

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): November 20, 2024**

**SOTERA HEALTH COMPANY**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-39729**  
(Commission  
File Number)

**47-3531161**  
(IRS Employer  
Identification No.)

**9100 South Hills Blvd, Suite 300  
Broadview Heights, Ohio 44147**  
(Address of Principal Executive Offices) (Zip Code)

**(440) 262-1410**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Exchange on which registered
Common stock, \$0.01 par value per share	SHC	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 7.01. Regulation FD Disclosure.**

On November 20, 2024, Sotera Health Company (the “Company”) issued a press release (the “Press Release”) for the Company’s Investor Day to be held today in New York City beginning at 12:30 p.m., Eastern Time. Certain members of the Company’s leadership team will discuss the Company’s strategic positioning and outline future growth plans. A copy of the Press Release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

As stated on the Company’s third quarter earnings call on November 5, 2024 (the “Earnings Call”), financial guidance given at that time was predicated on currency exchange rates as of September 30, 2024 remaining constant for the remainder of the year. Given the pronounced strengthening in the U.S. dollar since the Earnings Call, the Company now sees a risk that Adjusted EBITDA for 2024 could fall modestly below its Adjusted EBITDA guidance range.

The information in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to liability under that section, and shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, unless expressly incorporated by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits*

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Press Release, dated November 20, 2024.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Sotera Health Company  
(Registrant)

Date: November 20, 2024

By: /s/ Jonathan M. Lyons  
Jonathan M. Lyons  
Senior Vice President and Chief Financial Officer



### Sotera Health to Share Next Chapter of Growth at 2024 Investor Day

**CLEVELAND, OH, November 20, 2024** - Sotera Health Company (Nasdaq: SHC), a leading global provider of mission-critical end-to-end sterilization solutions and lab testing and advisory services for the healthcare industry, will hold an Investor Day in New York City where Sotera Health's management team will discuss the Company's strategic positioning and outline future growth plans. Management will take questions from a live audience during two question-and-answer sessions.

"The management team is looking forward to the Company's inaugural Investor Day since going public in 2020," said Michael J. Petras, Jr., Chair and CEO. "During the past four years, we have achieved top- and bottom-line growth with strong margins, generated significant operating cash flow, demonstrated disciplined capital deployment, and maintained durable customer relationships. I'm proud of what we've accomplished and look forward to the team sharing more about future growth drivers at today's investor event."

During today's presentation, management will:

- Demonstrate the strength and durability of Sotera Health while fulfilling our mission of Safeguarding Global Health®;
- Provide a detailed perspective of the markets served by the Company and growth opportunities, including our serviceable addressable market of \$18 billion;
- Share customer feedback, which will continue to guide capital investment decisions and the Company's growth outlook;
- Provide a long-term financial outlook that highlights the focus on Free Cash Flow generation and supports a compelling investment thesis; and
- Outline our 2025-2027 financial plan to achieve an organic compound annual revenue growth rate of 5% to 7%, expand Adjusted EBITDA margins by at least 50 basis points, drive an organic compound annual Adjusted EBITDA growth rate of 5% to 8%, and generate cumulative Free Cash Flow of more than \$500 million.

The Company does not provide a reconciliation for non-GAAP financial measures on a forward-looking basis where it is unable to provide a meaningful or accurate calculation or estimation of reconciling items without unreasonable effort. The Company cannot reconcile its expected Adjusted EBITDA, Adjusted EBITDA margins, Adjusted EBITDA growth rate and Free Cash Flow without unreasonable effort because certain items that impact net income, earnings per share and other reconciling metrics are out of the Company's control and/or cannot be reasonably predicted at this time, including uncertainties caused by changes to the regulatory landscape, restructuring items and certain fair value measurements, all of which are potential adjustments for future earnings.

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440-262-1410 | [soterahealth.com](https://www.soterahealth.com)



## **Investor Day**

A live webcast of the event will be accessible at [Presentation & Events | Sotera Health](#). Virtual participants are encouraged to pre-register at this [link](#) and log in to the webcast approximately 5-10 minutes prior to the start of the event. A live question-and-answer session will follow management's prepared remarks. Sotera Health intends to make the investor presentation for the event available concurrently with the start of the event. A replay of the video webcast will be available within 48 hours following the conclusion of the event at [Presentation & Events | Sotera Health](#). Presentation slides and a webcast replay will be available on the Investor Relations page for 12 months.

## **About Sotera Health**

Sotera Health Company is a leading global provider of mission-critical end-to-end sterilization solutions and lab testing and advisory services for the healthcare industry. Sotera Health goes to market through three businesses – Sterigenics<sup>®</sup>, Nordion<sup>®</sup> and Nelson Labs<sup>®</sup>. Sotera Health is committed to its mission, Safeguarding Global Health<sup>®</sup>.

Updates can be found from time to time on recent developments in matters relevant to investors on the Investor Relations section of the Company's website at [Investor Relations | Sotera Health](#). For developments related to Ethylene Oxide, updates can be found at [Ethylene Oxide | Sotera Health](#).

## **INVESTOR RELATIONS CONTACT**

Jason Peterson  
Vice President Investor Relations & Treasurer  
[IR@soterahealth.com](mailto:IR@soterahealth.com)

## **MEDIA CONTACT**

Kristin Gibbs  
Chief Marketing Officer  
[kgibbs@soterahealth.com](mailto:kgibbs@soterahealth.com)

Source: Sotera Health Company

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