



SOTERA HEALTH COMPANY CHARTER FOR COMPENSATION COMMITTEE

I. Statement of Purpose

The Compensation 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 to discharge the responsibility of the Board relating to compensation of the Company's directors, executive officers and such other employees as the Committee may determine (together, "management") and related matters.

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 two members, and shall reflect the requirements of the Stockholders Agreement by and among Sotera Health Company and the Stockholders party thereto dated as of November 19, 2020 and the Bylaws of the Company. Each of the Committee's members shall meet the requirements for compensation committee members as set forth in the listing rules of the NASDAQ Stock Market ("NASDAQ") and any other requirements of applicable law (collectively, the "Independence Requirements"), provided that, for so long as the Company is permitted to and avails itself of the "controlled company" exemption pursuant to the NASDAQ listing rules, one or more members of the Committee may not meet some or all of the Independence Requirements. Members of the Committee are not required to meet the requirements of a "non-employee director" for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"); provided, however, that with respect to any action required to be taken under Section 16 by a committee of at least two "non-employee directors" or the full Board, to the extent the Committee or a subcommittee thereof does not satisfy such standard the Committee shall recommend any such action to the full Board for approval. The Nominating and Corporate Governance Committee shall assess the qualifications of the Committee members and nominees, and shall recommend to the Board membership for the Committee based on such assessment.

C. *Term and Committee Chair.* The Board, based on the recommendation of the Nominating and Corporate Governance Committee, shall appoint the members of the Committee consistent with the Stockholders Agreement, by and among the Company and the stockholders thereto, dated as of November 19, 2020 (the "Stockholders Agreement")



for such term or terms as the Board may determine or until a member's earlier resignation, removal or death. The members of the Committee may be replaced or removed by the Board at any time in the Board's sole discretion. For so long as the WP Designated Sponsor Fund (as defined in the Stockholders Agreement) shall be entitled to designate at least one (1) director pursuant to Section 2.01 of the Stockholders Agreement, the Committee chair (the "Committee Chair") shall be a member of the Board selected by the WP Directors.

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 Section 2.06(c) of 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 the Committee consists of only two members, or 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 Committee's main responsibility is to oversee the compensation of the Company's directors and employees, including executive officers, and related matters, including matters relating to the attraction, development and retention of such individuals. The Committee believes that the Company's policies and procedures should remain flexible in order to best react to changing conditions and circumstances. The following list of principal responsibilities of the Committee is intended as a guide, with the understanding



that the Committee can supplement it as appropriate, consistent with the requirements of applicable rules and regulations.

A. *Goals and Objectives; CEO Compensation.* The Committee shall review and approve periodically, but no less frequently than annually, the Company's goals and objectives relevant to compensation of the Chief Executive Officer (the "CEO") (including base and incentive compensation), including the balance between short-term compensation and long-term incentives. The Committee shall evaluate the performance of the CEO in light of those goals and objectives, and shall determine and approve the compensation level of the CEO based on such evaluation. The CEO shall not be present during any voting or deliberations by the Committee regarding the CEO's compensation. The Committee Chair shall be responsible for communicating to the CEO the evaluation of his or her performance and the level of compensation approved for the CEO.

B. *Compensation Levels – Executive Officers.* The Committee, following consultation with the CEO that the Committee deems appropriate, shall evaluate the performance of the executive officers of the Company and shall set the compensation level (including base and incentive compensation) and direct and indirect benefits of the executive officers of the Company based on such evaluations.

C. *Incentive Compensation.* The Committee shall review, approve and, when appropriate, recommend to the Board for approval, incentive compensation plans and equity-based plans, and where appropriate or required, recommend such plans for approval by the stockholders of the Company, which includes the ability to adopt, amend and terminate such plans. The Committee shall also have the authority to administer the Company's incentive compensation plans and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan. In determining incentive compensation for the CEO and other executive officers of the Company, the Committee shall consider, among other factors it deems appropriate from time to time, the Company's performance and relative shareholder return (or other criteria) during such periods as the Committee may deem appropriate, the value of similar incentive awards to persons holding comparable positions at comparable companies and the awards given to management in prior years.

D. *Severance and Post-Service Arrangements.* The Committee shall evaluate the post-service (including severance) arrangements and benefits of the CEO and other executive officers and their reasonableness in light of practices at comparable companies and any benefits received by the Company in connection with such arrangements.



E. *Evaluation of Compensation Program.* The Committee shall review on a periodic basis the operation and structure of the Company's compensation program. In discharging this responsibility, the Committee shall take into account factors it deems appropriate from time to time, including the Company's business strategy and whether the effects on the compensation program create risks that are reasonably likely to have a material adverse effect on the Company and its business, and, for executive officers, the results of the most recent Say-on-Pay Vote.

F. *Perquisite Policies.* The Committee shall establish and review periodically policies with respect to management perquisites.

G. *Clawback Policies.* The Committee shall approve or make recommendations to the Board with respect to the adoption or modification of any clawback policy allowing the Company to recoup compensation paid to executive officers and other employees, and administer and monitor compliance with any adopted clawback policies.

H. *Anti-Hedging Policies.* The Committee approve or make recommendations to the Board with respect to the adoption or modification of any anti-hedging or anti-pledging policy and shall administer and monitor compliance with any adopted anti-hedging or anti-pledging policies.

I. *Director Compensation and Perquisites.* The Committee shall advise the Board with respect to proposed changes in Board or committee compensation, as well as director retirement policies and programs and perquisites (if any), not less frequently than bi-annually. In considering director compensation and perquisites, the Committee may take into consideration the relative responsibilities of directors serving on the Board and its various committees. The Committee may request that management report to the Committee periodically on the status of the Board's compensation and perquisites in relation to other similarly situated companies. Directors who are Company employees shall not be separately compensated for their services as directors.

J. *Stock Ownership Guidelines.* The Committee (i) shall approve or make recommendations to the Board with respect to the adoption or modification of stock ownership guidelines, (ii) shall administer and monitor compliance with any adopted stock ownership guidelines and (iii) may grant hardship exceptions at its discretion.

K. *Review of Compensation Discussion and Analysis; Compensation Disclosures; Committee Report.* The Committee shall (i) review the Compensation Discussion and Analysis ("CD&A") section proposed for inclusion in the Company's Annual Report on Form 10-K and annual proxy statement and the related tabular and other disclosures about director and executive compensation; (ii) discuss the CD&A section with management and recommend to the Board whether such section should be included in such Annual Report



and proxy statement; and (iii) produce and furnish for inclusion the compensation committee report on executive officer compensation required to be included in the Company's Annual Report or proxy statement, as required by the rules and regulations promulgated by the SEC and other applicable law.

L. *Say-on-Pay Vote*. The Committee shall review and discuss the results of the shareholder advisory vote on executive compensation ("Say on Pay Vote"), if any, with regard to the named executive officers, as well as any other feedback garnered through the Company's stockholder outreach and recommend to the Board whether and how the Company should respond to such a vote outcome and other stockholder feedback.

M. *Appointment and Monitoring of Named Fiduciaries*. Unless otherwise specified in the applicable plan documents, the Committee shall have the authority to appoint and terminate the named fiduciary(ies) for any funded employee benefit plan covering employees (including executive officers) subject to the fiduciary responsibility provisions of the Employee Retirement Income Security Act of 1974, as amended, or substantially similar non-U.S. law, and shall monitor such fiduciaries' performance.

N. *Succession Planning*. The Committee shall review periodically with the Board (or its designee) and the CEO management's short- and long-term leadership development and succession plans and processes, including temporary delegations of authority for the CEO and other executive officers in emergency circumstances. At least annually, the Committee shall review management's succession plans with respect to non-CEO executive officers and coordinate with the independent directors in reviewing CEO succession plans. The Committee shall also make recommendations to the Board with respect to the process for selection, and the selection, of individuals to occupy these positions.

O. *Transfer Restrictions*. The Committee shall have authority to approve Transfers (as defined in the Stockholders Agreement) by Management Stockholders (as defined in the Stockholders Agreement) pursuant to Section 4.01(a)(iii) of the Stockholders Agreement.

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

Q. *Access to Records, Input, Consultants and Others*. The Committee shall have the authority and responsibility to retain, oversee and terminate outside legal counsel, any compensation consultant 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. Before selecting or receiving advice from an Advisor (other than (i) in-house counsel and (ii) any Advisor whose role is limited to either (x) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of



executive officers or directors of the Company, and that is available generally to all salaried employees or (y) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the advisor and about which the advisor does not provide advice), the Committee must take into consideration all factors relevant to the advisor's independence from management, including (i) the provision of other services to the Company by the person that employs the Advisor, (ii) the amount of fees received from the Company by the person that employs the Advisor, as a percentage of the total revenue of the person that employs the Advisor, (iii) the policies and procedures of the person that employs the Advisor that are designed to prevent conflicts of interest, (iv) any business or personal relationship of the Advisor with a member of the Committee, (v) any stock of the Company owned by the Advisor, and (vi) any business or personal relationship of the Advisor or the person employing the advisor with an executive officer of the Company. 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, including the Company's senior compensation or human resources executives, the Company's outside counsel or any other person, meet with any members of, or Advisors to, the Committee. The Committee shall have full access to all books, records, facilities and personnel of the Company.

R. *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.

S. *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.

T. *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 promulgated by the Securities and Exchange Commission, NASDAQ or other regulatory authorities.

Adopted: November 19, 2020