

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person <u>Rutz Michael P</u>			2. Issuer Name and Ticker or Trading Symbol <u>Sotera Health Co [ SHC ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>President of Sterigenics</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/02/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
C/O SOTERA HEALTH COMPANY 9100 SOUTH HILLS BLVD, SUITE 300			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.				
BROADVIEW HEIGHTS	OH	44147						

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.01 par value per share ("Common Stock")	03/02/2024		F		2,438 <sup>(1)</sup>	D	\$14.56	596,311	D	
Common Stock, \$0.01 par value per share ("Common Stock")	03/02/2024		F		3,063 <sup>(2)</sup>	D	\$14.56	593,248	D	
Common Stock, \$0.01 par value per share ("Common Stock")	03/04/2024		A		34,270 <sup>(3)</sup>	A	\$0	627,518	D	
Common Stock, \$0.01 par value per share ("Common Stock")	03/04/2024		S		83,109 <sup>(4)</sup>	D	\$14.3075 <sup>(5)</sup>	544,409 <sup>(6)</sup>	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options	\$14.59	03/04/2024		A		68,063		(7)	03/04/2034	Common Stock	68,063	\$0	68,063	D	
Stock Options <sup>(8)</sup>	\$17.59							(9)	03/06/2033	Common Stock	53,879		53,879	D	
Stock Options <sup>(8)</sup>	\$20.03							(10)	03/02/2032	Common Stock	63,857		63,857	D	
Stock Options <sup>(8)</sup>	\$23							(11)	11/20/2030	Common Stock	111,801		111,801	D	

Explanation of Responses:

- 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 8,320 Restricted Stock Units ("RSUs"), which represents 33% of the RSU award granted to the Reporting Person on March 2, 2022. This award was granted pursuant to the terms of an RSU agreement 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.
- 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 9,475 RSUs, which represents 33% of the RSU award granted to the Reporting Person on March 6, 2023. This award was granted pursuant to the terms of an RSU agreement under the 2020 Incentive Plan. Each RSU represents the Reporting Person's right to receive one share of Common Stock, subject to vesting conditions.
- These securities consist of RSUs that were granted on March 4, 2024, pursuant to the terms of an RSU agreement under the 2020 Incentive Plan. Each RSU represents the Reporting Person's right to receive one share of Common Stock, subject to vesting conditions. The RSUs vest annually in three equal installments commencing March 2, 2025.
- On March 4, 2024, the Reporting Person sold a total of 83,109 shares of Common Stock of the Issuer in an underwritten public secondary offering (the "Offering").
- Reflects a price equal to the Offering price per share less underwriting discounts and commissions payable thereon, as disclosed in the Issuer's Prospectus 424(b)(7), filed with the United States Securities and Exchange Commission on February 29, 2024.
- These securities consist of 68,063 RSUs and 476,346 shares of Common Stock. 339,030 of the shares of Common Stock are vested, and 137,316 shares of Common Stock remain subject to vesting conditions. Shares of unvested Common Stock will vest on a daily basis, pro rata through May 13, 2025 (the five year anniversary of the date of grant).
- 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 March 2, 2025, subject to vesting conditions.
- No transaction is being reported on this line. Reported on a previously filed Form 4.
- These options were granted on March 6, 2023, pursuant to the terms of a stock option agreement under the 2020 Incentive Plan. The options vest in annually in three equal installments commencing March 2, 2024, subject to the Reporting Person's continued service through each such date.
- These options were granted on March 2, 2022, pursuant to the terms of a stock option agreement under the 2020 Incentive Plan. The options vest in three equal installments on each of the first three anniversaries of the date of grant, subject to the Reporting Person's continued service through each such date.
- These options were granted on November 20, 2020, pursuant to the terms of a stock option agreement under the 2020 Incentive Plan. The options vest in four equal installments on each of the first four anniversaries of the date of grant, subject to the Reporting Person's continued service through each such date.

**Remarks:**

The Power of Attorney for Mr. Rutz is filed as an exhibit to the Form 3 filed on November 20, 2020, which is hereby incorporated by reference.

Matthew J. Klaben, Attorney-  
in-Fact

03/05/2024

\*\* 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.**