

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

| OMB APPROVAL | |
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|---|---------|----------|--|--|--|--|--|
| 1. Name and Address of Reporting Person* <u>Klaben Matthew J</u> | | | 2. Date of Event Requiring Statement (Month/Day/Year) 10/01/2022 | | 3. Issuer Name and Ticker or Trading Symbol <u>Sotera Health Co [SHC]</u> | | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>Interim SVP, GC and Secretary</u> | | | 5. If Amendment, Date of Original Filed (Month/Day/Year) | |
| C/O SOTERA HEALTH COMPANY 9100 SOUTH HILLS BDVD, SUITE 300 | | | | | | 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 | |
| (Street) BROADVIEW HEIGHTS OH 44147 | | | | | | | |
| (City) (State) (Zip) | | | | | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|
| Common Stock, \$0.01 par value per share ("Common Stock") | 37,703 ⁽¹⁾ | D | |
| Common Stock | 314,286 ⁽²⁾ | I | By grantor trust |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|--|--|---|
| | Date Exercisable | Expiration Date | | | | |
| Stock Options | ⁽³⁾ | 11/20/2030 | Common Stock | 134,161 ⁽³⁾ | 23 | D |
| Stock Options | ⁽⁴⁾ | 03/02/2032 | Common Stock | 22,350 ⁽⁴⁾ | 20.03 | D |

Explanation of Responses:

- These securities consist of 5,489 shares of Common Stock and 32,214 Restricted Stock Units ("RSUs"). 23,478 RSUs were granted on November 20, 2020, and the balance of these RSUs will vest in three equal annual installments beginning on November 20, 2022, subject to the Reporting Person's continued service through each such date. 8,736 RSUs were granted on March 2, 2022, and will vest in three equal annual 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. The RSUs were granted pursuant to the terms of RSU agreements 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.
- Consists of 220,526 shares of vested Common Stock and 93,760 shares of unvested Common Stock. 93,760 of the unvested shares of Common Stock will vest as of the first date on which (i) certain investment funds and entities affiliated with Warburg Pincus LLC and GTCR, LLC (the "Sponsors") have received two and one-half times their invested capital in the company and (ii) the Sponsors' internal rate of return exceeds twenty percent.
- 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.
- 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.

Remarks:

Exhibit 24.1 - Power of Attorney

/s/ Jessica L.M.H. Epp, Attorney-in-Fact 10/07/2022

** 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 5 (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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby makes, constitutes and appoints Matthew J. Klaben., Jessica L. M. H. Epp and D:
(i) execute for and on behalf of the undersigned, in the undersigned's capacity as a director, director nominee, officer or benefici:
(ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute
(iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorneys-in-fact, m
The undersigned hereby grants to such attorneys-in-fact full power and authority to do and perform any and every act and thing whatsoe
This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file reports or schedules 1
[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to
be executed as of this 5th day of October, 2022.

By: /s/ Matthew J. Klaben

Name: Matthew J. Klaben

Title: Interim Senior Vice President, General Counsel and Secretary