



## **SOTERA HEALTH COMPANY CHARTER FOR NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

### **I. Statement of Purpose**

The Nominating and Corporate Governance Committee (the "Committee") is a standing committee of the Board of Directors (the "Board") of Sotera Health Company (the "Company"). The purpose of the Committee is (i) to identify and screen individuals qualified to serve as directors of the Board; (ii) to recommend director nominees for each annual meeting of shareholders of the Company; (iii) to recommend nominees for election to fill any vacancies on the Board; (iv) to recommend directors for membership on committees of the Board; (v) to develop and recommend to the Board corporate governance guidelines applicable to the Company; (vi) to monitor developments and oversee the Company's practices and policies related to environmental and social issues and other matters impacting the Company's standing as a responsible corporate citizen; and (vii) to address any related matters, including any related matters required by the federal securities laws. The Committee shall also lead the annual review of the performance of the Board and each of its standing committees.

### **II. Organization**

A. *Charter.* At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board for approval.

B. *Members.* The Committee shall be composed of at least three members, and shall reflect the requirements of the Stockholders' Agreement by and among the Company and the Stockholders party thereto dated as of November 19, 2020 (the "Stockholders' Agreement") and the Bylaws of the Company. Each of the Committee's members shall meet the requirements for directors carrying out the responsibilities described in this charter as set forth in the listing rules of the Nasdaq Stock Market ("Nasdaq") and any other requirements of applicable law, provided that, for so long as the Company qualifies as and avails itself of the "controlled company" exemption pursuant to the listing rules, one or more members of the Committee may not meet some or all of the independence standards as permitted by that exemption.

C. *Term and Committee Chair.* The Board shall appoint the members of the Committee for such term or terms as the Board may determine or until a member's earlier



resignation or death, and shall designate a committee chair (the "Committee Chair"). The members of the Committee may be replaced or removed by the Board at any time in the Board's sole discretion.

D. *Meetings.* In order to discharge its responsibilities, the Committee shall meet at such times as it determines to be appropriate. Meetings of the Committee may be held in person, telephonically or via video conference.

E. *Quorum; Action by Committee.* Subject to any applicable requirements under the Stockholders' Agreement, a majority of the members of the Committee shall constitute a quorum. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held (or where only two members are present and constitute a quorum, by unanimous vote). Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee (including by means of electronic transmission) shall be as fully effective as if such decision or determination had been made at a meeting duly called and held.

F. *Agenda, Minutes and Reports.* The Committee Chair shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, (if applicable), may be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, shall be approved at a subsequent meeting of the Committee and shall be distributed periodically to the full Board. The Committee shall make regular reports to the Board.

G. *Website.* This charter shall be placed on the Company's website.

### **III. Responsibilities**

The following shall be the principal responsibilities of the Committee:

A. *Director Selection Criteria.* The Committee shall develop and recommend to the Board criteria to be considered in selecting director nominees, which shall reflect at a minimum any requirements of applicable law or listing rules, the terms of the Stockholders' Agreement, the criteria stated in the Corporate Governance Guidelines, as well as a candidate's integrity, strength of character, judgment, business experience, specific areas of expertise, ability to devote sufficient time to attendance at and preparation for Board meetings, factors relating to the composition of the Board (including its size and structure) and principles of diversity.



B. *Director Recruitment.* The Committee shall identify (in consultation with the Chairperson of the Board, the Lead Independent Director (if applicable) and the Chief Executive Officer) and screen potential nominees to fill positions on the Board. The Committee shall consider potential director candidates recommended by shareholders of the Company in accordance with the procedures set forth in the Company's Corporate Governance Guidelines, organizational documents, the Stockholders' Agreement and applicable law. As part of this responsibility, the Committee shall be responsible for conducting, subject to applicable law, any and all inquiries into the background and qualifications of any candidate for the Board and such candidate's compliance with the independence and other qualification requirements established by the Board. The Committee shall also oversee the nomination of director candidates by shareholders in accordance with the Company's organizational documents, the Stockholders' Agreement and applicable law.

C. *Consideration of Incumbent Directors for Further Term.* In connection with its annual recommendation of director nominees, the Committee shall assess the contributions of incumbent directors eligible for nomination for a further term, including in light of the criteria for director nominees adopted by the Board, the requirements of the Stockholder's Agreement and other perceived needs of the Board.

D. *Recommendation to Board.* The Committee shall recommend to the Board all nominees to be proposed by the Company for election to the Board, as well as actions with respect to individuals nominated by third parties. The Committee shall also recommend to the Board whether to accept any resignation tendered by a director, as required by the Company's Corporate Governance Guidelines.

E. *Governance Guidelines.* The Committee shall recommend to the Board corporate governance guidelines addressing, among other matters, the size, composition and responsibilities of the Board and its Committees, including its oversight of management and consultations with management. The corporate governance guidelines shall be reviewed not less frequently than annually by the Committee, and the Committee shall make recommendations to the Board with respect to changes to the guidelines.

F. *Advice as to Committee Membership and Operations.* The Committee shall advise the Board with respect to the charters, structure and operations of the various committees of the Board and qualifications for membership thereon, including policies for removal of members and rotation of members among other committees of the Board. The Committee shall also make recommendations to the Board regarding which directors should serve on the various committees, and which directors should be appointed as Chairpersons of such committees. Such advice and recommendations shall be consistent with the Company's organizational documents, the Stockholders' Agreement and applicable law.



G. *Evaluation of Board.* The Committee shall recommend to the Board criteria and the process for annual evaluations of the performance of the Board and its standing committees, and shall lead the process implemented for conducting such evaluations. The Committee Chair shall report the Committee's conclusions to the Board and may make recommendations to the Chairperson of the Board regarding changes that the Committee deems appropriate for consideration by the Board.

H. *Sustainability and Environmental, Social, and Corporate Governance Matters.* The Committee shall assist the Board in its oversight with respect to matters that involve the Company's reputation and standing as a responsible corporate citizen, including reviewing and considering the following from time to time: (i) current and emerging environmental, social and corporate citizenship and public policy issues and trends that may affect the Company's business activities, employees, performance, reputation or public image, (ii) the Company's initiatives related to sustainability, communities and the environment and (iii) other strategic issues and corporate actions the Committee deems appropriate.

I. *Committee Performance Evaluation.* The Committee shall annually evaluate its performance and report to the Board on the results of the review.

J. *Access to Records, Input, Consultants and Others.* The Committee shall have the authority and responsibility to retain, oversee and terminate outside legal counsel, any search firm used to identify director candidates or other advisors or consultants (each, an "Advisor") to assist the Committee in performing its duties, to approve the terms of any such engagement and to set the fees paid to such Advisor. Except as explicitly prohibited by this charter, the Nasdaq listing rules or applicable law, the Committee may also solicit input from any directors, officers or employees of the Company, and may request that any officer or other employee of the Company meet with any members of, or Advisors to, the Committee. The Committee shall have full access to all books, records, policies, facilities and personnel of the Company.

K. *Funding.* The Committee shall have the authority to determine the appropriate funding (which shall be supplied by the Company at the request of the Committee) for the payment of compensation to any Advisors engaged by the Committee and for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

L. *Delegation.* The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more of its members, or to other members of the Board qualified to perform such responsibilities in accordance with the listing rules of Nasdaq and any other applicable law, as appropriate.



M. *Other Duties.* The Committee shall also carry out such other duties that may be delegated to it by the Board from time to time and such other functions as necessary or appropriate in its opinion under applicable law, the Company's Bylaws, the Delaware General Corporation Law, as well as rules and regulations of the Securities and Exchange Commission, Nasdaq or other regulatory authorities.

*Adopted: November 19, 2020*