

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934**

---

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

**SOTERA HEALTH COMPANY**

---

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.



SOTERA HEALTH COMPANY  
9100 SOUTH HILLS BLVD, SUITE 300  
BROADVIEW HEIGHTS, OH 44147

D76548-P68172

# Your **Vote** Counts!

**SOTERA HEALTH COMPANY**

2022 Annual Meeting  
Vote by May 25, 2022  
11:59 PM ET



## You invested in SOTERA HEALTH COMPANY and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on May 26, 2022.**

### Get informed before you vote

View the Notice and Proxy Statement, Annual Report and Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 12, 2022. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote Virtually at the Meeting\*

May 26, 2022  
9:00 a.m. Eastern Time

Virtually at:  
[www.virtualshareholdermeeting.com/SHC2022](http://www.virtualshareholdermeeting.com/SHC2022)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

| Voting Items  | Board Recommends |
|---|------------------|
| 1. Elect the following Class II nominees for director to hold office until the 2025 Annual Meeting of Stockholders and until their successors have been duly elected and qualified: |                  |
| <b>Nominees:</b>  |                  |
| 1a. Ruoxi Chen  | ✔ For            |
| 1b. David A. Donnini  | ✔ For            |
| 1c. Ann R. Klee   | ✔ For            |
| 2. Approve, on an advisory basis, the frequency of future advisory votes to approve our named executive officers' compensation.   | 1 Year           |
| 3. Ratification of the appointment of Ernst & Young LLP as our independent auditors for 2022.   | ✔ For            |

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".