

Investor Presentation

Fourth-Quarter 2021

March 2022



Forward Looking Statements and Non-GAAP Financial Measures

Unless expressly indicated or the context requires otherwise, the terms “Sotera Health,” “Company,” “we,” “us,” and “our” in this document refer to Sotera Health Company, a Delaware corporation, and, where appropriate, its subsidiaries on a consolidated basis. 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,” “project,” “believe,” “anticipate,” “expect,” “intend,” “should,” “would,” “could,” “target,” “goal,” “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, 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”), including geopolitical risks related to the supply of Co-60 from Russia; 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 existing facilities, renew leases for our leased facilities and build new facilities in a timely and cost-effective manner; our ability to attract and retain qualified employees; the risks of doing business internationally; and any inability to pursue strategic transactions or find suitable acquisition targets. For additional discussion of these risks and uncertainties, please refer to those described in the Company’s Annual Report on Form 10-K for the year ended December 31, 2021, and the Company’s other filings with the SEC, including its Quarterly Reports on Form 10-Q, including under the headings “Risk Factors” and “Cautionary Note Regarding Forward-Looking Statements”.

This presentation includes Adjusted EBITDA, Adjusted Net Income, 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, 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, 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 Net Income and Adjusted EBITDA, and a reconciliation of total debt, the most directly comparable financial measure calculated and presented in accordance with GAAP, to Net Debt and Net Leverage.

This presentation also contains estimates and other statistical data made by independent parties and by the Company relating to market size and growth and other data about the Company’s industry and estimated total and serviceable addressable markets. This data involves a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. We have not independently verified this market data. While we are not aware of any misstatements regarding any industry or similar data presented herein, such data involve risks and uncertainties and are subject to change based on various factors, including those described under the headings of “Risk Factors” and “Cautionary Note Regarding Forward-Looking Statements” in the Company’s Form 10-K for the year ended December 31, 2021, and in the Company’s other SEC filings. In addition, projections, assumptions and estimates of the Company’s future performance and the future performance of the markets in which the Company operates are necessarily subject to a high degree of uncertainty and risk.

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 December 31, 2021, unless otherwise stated.

COMPANY OVERVIEW

We are driven by our mission: Safeguarding Global Health®



Safeguarding Global Health® through our sterilization services, lab testing and advisory services

What we do...

Leader in sterilization services



Leader in lab testing and advisory services



...and how we do it...

- Provide mission-critical services to **blue chip customers with multi-year contracts**
- Unmatched **network of local facilities** to support customer requirements and growth
- In an increasingly regulated industry, we are a **global leader in technical and regulatory expertise**
- **Organic and inorganic growth**
- Our culture – **Safety, quality, accountability and excellence**

...leads to strong results

- **Revenue growth every year** since 2005
- **>50% Adjusted EBITDA margin⁽¹⁾⁽²⁾**
- **~\$33 billion TAM⁽³⁾** and growing
- Consistent track record of **cash flow generation**
- **Well-positioned for growth in global healthcare market** without payor reimbursement risk

***Our capabilities, scale and knowhow are not easily replicated...
Our customers depend on our mission-critical services in any economic environment***

(1) For the year ended December 31, 2021.

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

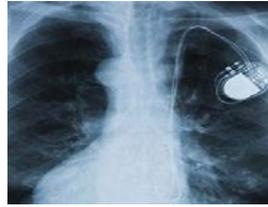
(3) 2019 Management estimated total addressable markets for in-house and outsourced terminal sterilization and outsourced medical device and pharmaceutical lab testing.

Our breadth of services touches all key medical device and pharmaceutical categories

Medical device



In-vitro diagnostics and analytical tools



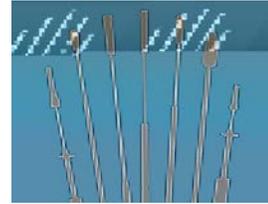
Cardiovascular implantables



Orthopedic and ophthalmic implants



Endoscopy



Collection Swabs



Personal protective equipment



Drug delivery



Vascular catheters



Surgical kits

Pharmaceutical



Inhalation



Injectables



Biologics



Ophthalmic



Oral



Topical



Suppository



Pharma packaging



Non-injectable sterile fluids

Our sterilization services generally represent a small fraction of the total end product costs

Our Mission: Safeguarding Global Health®

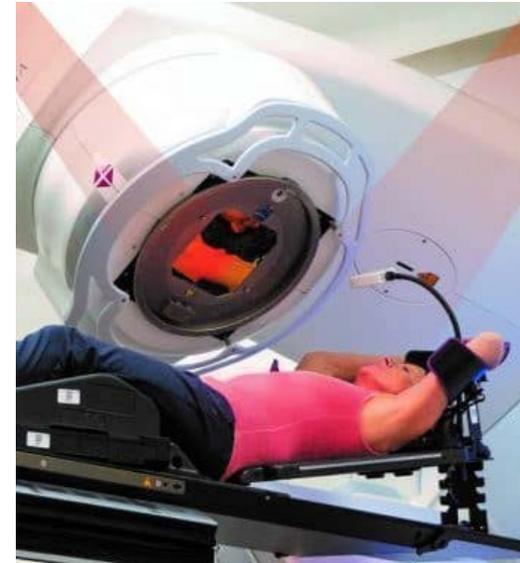
Our purpose is greater than our products and services - the *integrity, safety and excellence* of our work are at the heart of countless healthcare experiences and touch the lives of millions across the globe.



Sterigenics sterilizes the components used in robotic cardiac surgeries.



Nelson Labs launched Nelson Labs Mark, a verification program to authenticate and confirm the legitimacy of a product's testing.

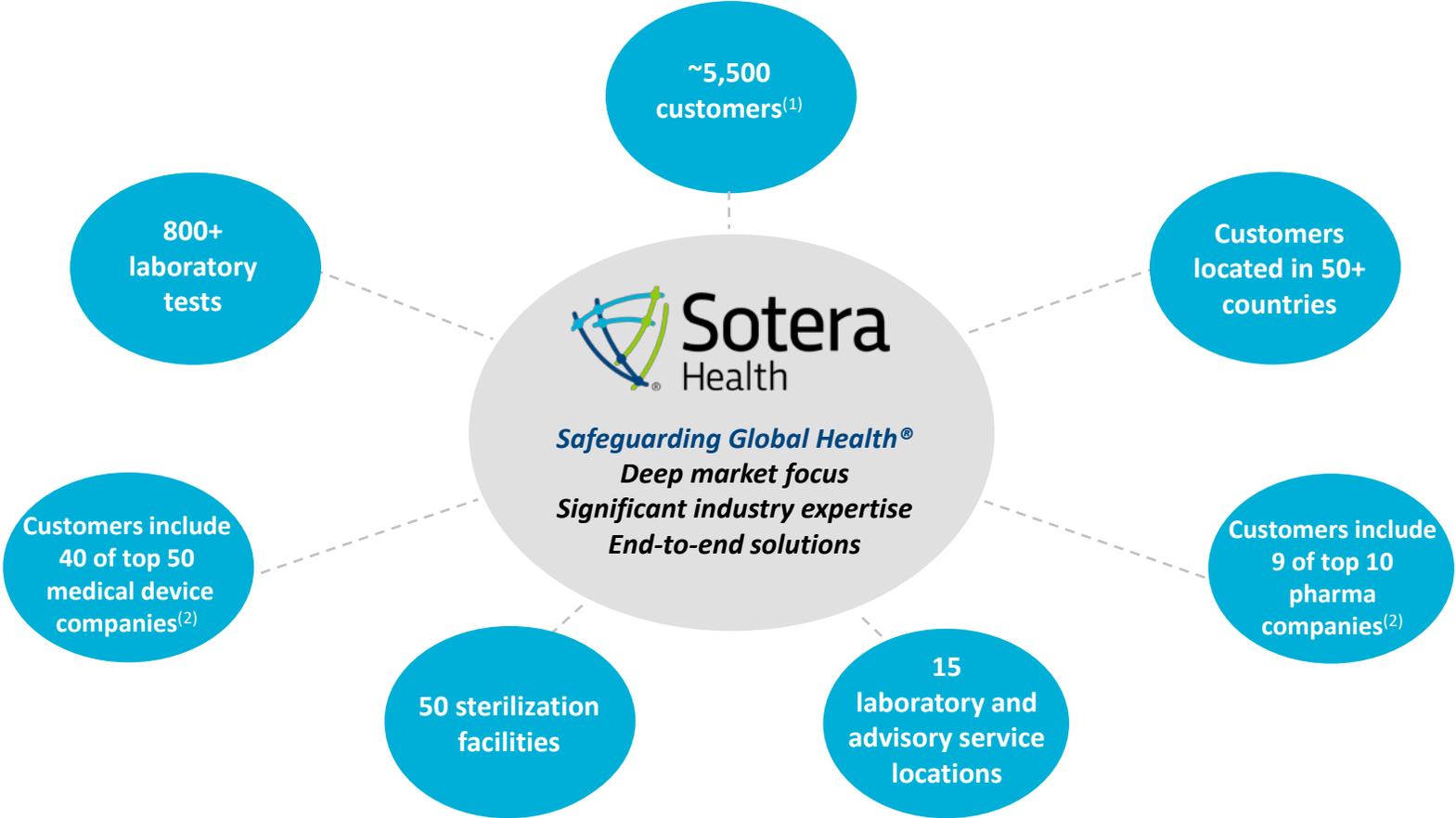


Nordion provides Cobalt-60 for use in radiotherapy for the treatment of breast cancer.



Nelson Labs performs critical testing of artificial skin for burn patients.

Our customers trust and value our expertise



Global scale with integrated facility network	Expertise and strong track record in highly regulated markets	Ability to meet customers' regulatory needs
Comprehensive end-to-end services offered	Provide customer peace-of-mind	Experienced management team with established track record

(1) Unique customer counts across three SHC segments as of December 31, 2021.
 (2) Based on revenue for the year ended December 31, 2021.

HOW WE DO BUSINESS

Sotera Health goes to market through three best-in-class businesses



How we do business

Our values



Safety

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



Customer focus

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



People

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



Integrity

We are honest, reliable and accountable in everything we do



Excellence

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

Differentiated, mission-critical services model



We are driven by our mission: Safeguarding Global Health®

Experienced team and proven record of execution and financial performance



Comprehensive suite of sterilization services and lab services

Sterilization services



Comprehensive sterilization services

Provider of mission-critical and government-mandated sterilization services

of locations

48

of customers

~2,800



Gamma technologies

Global leader in supply of cobalt-60, the key input for gamma sterilization

of locations

2

of customers

~40

Lab services



Expert lab testing and advisory services

Provider of mission-critical medical device and pharmaceutical lab testing and advisory services

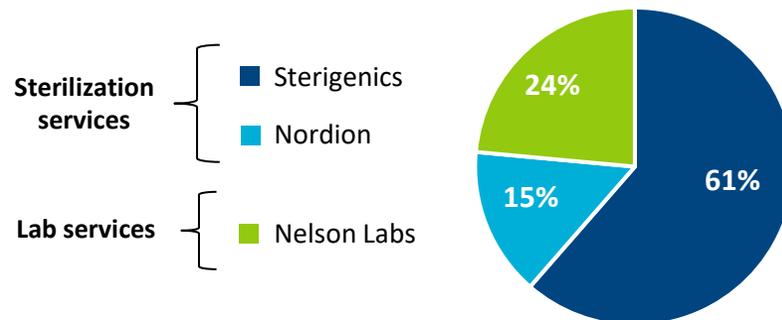
of locations

15

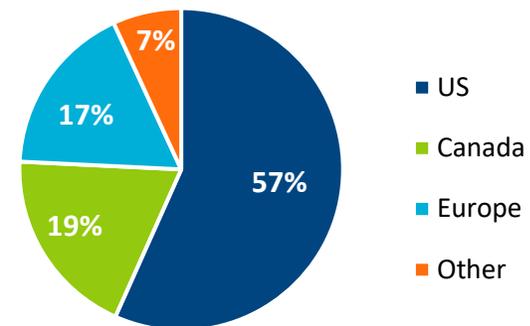
of customers

~3,500

Full-year 2021 Revenue by segment⁽¹⁾



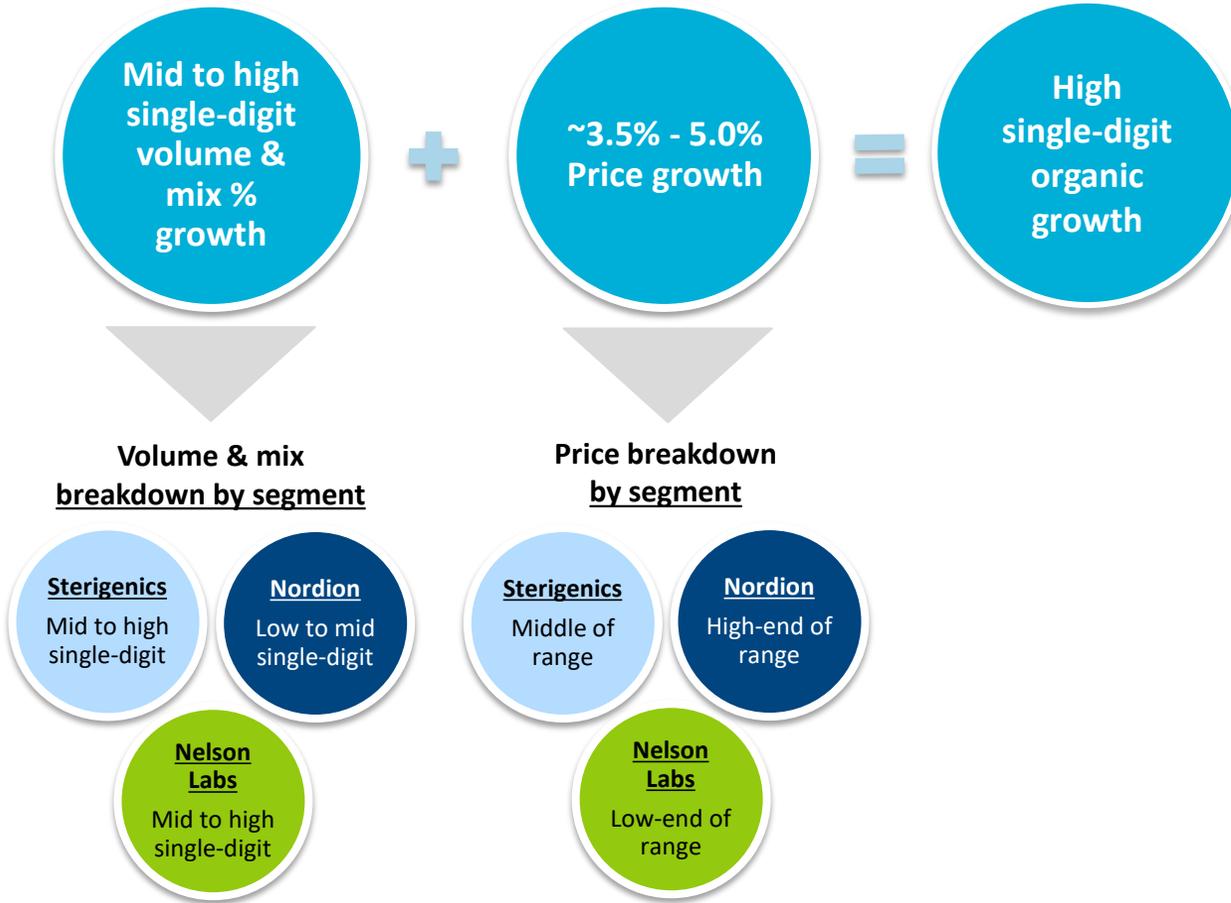
Full-year 2021 Revenue by geography⁽¹⁾



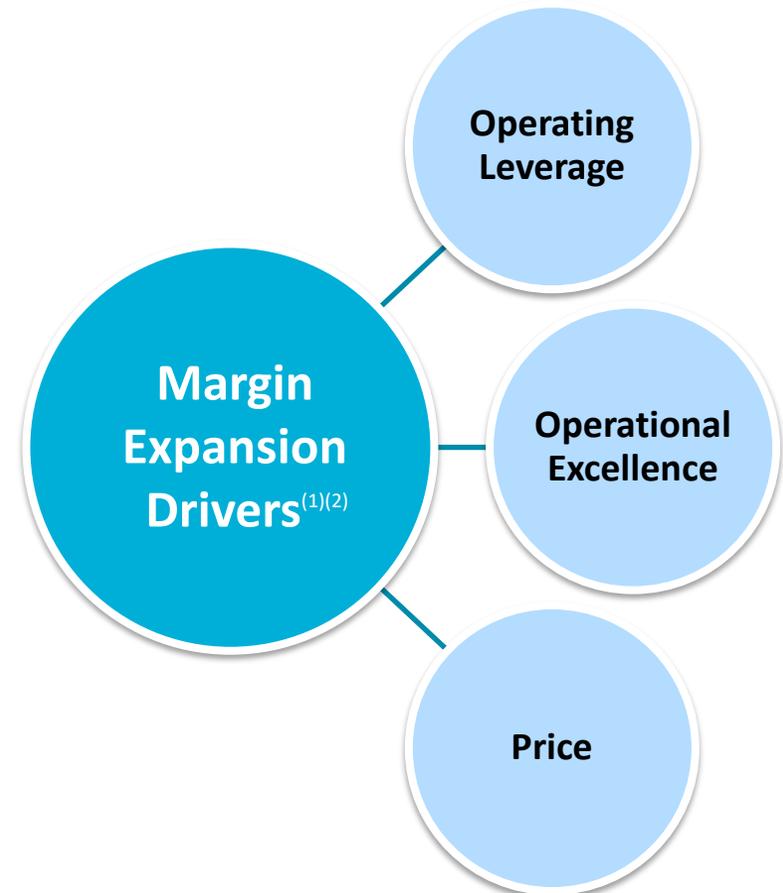
(1) Net revenues for geographic area are reported by the country's origin of revenues.

Long-Term Organic Growth Roadmap

Long-Term Revenue Growth Algorithm results in High-Single Digit Organic Growth⁽¹⁾



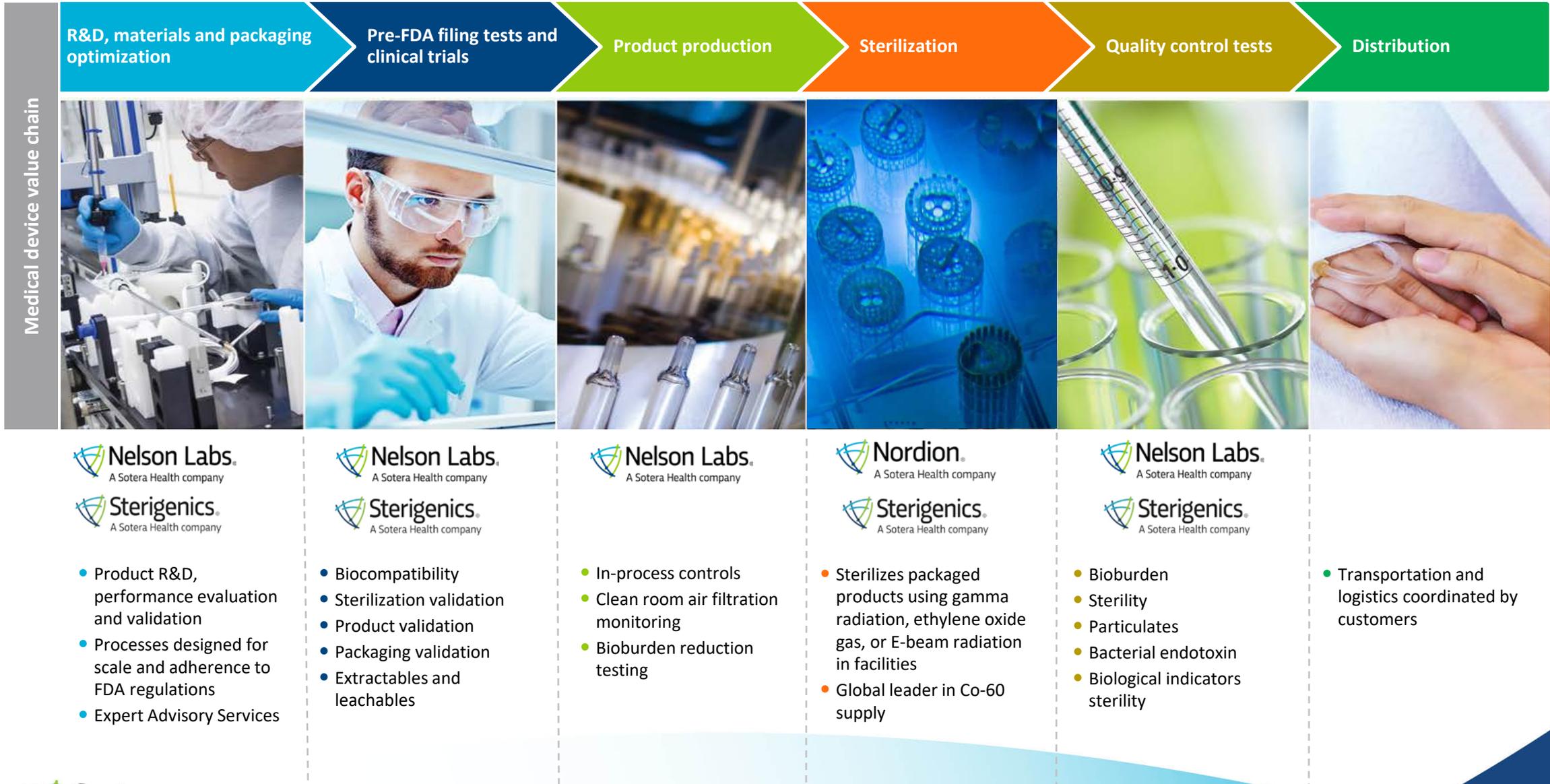
Margin Expansion Algorithm



(1) Long-term revenue growth and margin expansion are forward-looking and reflect management's expectations as of March 1, 2022. Sotera Health assumes no obligation to update these statements. Results may be materially different and are affected by many factors detailed in Sotera Health's SEC filings, including Sotera Health's current Form 10-K.

(2) Acquisitions are typically margin dilutive during the integration phase.

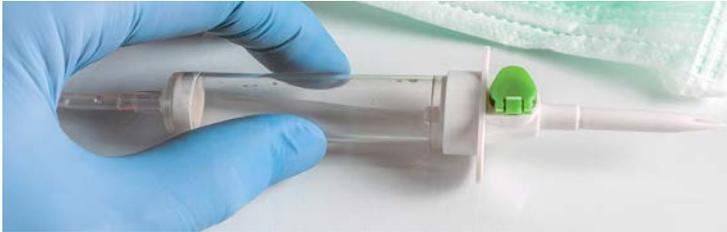
Our integrated offering works across the medical device value chain



Primarily serving essential, growing medical device, pharma and food safety markets

Medical devices

Global population expected to increase by 2 billion people in next 30 years⁽¹⁾
US health expenditures expected to rise from ~18% of GDP in 2018 to ~20% in 2028⁽²⁾
Aging population with increased prevalence of chronic disease



We serve 40 of the top 50 medical device companies globally⁽³⁾

- **Global medical device R&D spend** for top 20 companies is expected to grow at a 4% CAGR and reach ~\$24 billion by 2024⁽⁴⁾
- More than **20 billion devices** sold in the United States every year are sterilized with EO, accounting for ~50% of devices that require sterilization⁽⁵⁾

Pharmaceutical



We serve 9 of the top 10 global pharma companies⁽³⁾

- **Worldwide pharmaceutical R&D spend** forecasted to grow steadily at a ~3% CAGR⁽⁶⁾, reaching \$233 billion by 2026⁽⁷⁾
- **Increasing regulatory and risk management demands** in the pharmaceutical space

Food

Increased focus globally on food quality and safety



We serve several large customers in the food processing industry

- **1 in 6** Americans get sick from contaminated foods or beverages every year⁽⁸⁾
- **3,000** Americans die annually from foodborne illnesses⁽⁸⁾
- Foodborne illnesses cost **~\$16 billion each year⁽⁹⁾**

Our growing end markets facilitate the expansion of our total addressable market

(1) United Nations 2019 data

(2) Centers for Medicare & Medicare Services 2020 estimates

(3) Revenue as of December 31, 2021

(4) EvaluateMedTech® World Preview 2018, Evaluate Ltd.

(5) Food and Drug Administration, 2019

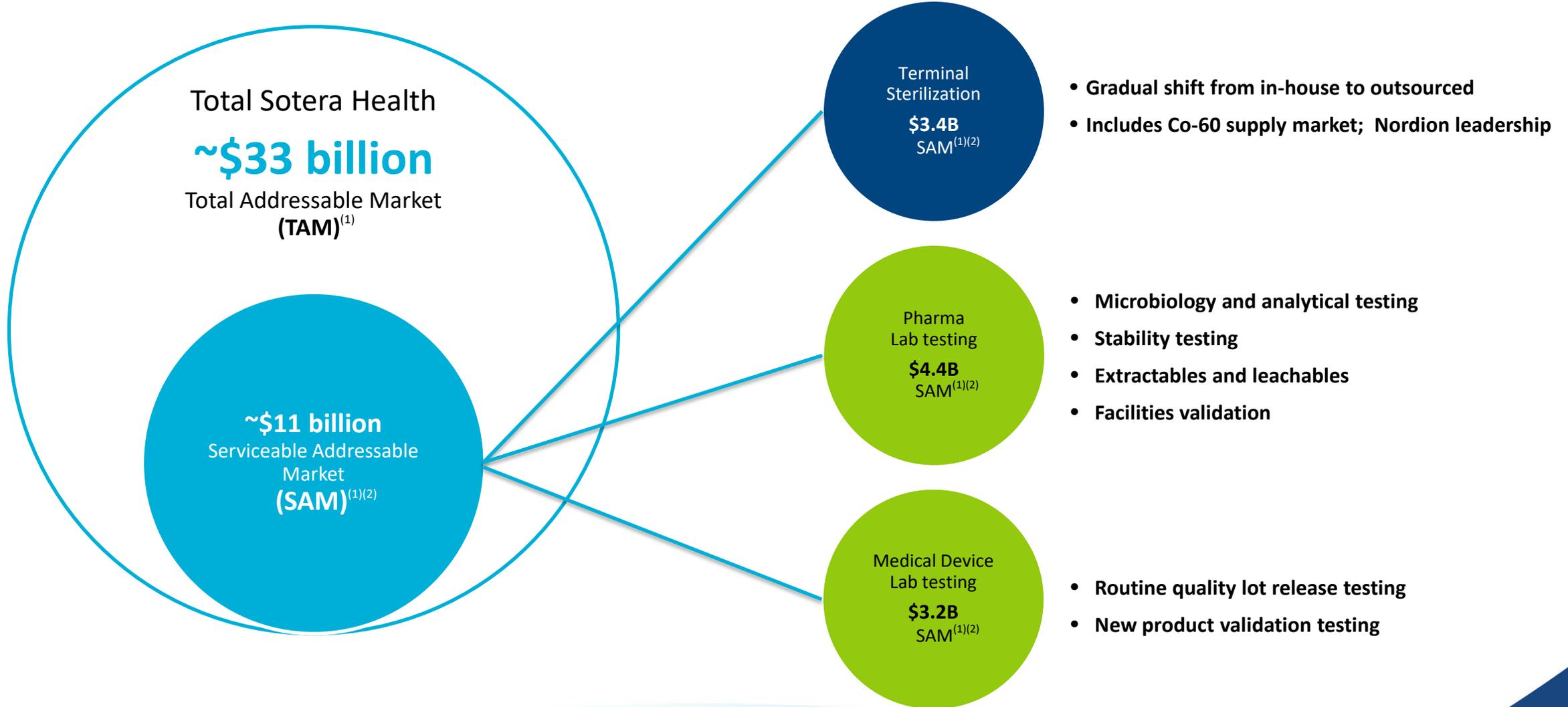
(6) Between 2019-2026

(7) EvaluatePharma® July 2020, Evaluate Ltd.

(8) Center for Disease Control and Prevention

(9) U.S. Dept of Agriculture

Total and Serviceable Addressable Markets (TAM & SAM)



(1) 2019 Management estimated total and serviceable addressable markets for in-house and outsourced terminal sterilization and outsourced pharmaceutical and medical device lab testing.

(2) We define SAM as markets in which we have core or adjacent service capabilities.

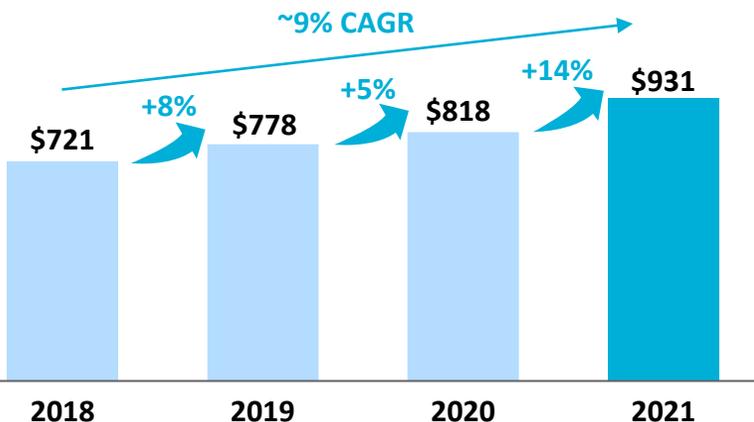
FINANCIAL OVERVIEW

Growth drivers translate to long-term value creation

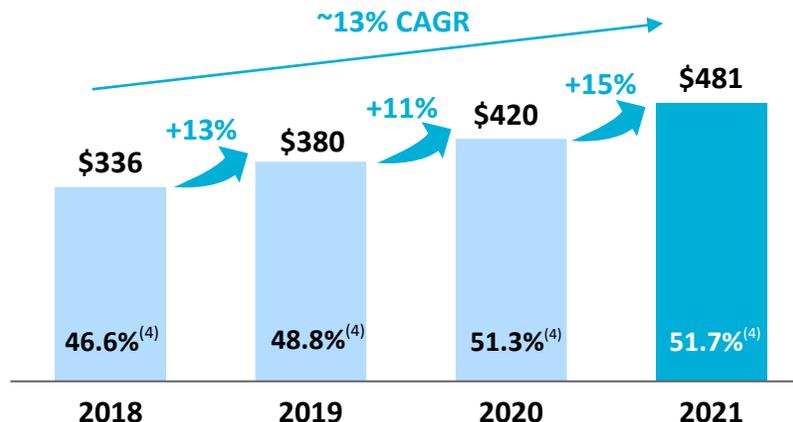
Consolidated 2018 – 2021 Fiscal Year Financial Results

\$ in millions, except Adjusted EPS

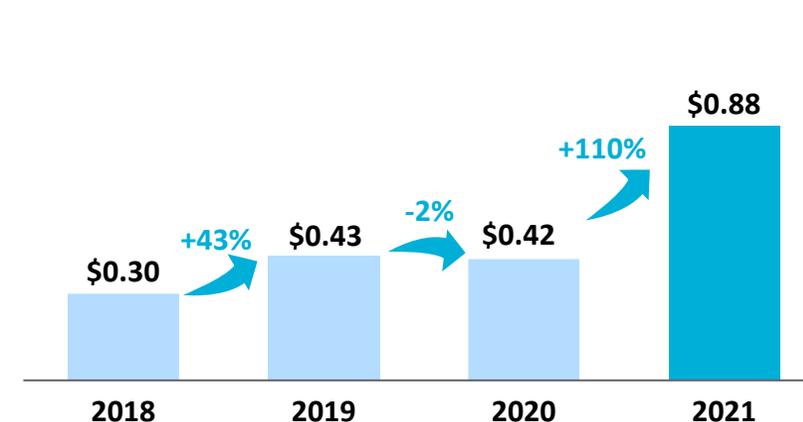
Revenue⁽¹⁾



Adjusted EBITDA⁽¹⁾⁽²⁾⁽³⁾



Adjusted EPS⁽¹⁾⁽²⁾⁽⁵⁾



- ~9% revenue CAGR driven by favorable, sustainable industry trends supported by capacity expansions and tuck-in acquisitions
- Strong FY 2021 growth against a healthy comparable in which we grew each quarter of 2020 during the pandemic

- Over 500 bps of Adjusted EBITDA margin expansion since 2018 driven by the combined impact of capacity utilization, favorable mix, price and operational excellence initiatives

- 2020 YoY Adjusted EPS decrease impacted by \$58M interest expense increase
- \$141M YoY interest expense reduction and strong growth in the business drove FY 2021 Adjusted EPS increase

(1) 2018 revenue, Adjusted EBITDA, Adjusted EBITDA margin, and Adjusted EPS exclude Medical Isotopes (“MI”) business, which was divested in July 2018 (denoted as “Other” in the notes to the Company’s financials). The Medical Isotopes business represented revenue of \$25.4M in 2018, Adjusted EBITDA of \$4.9M in 2018, and Adjusted EPS of \$0.02 in 2018.

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

(3) 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.

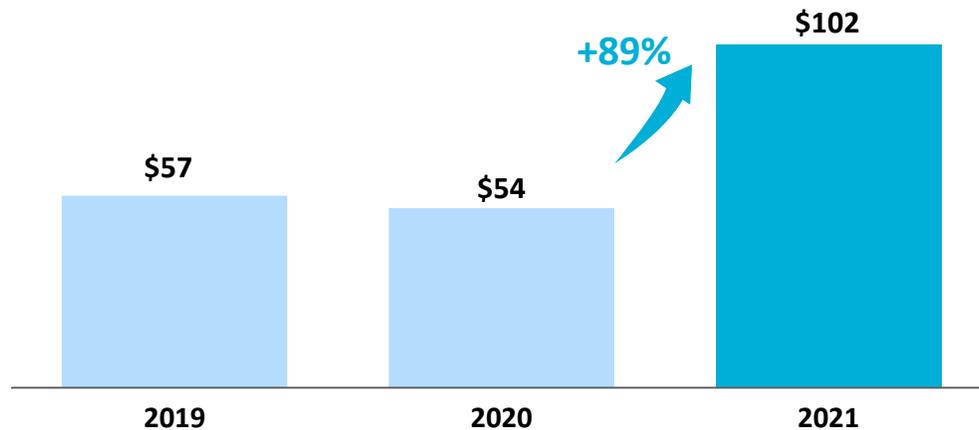
(4) Adjusted EBITDA margin, which is equal to Adjusted EBITDA divided by net revenues.

(5) Adjusted EPS is defined as Adjusted Net Income divided by the weighted average number of diluted shares outstanding.

Capital Expenditures and Leverage

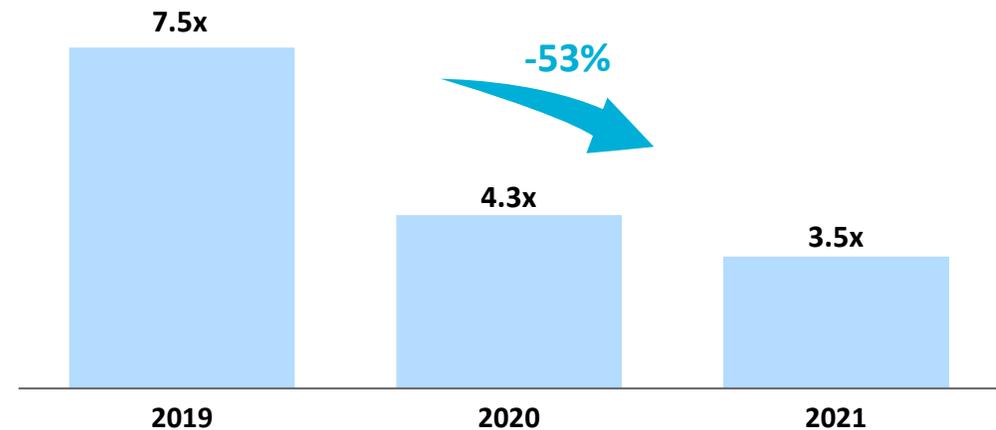
\$ in millions

Capital Expenditures



- Significant increase in CapEx spend over previous years
- Investments in capacity expansions for both Sterigenics and Nelson Labs
- Ongoing investment in initiatives related to Nordion long-term Cobalt-60 supply development and Sterigenics EO facility enhancements

Net Leverage Reduction

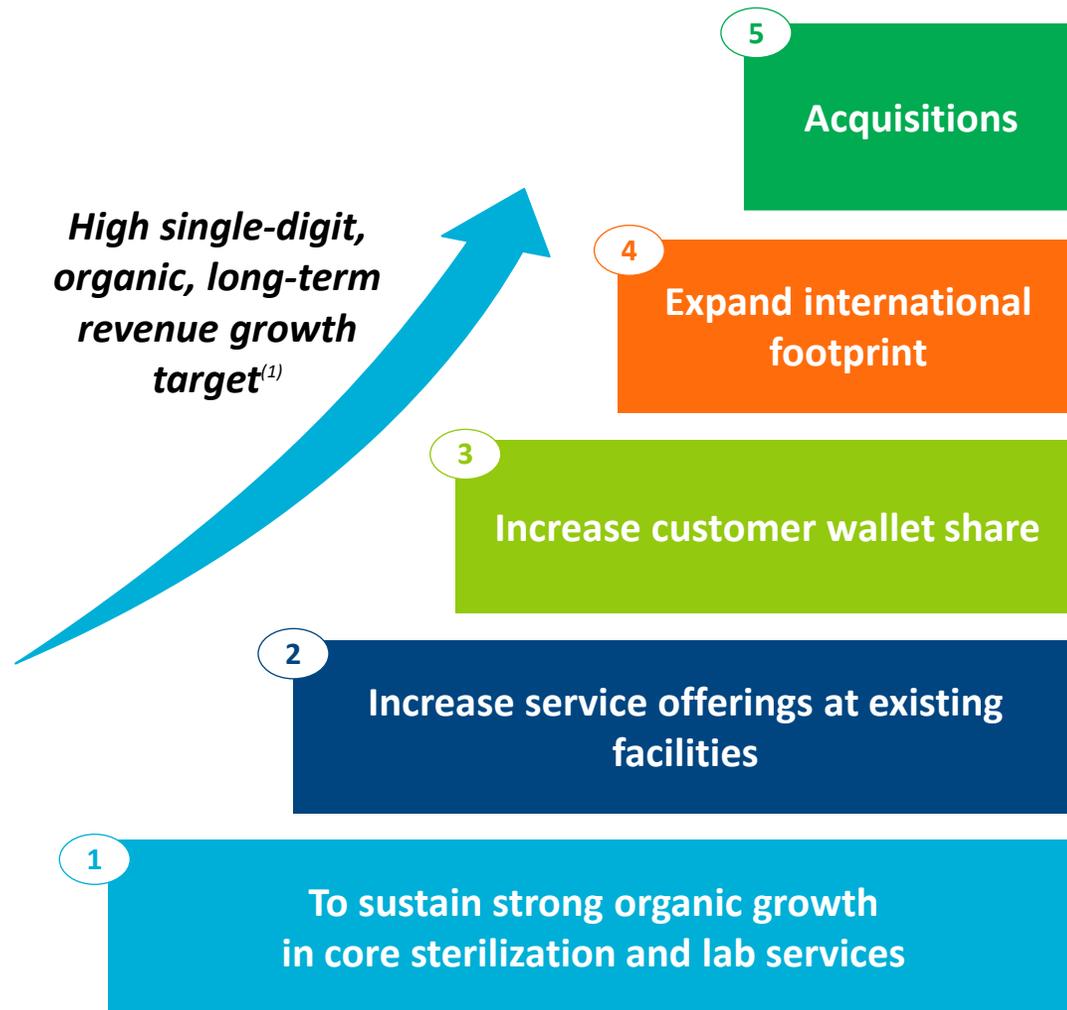


- $\frac{3}{4}$ turn⁽¹⁾ net leverage reduction achieved in 2021
- Within our long-term net leverage target range of 2.0x - 4.0x⁽²⁾, providing more flexibility for strategic acquisitions and other capital deployment priorities

(1) One turn is equivalent to 12-months of Adjusted EBITDA.

(2) Long-term net leverage target is forward-looking and reflects expectations as of March 1, 2022. 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 current Form 10-K.

Our business has multiple opportunities to drive growth



Drivers

- Highly disciplined acquisition strategy
- Attractive pipeline of targets
- Increase emerging markets exposure
- US expansion to complement EU strength in pharma
- Cross-sell between sterilization and lab services
- Increase customer penetration
- Invest in capacity
- Innovate and increase complementary services
- Capitalize on medical device regulation
- Increase penetration of pharma and food end markets

(1) This long-term growth target is forward-looking, is subject to significant uncertainties and contingencies and is based on assumptions with respect to future decisions and operating results, which are subject to change. Sotera Health assumes no obligation to update this statement. Actual results will vary, and those variations may be material. For a discussion of some of the important factors that could cause these variations, please consult "Forward Looking Statements and Non-GAAP Financial Measures" on slide 2, our current Form 10-K, and the Company's other SEC filings.

Why we are a global leader in our markets

	Strong financial profile	Revenue growth since 2005 >50% Adjusted EBITDA margin ⁽¹⁾⁽²⁾ Excellent visibility
	Barriers to entry drive attractive returns	Track record Expertise Scale
	Large and growing total addressable market	~\$33 billion TAM ⁽³⁾
	Strong industry dynamics	Essential and regulated markets
	Trusted global partner at scale	50 sterilization facilities 15 lab and Expert Advisory Services facilities
	Operational excellence	Consistent revenue growth since 2005
	Platform geared for continued M&A	2 transformational and 9 bolt-on acquisitions ⁽⁴⁾
	Established and experienced management team	M&A execution Capital deployment

(1) Full-year 2021

(2) Refer to Non-GAAP Financial Measures provided in Appendix

(3) Management estimates, 2019

(4) Since 2013

APPENDIX



Non-GAAP Financial Measures

(unaudited) (in thousands, except per share amounts)	Year Ended December 31,			
	2018	2019	2020	2021
Net (loss) income	\$ (5,876)	\$ (20,425)	\$ (37,491)	\$ 117,121
Amortization of intangible assets	79,906	80,048	80,255	86,742
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 ^(c)	6,943	16,882	10,987	13,870
Capital restructuring bonuses ^(d)	—	2,040	2,702	—
Loss (gain) on foreign currency and embedded derivatives ^(e)	14,095	2,662	(8,454)	(58)
Acquisition and divestiture related charges, net ^(f)	1,168	(318)	3,932	(6,018)
Business optimization project expenses ^(g)	8,805	4,195	2,524	948
Plant closure expenses ^(h)	—	1,712	2,649	2,327
Loss on extinguishment of debt ⁽ⁱ⁾	—	30,168	44,262	20,681
Professional services relating to EO sterilization facilities ^(j)	4,739	11,216	36,671	45,656
Accretion of asset retirement obligations ^(k)	1,366	2,051	1,946	2,252
COVID-19 expenses ^(l)	—	—	2,677	761
Income tax benefit associated with pre-tax adjustments ^(m)	(24,988)	(35,637)	(43,536)	(38,500)
Adjusted Net Income	75,315	100,386	99,124	245,782
Interest expense, net	143,326	157,729	215,259	74,192
Depreciation ⁽ⁿ⁾	66,910	66,671	63,309	64,160
Income tax provision applicable to Adjusted Net Income ^(o)	55,086	55,146	42,167	97,095
Adjusted EBITDA^(p)	\$ 340,637	\$ 379,932	\$ 419,859	\$ 481,229
Net Revenues	\$ 746,149	\$ 778,327	\$ 818,158	\$ 931,478
Adjusted EBITDA Margin	45.7 %	48.8 %	51.3 %	51.7 %
Weighted average number of shares outstanding				
Basic	232,400	232,400	237,696	279,228
Diluted	232,400	232,400	237,696	279,382
Earnings (loss) per share				
Basic	\$ (0.03)	\$ (0.09)	\$ (0.16)	\$ 0.41
Diluted	(0.03)	(0.09)	(0.16)	0.41
Adjusted earnings per share				
Basic	\$ 0.32	\$ 0.43	\$ 0.42	\$ 0.88
Diluted	0.32	0.43	0.42	0.88

*See accompanying footnotes on the following slide.

Non-GAAP Financial Measures

- (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 relating to the November 2020 IPO and the December 2019 refinancing.
- (e) Represents the effects of (i) fluctuations in foreign currency exchange rates, 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 Regulatory Compliance Associates Inc., the noncontrolling interests in our China subsidiaries, and 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, (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, and (v) a \$5.1 million non-cash gain arising from the derecognition of an ARO liability no longer attributable to Nordion pursuant to the terms of the sale of the Medical Isotopes business in 2018.
- (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 integration of acquisitions, 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, premiums paid in connection with early extinguishment and debt issuance and discount costs incurred for the new debt.
- (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.
- (l) Represents non-recurring costs associated with the COVID-19 pandemic, including incremental costs to implement workplace health and safety measures. For the year ended December 31, 2020, costs also included donations to related charitable causes and special bonuses for front-line personnel working on-site during lockdown periods.
- (m) Represents the income tax impact of adjustments calculated based on the tax rate applicable to each item. We eliminate the effect of significant changes to income tax valuation allowances, tax rate changes as applied to tax assets and liabilities, and unusual items from our presentation of adjusted net income.
- (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, \$85.3 million of the adjustments for the years ended December 31, 2018, 2019, 2020 and 2021, respectively, are included in cost of revenues, primarily consisting of amortization of intangible assets, depreciation, and accretion of asset retirement obligations.

Non-GAAP Financial Measures

<i>(unaudited)</i> <i>(\$'s in thousands)</i>	Year Ended		
	2019	2020	2021
Current portion of long-term debt	\$ 16,331	\$ —	\$ —
Long-term debt less current portion	2,800,873	1,824,789	1,743,534
Current portion of finance leases	1,288	1,173	1,160
Finance leases less current portion	29,883	34,939	40,877
Total Debt	2,848,375	1,860,901	1,785,571
Add: unamortized debt issuance costs and debt discounts	73,677	38,761	20,016
Less: cash and cash equivalents	(63,025)	(102,454)	(106,924)
Total Net Debt	\$ 2,859,027	\$ 1,797,208	\$ 1,698,663
Adjusted EBITDA⁽¹⁾	\$ 379,932	\$ 419,859	\$ 481,229
Net Leverage	7.5x	4.3x	3.5x

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