

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>Lyons Jonathan M.</u> (Last) (First) (Middle) <u>9100 SOUTH HILLS BLVD, SUITE 300</u> (Street) <u>BROADVIEW</u> <u>OH</u> <u>44147</u> <u>HEIGHTS</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Sotera Health Co [SHC]</u> Foreign Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Sr. Vice President, CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/05/2026</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.01 par value per share	08/05/2026		F		11,316 ⁽¹⁾	D	\$17.98	217,304	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
Stock Options ⁽²⁾	\$14.59						(3)	03/04/2034	Common Stock	81,676	81,676	D	
Stock Options ⁽²⁾	\$16.89						(4)	08/07/2033	Common Stock	33,640	33,640	D	
Performance RSUs ⁽²⁾	(5)						(5)	(5)	Common Stock	11,958	11,958	D	
Performance RSUs ⁽²⁾	(6)						(6)	(6)	Common Stock	29,678	29,678	D	

Explanation of Responses:

1. These securities represent the number of shares of Common Stock withheld by the Issuer to satisfy the Reporting Person's tax withholding obligations due upon the vesting of 25,657 Restricted Stock Units ("RSUs"), which represents 33% of the RSU awards granted to the Reporting Person on August 7, 2023. These awards were granted pursuant to the terms of RSU agreements under the Sotera Health Company 2020 Omnibus Incentive Plan ("2020 Incentive Plan"). Each RSU represents the Reporting Person's right to receive one share of Common Stock, subject to vesting conditions.
2. No transaction is being reported on this line. Reported on a previously filed Form 4.
3. These options were granted on March 4, 2024, pursuant to the terms of a stock option agreement under the 2020 Incentive Plan. The options vest annually in three equal installments commencing on March 2, 2025, subject to the Reporting Person's continued service through each such date.
4. These options were granted on August 7, 2023, pursuant to the terms of a stock option agreement under the 2020 Incentive Plan. The options vest annually in three equal installments commencing August 5, 2024, subject to the Reporting Person's continued service through each such date.
5. These securities consist of the remaining additional performance-based RSUs that were granted on March 3, 2025, pursuant to the terms of an RSU agreement under the 2020 Incentive Plan. Each additional RSU represents the Reporting Person's right to receive one share of Common Stock, subject to stock price-related performance conditions. These RSUs vest in equal installments on March 3, 2027 and March 3, 2028, subject to performance.
6. These securities consist of the maximum number of additional performance-based RSUs that were granted on March 2, 2026, pursuant to the terms of an RSU agreement under the 2020 Incentive Plan. Each additional RSU represents the Reporting Person's right to receive one share of Common Stock, subject to stock price-related performance conditions. The additional RSUs generally vest annually in 60%, 20% and 20% installments, respectively, commencing March 2027, subject to performance.

Remarks:

Exhibit 24.1 - Power of Attorney

Gregory S. Harvey, Attorney-in-Fact 08/07/2026

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Power of Attorney

Know all by these presents that the undersigned hereby constitutes and appoints each of Erika Ostrowski, Sarah Kim, Michael J. Solecki and Gregory S. Harvey, signing singly, the undersigned's true and lawful attorney-in-fact to:

1. obtain credentials (including codes or passwords) enabling the undersigned to make filings with the United States Securities and Exchange Commission (the "SEC"), including (a) preparing, executing in the undersigned's name and on the undersigned's behalf, and submitting to the SEC a Form ID (and any amendments thereto) or any other documents necessary or appropriate to obtain such credentials and legally binding the undersigned for purpose of the Form ID or such other documents; and (b) enrolling the undersigned in EDGAR Next or any successor filing system;
2. act as an account administrator for the undersigned's EDGAR account, including (a) appointing, removing and replacing account administrators, technical administrators, account users, and delegated entities; (b) maintaining the security of filer's EDGAR account, including modification of access codes; (c) maintaining, modifying and certifying the accuracy of information on the undersigned's EDGAR account dashboard; and (d) taking any other actions contemplated by Rule 10 of Regulation S-T;
3. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Sotera Health Company (the "Company"), (a) Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder, and (b) Forms 144 under the Securities Act of 1933, as amended, and the rules thereunder (collectively, the "SEC Filings");
4. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such SEC Filings, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
5. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and resubstitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 or Forms 144 with respect to the undersigned's holdings of, and transactions in, securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed effective as of July 8, 2026.

/s/ Jonathan Lyons
Name: Jonathan Lyons
