vials, stoppers and swabs for the COVID-19 vaccine



**Nelson Labs** has tested the effectiveness of masks used for safety during the pandemic



**Nelson Labs** tests the effectiveness of most hand sanitizers and disinfectants used in homes and hospitals



Nordion supplies the Cobalt-60 used in Gamma Knife® surgery to treat brain tumors



## **Highlights**

# Business & Market Update

- Steady demand for Sterigenics and Nordion products and services
- Slow recovery in medical device testing and reduced demand in PPE testing
- Pandemic-related impacts persist on medical device supply chain, inflation and labor

#### Q3 2021 Financial Performance

- Revenue: increased 13% to \$226M
- Adjusted EBITDA<sup>(1)</sup>: increased 16% to \$117M
- Adjusted EPS<sup>(1)</sup>: increased \$0.12 to \$0.21

#### **Capital**

- Q3 2021 redemption of \$100M Senior Secured First-Lien Notes due in 2026
- Net leverage<sup>(1)</sup> improved to 3.6x
- Capital deployment focus remains on organic growth investments, strategic M&A and deleveraging

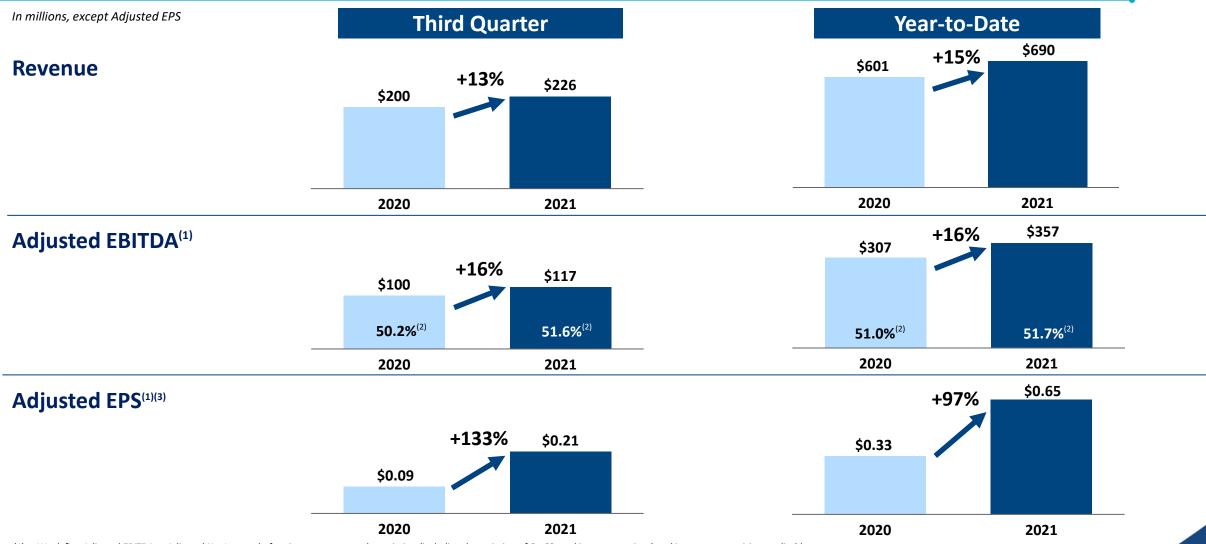
# Strategic & Other Initiatives

- Launch of cross segment Expert Advisory Services organization
- Closed acquisition of Regulatory Compliance Associates on November 4, 2021
- 2 European facility expansions went live in the quarter and new E-beam installed in US

(1) For a reconciliation of GAAP to non-GAAP results, please refer to Non-GAAP Financial Measures provided in the Appendix.



## Q3 & YTD 2021 Financial Performance - Consolidated



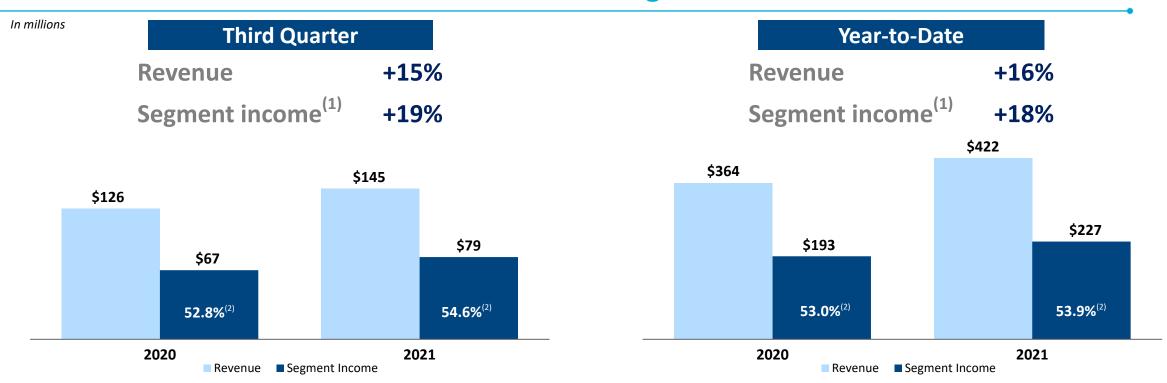
<sup>(1)</sup> We define Adjusted EBITDA as Adjusted Net Income before interest expense, depreciation (including depreciation of Co-60 used in our operations) and income tax provision applicable to Adjusted Net Income. Please refer to Non-GAAP Financial Measures provided in the Appendix.

Adjusted EPS is defined as Adjusted Net Income divided by the weighted average number of diluted shares outstanding. Please refer to Non-GAAP Financial Measures provided in the Appendix.



<sup>(2)</sup> Adjusted EBITDA margin, which is equal to Adjusted EBITDA divided by net revenues. Please refer to Non-GAAP Financial Measures provided in the Appendix.

## **Q3 & YTD 2021 Financial Performance - Sterigenics**



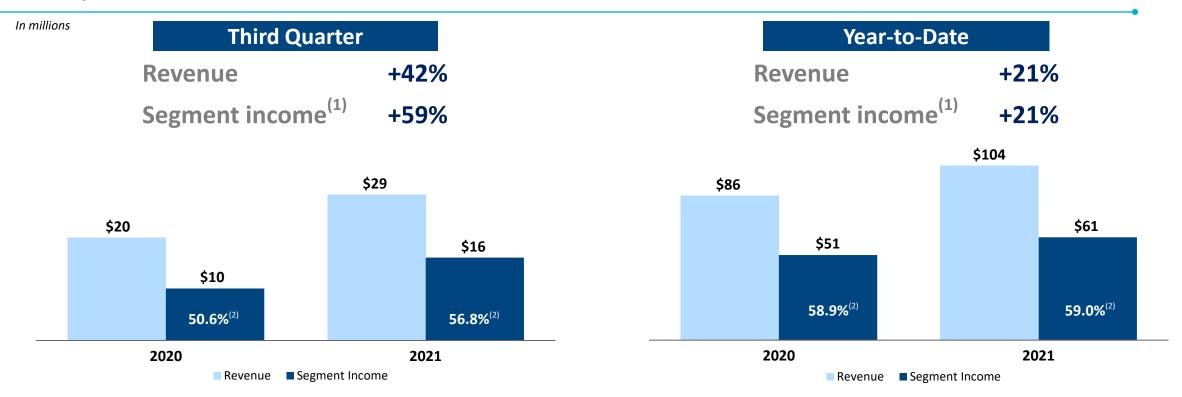
- Q3 2021 revenue and segment income growth driven by organic volume and favorable pricing
- Segment margin expansion for Q3 2021 driven by improved operating leverage
- Continued progress on strategic capital investments

<sup>(2)</sup> Segment income margin.



<sup>(1)</sup> Segment income is defined to exclude, among other things, depreciation and amortization. Please refer to our consolidated financial statements for more information.

#### Q3 & YTD 2021 Financial Performance - Nordion



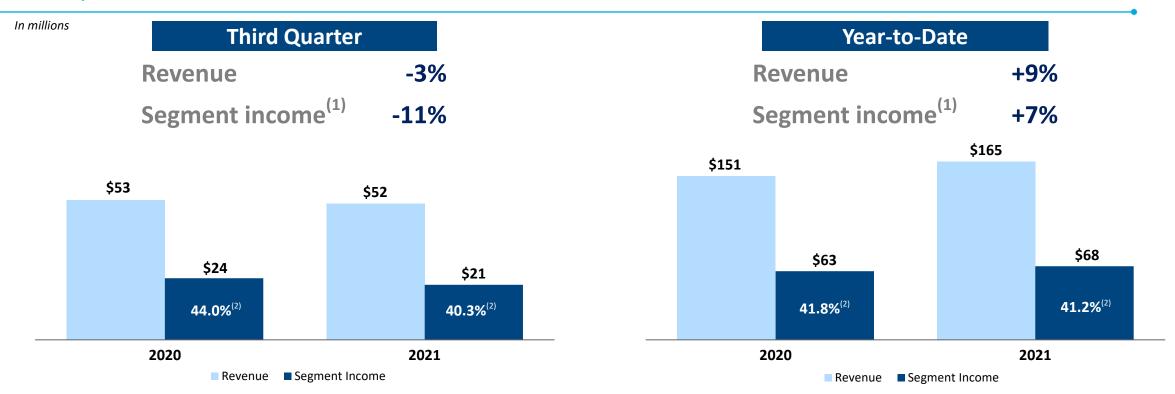
- Q3 2021 revenue and segment income growth driven by timing of Cobalt-60 shipments, pricing and favorable foreign exchange impact
- Segment margin expansion for Q3 2021 driven by favorable operating leverage

Segment income margin.



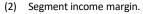
Segment income is defined to exclude, among other things, depreciation and amortization. Please refer to our consolidated financial statements for more information.

#### **Q3 & YTD 2021 Financial Performance - Nelson Labs**



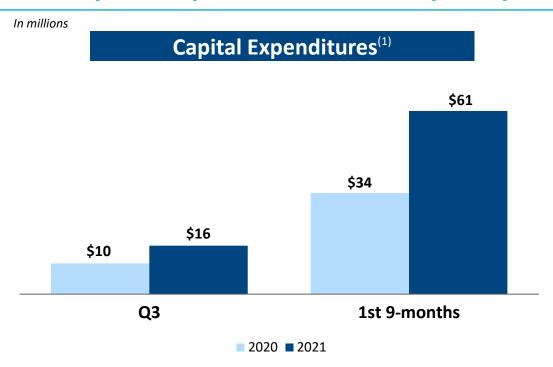
- Q3 2021 revenue decline driven by reduced demand for PPE-related testing, partly offset by revenue contribution from the BioScience Labs acquisition
- Decline in Q3 2021 segment margins driven by negative mix associated with lower PPE-related testing and acquisition of BioScience Labs

Segment income is defined to exclude, among other things, depreciation and amortization. Please refer to our consolidated financial statements for more information.





## **Capital Expenditures and Liquidity**









- Continued strong liquidity position after funding paydown of \$100M Notes
- No outstanding borrowings on revolving credit facility

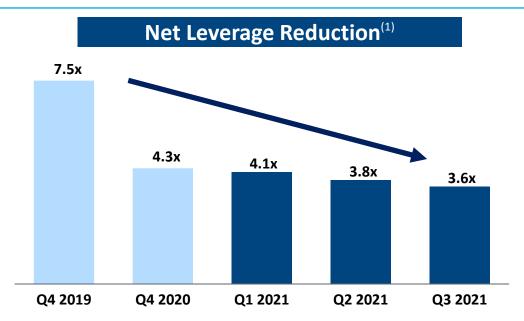
Maximum facility size was \$347.5M as of 12/31/20 and 9/30/21.



<sup>(1)</sup> Excludes any Capital Expenditures included in accounts payable or accruals at the end of the period.

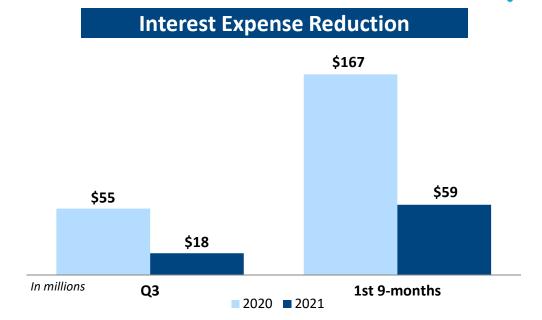
<sup>(2)</sup> Revolving availability is calculated as maximum facility size less letters of credit.

#### **Deleveraging and Interest Expense**





• Committed to deleveraging, with long-term target net leverage range of 2.0x - 4.0x<sup>(2)</sup>



- YTD 2021 interest expense savings of \$108M
- Current annual run rate of ~\$70M<sup>(3)</sup> after giving effect to Q3 2021 debt paydown

<sup>(3)</sup> Based on interest rates as of November 10, 2021.



<sup>(1)</sup> For a reconciliation of GAAP to non-GAAP results, please refer to Non-GAAP Financial Measures provided in the Appendix.

<sup>(2)</sup> Long-term target is forward-looking and reflects expectations as of November 10, 2021. Sotera Health assumes no obligation to update this statement. Results may be materially different and are affected by many factors detailed in Sotera Health's SEC filings, including Sotera Health's 2020 Form 10-K.

# 2021 Outlook

On the following slide, Sotera Health presents an overview of its full-year 2021 Outlook, including certain non-GAAP measures. As outlined in the Company's November 10, 2021 press release, Sotera Health does not provide a reconciliation of the forward-looking Adjusted EBITDA and Adjusted EPS outlook to the most directly comparable GAAP measure, as this cannot be done without unreasonable effort due to the variability and low visibility with respect to certain costs.



#### 2021 Guidance<sup>(1)</sup>

Initial Guidance	<b>Guidance Raised</b>	
3/9/2021	8/12/2021	
\$890M to \$920M	\$920M to \$940M	\$9
\$465M to \$485M	\$475M to \$490M	\$4
~28%	~28%	
\$0.78 to \$0.86	\$0.87 to \$0.91	\$
281M to 283M	279M to 281M	2
\$100M - \$110M	\$100M - \$110M	\$
Approximately ¾ turn <sup>(3)</sup> of deleveraging	Approximately ¾ turn <sup>(3)</sup> of deleveraging	
	3/9/2021 \$890M to \$920M \$465M to \$485M ~28% \$0.78 to \$0.86 281M to 283M \$100M - \$110M Approximately ¾ turn(3)	3/9/2021       8/12/2021         \$890M to \$920M       \$920M to \$940M         \$465M to \$485M       \$475M to \$490M         ~28%       ~28%         \$0.78 to \$0.86       \$0.87 to \$0.91         281M to 283M       279M to 281M         \$100M - \$110M       \$100M - \$110M         Approximately ¾ turn(3)       Approximately ¾ turn(3)

Guidance Narrowed											
11/10/2021	YoY%										
\$920M to \$930M	+12% to +14%										
\$475M to \$480M	+13% to +14%										
~28%	~-6%										
\$0.87 to \$0.88	+107% to +110%										
279M to 280M	+17% to +18%										
\$90M - \$100M	+68% to +87%										
Approximately ¾ turn <sup>(3)</sup> of deleveraging											

<sup>(1)</sup> The guidance provided above contains a number of assumptions, including, among others, the Company's current expectations regarding the impact of the COVID-19 pandemic including the rate of recoveries of elective procedures and new product development testing and that foreign exchange rates remain constant for the remainder of 2021. The information presented here is forward-looking and reflects expectations as of November 10, 2021. Sotera Health assumes no obligation to update this statement. Results may be materially different and are affected by many factors detailed in Sotera Health's SEC filings, including Sotera Health's 2020 Form 10-K.

<sup>(3)</sup> One turn is equivalent to trailing 12-months of Adjusted EBITDA.



<sup>(2)</sup> For a reconciliation of GAAP to non-GAAP results, please refer to Non-GAAP Financial Measures provided in the Appendix.

# **Appendix**



(unaudited) (\$'s in thousands, except per share amounts)		e Months Ende	d Sep	tember 30,	Ni	ne Months E	Ended September 30,			
		2021		2020		2021		2020		
Net income	\$	27,444	\$	629	\$	81,124	\$	5,895		
Amortization of intangibles		21,239		20,200		65,299		59,824		
Share-based compensation <sup>(a)</sup>		3,547		901		10,489		4,019		
(Gain) loss on foreign currency and embedded derivatives(b)		1,881		(6,035)		885		(4,791)		
Acquisition and divestiture related charges, nefco		(2,662)		681		(2,003)		2,970		
Business optimization project expenses <sup>(d)</sup>		244		685		780		2,484		
Plant closure expenses(e)		266		1,166		1,564		2,388		
Loss on extinguishment of debt <sup>(f)</sup>		6,365		_		20,677		_		
Professional services relating to EO sterilization facilities(g)		9,449		11,730		33,492		25,370		
Accretion of asset retirement obligation <sup>(h)</sup>		598		494		1,751		1,476		
COVID-19 expenses <sup>(i)</sup>		109		16		596		2,363		
Income tax benefit associated with pre-tax adjustments(j)		(9,776)		(8,494)		(32,772)		(24,854)		
Adjusted Net Income		58,704		21,973		181,882		77,144		
Interest expense, net		18,140		55,330		58,585		167,142		
Depreciation <sup>(k)</sup>		16,395		15,901		47,457		47,334		
Income tax provision applicable to Adjusted Net Income <sup>(1)</sup>		23,435		7,281		68,630		15,177		
Adjusted EBITDA <sup>(m)</sup>	\$	116,674	\$	100,485	\$	356,554	\$	306,797		
Net Revenues	\$	226,164	\$	200.028	\$	690,229	\$	601,313		
Adjusted EBITDA Margin	•	51.6 %	-	50.2 %	•	51.7 %	-	51.0 %		
Weighted average number of shares outstanding:										
Basic		279,381		232,400		279,097		232,400		
Diluted		279,560		232,400		279,253		232,400		
Earnings per share:		,		·		,		·		
Basic	\$	0.10	\$	_	\$	0.29	\$	0.02		
Diluted		0.10		_		0.29		0.02		
Adjusted earnings per share:										
Basic	\$	0.21	\$	0.09	\$	0.65	\$	0.33		
Diluted		0.21		0.09		0.65		0.33		



- (a) Represents non-cash share-based compensation expense.
- (b) Represents the effects of (i) fluctuations in foreign currency exchange rates, primarily related to remeasurement of intercompany loans denominated in currencies other than subsidiaries' functional currencies, and (ii) non-cash mark-to-fair value of embedded derivatives relating to certain customer and supply contracts at Nordion.
- (c) Represents (i) certain direct and incremental costs related to the acquisitions of the noncontrolling interests in our China subsidiaries and BioScience Labs in 2021, Iotron Industries in July 2020 and Nelson Labs Fairfield in 2018 (including the first quarter 2021 gain on the mandatorily redeemable noncontrolling interest), and certain related integration efforts as a result of those acquisitions, (ii) the earnings impact of fair value adjustments (excluding those recognized within amortization expense) resulting from the businesses acquired, (iii) transition services income and non-cash deferred lease income associated with the terms of the divestiture of the Medical Isotopes business in 2018, and (iv) a \$3.4 million gain recognized in the third quarter of 2021 related to the settlement of an insurance claim for Nordion that existed at the time of our acquisition of the business in 2014.
- (d) Represents professional fees, contract termination and exit costs, severance and other payroll costs, and other costs associated with business optimization and cost savings projects relating to the integration of recent acquisitions, the Sotera Health rebranding, operating structure realignment and other process enhancement projects.
- (e) Represents professional fees, severance and other payroll costs, and other costs including ongoing lease and utility expenses associated with the closure of the Willowbrook, Illinois facility.
- (f) Represents expenses incurred in connection with the repricing of our Term Loan in January 2021 and full redemption of the First Lien Notes in August 2021 including accelerated amortization of prior debt issuance and discount costs.
- (g) Represents professional fees related to litigation associated with our EO sterilization facilities and other related professional fees.
- (h) Represents non-cash accretion of asset retirement obligations related to Co-60 and gamma processing facilities, which are based on estimated site remediation costs for any future decommissioning of these facilities (without regard for whether the decommissioning services would be performed by employees of Nordion, instead of by a third party) and are accreted over the life of the asset.
- (i) Represents non-recurring costs associated with the COVID-19 pandemic, including incremental costs to implement workplace health and safety measures. For the nine months ended September 30, 2020, costs also included donations to related charitable causes, and special bonuses for front-line personnel working on-site during lockdown periods.
- (j) Represents the tax benefit or provision associated with the reconciling items between net income and Adjusted Net Income. To determine the aggregate tax effect of the reconciling items, we utilized statutory income tax rates ranging from 0% to 35%, depending upon the applicable jurisdictions of each adjustment.
- (k) Includes depreciation of Co-60 held at gamma irradiation sites.
- (l) Represents the difference between income tax expense or benefit as determined under U.S. GAAP and the income tax benefit associated with pre-tax adjustments described in footnote (j).
- (m) \$20.8 million and \$21.3 million of the adjustments for the three months ended September 30, 2021 and 2020, respectively, and \$63.3 million and \$62.0 million of the adjustments for the nine months ended September 30, 2021 and 2020, respectively, are included in cost of revenues, primarily consisting of amortization of intangibles, depreciation, and accretion of asset retirement obligations.



(unaudited)	Year Ended December 31,		As	of March 31,	As	of June 30,	As of September 30,			
(\$'s in thousands)	2019		2020		2021		2021			2021
Current portion of long-term debt	\$	16,331	\$	-	\$	-	\$	-	\$	-
Long-term debt less current portion		2,800,873		1,824,789		1,837,580		1,838,133		1,742,578
Current portion of finance leases		1,288		1,173		1,108		1,103		1,339
Finance leases less current portion		29,883		34,939		33,432		33,446		38,014
Total Debt	\$	2,848,375	\$	1,860,901	\$	1,872,120	\$	1,872,682	\$	1,781,931
Add: unamortized debt issuance costs and debt discounts		73,677		38,761		26,579		25,417		20,972
Less: cash and cash equivalents		(63,025)		(102,454)		(108,016)		(156,224)		(114,919)
Total Net Debt	\$	2,859,027	\$	1,797,208	\$	1,790,683	\$	1,741,875	\$	1,687,984
Adjusted EBITDA	\$	379,932	\$	419,859	\$	433,294	\$	453,431	\$	469,616
Net Leverage		7.5x		4.3x		4.1x		3.8x		3.6x

<sup>(1)</sup> For a reconciliation of GAAP to non-GAAP results, please refer to Non-GAAP Financial Measures provided on the following slide.



(unaudited)	 Ye	ar E	nded Decembe	r 31,		velve Months led March 31,	welve Months aded June 30,	lve Months Ended September 30,
(\$'s in thousands, except per share amounts)	2018		2019		2020	2021	2021	2021
Net (loss) income	\$ (5,876)	\$	(20,425)	\$	(37,491)	\$ (24,440)	\$ 10,922	\$ 37,738
Amortization of intangible assets	79,906		80,048		80,255	82,624	84,691	85,730
Impairment of long-lived assets and intangible assets (a)	85,067		5,792		_	_	_	_
Gain on sale of Medical Isotopes business (b)	(95,910)		_			_	_	_
Share-based compensation <sup>(c)</sup>	6,943		16,882		10,987	12,711	14,811	17,457
Capital restructuring bonuses <sup>(d)</sup>	_		2,040		2,702	2,702	2,702	2,702
(Gain) loss on foreign currency and embedded derivatives(e)	14,095		2,662		(8,454)	(13,057)	(10,632)	(2,778)
Acquisition and divestiture related charges, net(f)	1,168		(318)		3,932	2,753	2,240	(1,041)
Business optimization project expenses(g)	8,805		4,195		2,524	1,736	1,265	820
Plant closure expenses <sup>(h)</sup>	_		1,712		2,649	2,420	2,724	1,825
Loss on extinguishment of debt(i)	_		30,168		44,262	58,574	58,575	64,939
Professional services relating to EO sterilization facilities <sup>(j)</sup>	4,739		11,216		36,671	45,924	47,076	44,793
Accretion of asset retirement obligation(k)	1,366		2,051		1,946	2,007	2,117	2,221
COVID-19 expenses <sup>(1)</sup>			_		2,677	2,900	815	910
Income tax benefit associated with pre-tax adjustments(m)	 (24,988)		(35,637)		(43,536)	(49,962)	(50,172)	 (51,454)
Adjusted Net Income	 75,315		100,386		99,124	 126,892	167,134	203,862
Interest expense, net	 143,326		157,729		215,259	179,979	143,892	 106,702
Depreciation <sup>(n)</sup>	66,910		66,671		63,309	62,578	62,938	63,432
Income tax provision applicable to Adjusted Net Income(o)	55,086		55,146		42,167	63,845	79,467	95,620
Adjusted EBITDA <sup>(p)</sup>	\$ 340,637	\$	379,932	\$	419,859	\$ 433,294	\$ 453,431	\$ 469,616
Net Revenues	\$ 746,149	\$	778,327	\$	818,158	\$ 842,106	\$ 880,938	\$ 907,074
Adjusted EBITDA Margin	45.7 %		48.8 %		51.3 %	51.5 %	51.5 %	51.8 %
Weighted average number of shares outstanding	232,400		232,400		237,696			
Basic and diluted EPS	\$ (0.03)	\$	(0.09)	\$	(0.16)			
Adjusted EPS	\$ 0.32	\$	0.43	\$	0.42			



- (a) Represents impairment charges related to the decision to not reopen the Willowbrook, Illinois facility in September 2019. For 2018, represents impairment charges associated with the withdrawal of the GA-MURR project.
- (b) Represents the gain on the divestiture of the Medical Isotopes business in July 2018.
- (c) Includes non-cash share-based compensation expense. 2019 also includes \$10.0 million of one-time cash share-based compensation expense related to the pre-IPO Class C Units, which vested in the third quarter of 2019.
- (d) Represents cash bonuses for members of management primarily relating to the November 2020 IPO and the December 2019 refinancing.
- (e) Represents the effects of (i) fluctuations in foreign currency exchange rates, primarily related to remeasurement of intercompany loans denominated in currencies other than subsidiaries' functional currencies, and (ii) non-cash mark-to-fair value of embedded derivatives relating to certain customer and supply contracts at Nordion.
- (f) Represents (i) certain direct and incremental costs related to the acquisitions of the noncontrolling interests in our China subsidiaries, BioScience Labs in 2021, Iotron Industries in July 2020, Gibraltar Laboratories, Inc. ("Nelson Labs Fairfield") in 2018 (including the first quarter 2021 gain on the mandatorily redeemable noncontrolling interest), Toxikon Europe, NV ("Nelson Europe") in 2017, and certain related integration efforts as a result of those acquisitions, (ii) the earnings impact of fair value adjustments (excluding those recognized within amortization expense) resulting from the businesses acquired, and (iii) transition services income and non-cash deferred lease income associated with the terms of the divestiture of the Medical Isotopes business in 2018, (iv) a \$3.4 million gain recognized in the third quarter of 2021 related to the settlement of an insurance claim for Nordion that existed at the time of our acquisition of the business in 2014.
- (g) Represents professional fees, contract termination and exit costs, severance and other payroll costs, and other costs associated with business optimization and cost savings projects relating to the integrations of Nordion and Nelson Labs, including the divestiture of Medical Isotopes, the withdrawal from the GA-MURR project, the Sotera Health rebranding, operating structure realignment and other process enhancement projects.
- (h) Represents professional fees, severance and other payroll costs, and other costs including ongoing lease and utility expenses associated with the closure of the Willowbrook, Illinois facility.
- (i) Represents expenses incurred in connection with the refinancing of our debt capital structure in December 2019, paydown of debt following the November 2020 IPO, the January 2021 Term Loan repricing, and full redemption of the First Lien Notes in August 2021 including accelerated amortization of prior debt issuance and discount costs, and premiums paid in connection with early extinguishment.
- (j) Represents professional fees related to litigation associated with our EO sterilization facilities and other related professional fees.
- (k) Represents non-cash accretion of asset retirement obligations related to Co-60 and gamma processing facilities, which are based on estimated site remediation costs for any future decommissioning of these facilities (without regard for whether the decommissioning services would be performed by employees of Nordion, instead of by a third party) and are accreted over the life of the asset.
- (1) Represents non-recurring costs associated with the COVID-19 pandemic, including donations to related charitable causes, special bonuses for front-line personnel working on-site during lockdown periods, and incremental costs to implement workplace health and safety measures.
- (m) Represents the tax benefit or provision associated with the reconciling items between net loss and Adjusted Net Income. To determine the aggregate tax effect of the reconciling items, we utilized statutory income tax rates ranging from 0% to 35%, depending upon the applicable jurisdictions of each adjustment.
- (n) Includes depreciation of Co-60 held at gamma irradiation sites.
- (o) Represents the difference between income tax expense or benefit as determined under U.S. GAAP and the income tax benefit associated with pre-tax adjustments described in footnote (m).
- (p) \$83.8 million, \$86.7 million, \$82.6 million, \$82.3 million, \$84.5 million, \$83.9 million of the adjustments for the twelve months ended December 31, 2018, December 31, 2019, December 31, 2020, March 31, 2021, June 30, 2021, and September 30, 2021, respectively, are included in cost of revenues, primarily consisting of amortization of intangibles, depreciation, and accretion of asset retirement obligations.

