Risk Factors Comparison 2024-02-27 to 2023-02-28 Form: 10-K

Legend: **New Text** ~~Removed Text~~ Unchanged Text Moved Text Section

We describe below certain risks that could adversely affect our business, prospects, financial condition or results of operations. These risk factors may change from time to time and may be amended, supplemented or superseded by updates to the risk factors contained in our future periodic reports on Form 10- Q and reports on other forms we file with the SEC. All forward-looking statements about our future results of operations or other matters made by us in this Annual Report as well as our consolidated financial statements and notes, and in our subsequently filed reports to the SEC, as well as in our press releases and other public communications, are qualified by the risks described below. Risk Factor Summary Our business operations are subject to numerous risks, factors and uncertainties, including those outside of our control, that could cause our actual results to be harmed, including risks regarding the following: • **a** disruption in the availability **or supply** of, or increases in the price of, EO, Co- 60 or our other direct materials, services and supplies, including as a result of geopolitical instability and **/ or** sanctions ~~arising from U. S.~~ **against Russia by the United States** , ~~Canadian~~ -- **Canada** , **United Kingdom or** ~~U. K., and~~ European Union ~~relations with Russia~~ **; • fluctuations in foreign currency exchange rates** ; • changes in environmental, health and safety regulations or preferences, and general economic, social and business conditions; • health and safety risks associated with the use, storage, transportation and disposal of potentially hazardous materials such as EO and Co- 60; • the impact and outcome of current and future legal proceedings and liability claims, including **litigation related to** ~~lawsuits alleging personal injury, property devaluation and other~~ -- **the** ~~injuries by purported exposure to~~ **use of EO and / or** emissions **and releases** of EO from our ~~former facility in Willowbrook and current~~ facilities in **Illinois** ~~Atlanta and Santa Teresa~~ , **Georgia and New Mexico** and the possibility that other claims will be made in the future relating to these or ~~our~~ other ~~EO~~ facilities ~~, including the possibility that the participation rates or other conditions specified in the binding term sheets for the pending settlement of tort lawsuits in Cook County, Illinois related to our former Willowbrook facility may not be satisfied or waived, in which case an appellate bond would have to be posted to stay the enforceability of a $ 358. 7 million adverse judgement pending appeals, which would reduce our liquidity and might limit our ability to post appellate bonds for subsequent judgments~~ ; • allegations of our failure to properly perform ~~our~~ services and ~~any~~ potential product liability claims, recalls, penalties and reputational harm; • compliance with the extensive regulatory requirements to which we are subject ~~and~~ **,** the related costs, and any failures to receive or maintain, or delays in receiving, required ~~clearance~~ **clearances** or approvals; • adverse changes in industry trends; • competition we face; • market changes, including inflationary trends in input costs such as labor, raw materials and energy, that impact our long- term supply contracts with variable price clauses and increase our cost of revenues; • business continuity hazards, including supply chain disruptions and other risks associated with our operations; • the risks of doing business internationally, including global and regional economic and political instability, existing and future sanctions and compliance with numerous **and sometimes inconsistent** laws and regulations in multiple jurisdictions; • our ability to increase capacity at existing facilities, build new facilities in a timely and cost- effective manner and renew leases for our facilities; • our ability to attract and retain qualified employees; • severe health events ~~, such as the ongoing impact of the COVID- 19 pandemic,~~ or environmental events; • cyber ~~-~~ security breaches, unauthorized data disclosures, and our dependence on information technology systems; • ~~any~~ - **an** inability to pursue strategic transactions, ~~including to~~ find suitable acquisition targets, ~~and our~~ - **or** ~~failure to~~ integrate strategic acquisitions **into our business** successfully ~~into our existing business or realize anticipated cost savings or synergies~~ ; • our ability to maintain effective internal controls over financial reporting; • our reliance on intellectual property to maintain our competitive position and the risk of claims from third parties that we **have** ~~infringe~~ **infringed** or ~~misappropriate~~ **misappropriated or are infringing or misappropriating** their intellectual property rights; • our ability to comply with rapidly evolving data privacy and security laws and regulations **in various jurisdictions (including California and the European Union)** and any ineffective compliance efforts with such laws and regulations; • our **ability to** ~~history of net operating losses, including net losses for the years ended December 31, 2022 and December 31, 2020, and the risk that we may not~~ maintain profitability in the future ~~; • the effects of unionization efforts and labor regulations in certain countries in which we operate; • our significant leverage and how this significant leverage could adversely affect our ability to raise additional capital, limit our ability to react to changes in the economy or our industry, limit our flexibility in operating our business through restrictions contained in our debt agreements and prevent us from meeting our obligations under our existing and future indebtedness~~ ; • impairment charges on our goodwill and other intangible assets with indefinite lives, as well as other long- lived assets and intangible assets with definite lives; • **the effects of unionization efforts and labor regulations in the United States, Canada and other countries in which we operate; •** adverse changes to our tax positions in U. S. or non- U. S. jurisdictions ~~,~~ **or** the interpretation and application of recent U. S. tax legislation or other changes in U. S. or non- U. S. taxation of our operations; • **our significant leverage** ~~risks associated with the uncertainty of LIBOR~~ and ~~other interest " benchmarks " which~~ **how this significant leverage could adversely** affect our **ability to raise additional capital, limit our ability to react to challenges confronting our Company or broader changes in our industry or the economy, limit our flexibility in operating our business through restrictions contained in our** debt ~~finance instruments~~ **agreements and prevent us from meeting our obligations under our existing and future indebtedness** ; • the substantial control that certain investment funds and entities affiliated with Warburg Pincus and GTCR, which we refer to collectively as the " Sponsors, " continue to have over us, which could limit stockholders' ability to influence the outcome of key transactions, including a change of control; and, • the fact that we are presently considered a " controlled company " within the meaning of the Nasdaq corporate governance standards and **thereby** qualify for exemptions from certain corporate governance requirements, which means that, if we were to utilize these exemptions, our stockholders may

not have the same protections afforded to stockholders of companies that are subject to such requirements. Risks Related to the Company We depend on a limited number of counterparties to provide the materials and resources we need to operate our business. Any disruption in the availability of, or increases in the price of, EO, Co- 60 or our other direct materials, services and supplies, including as a result of geopolitical instability ~~and~~ **or** sanctions ~~arising from U. S.~~ **against Russia by the United States** , ~~Canadian~~ -- **Canada** , **the United Kingdom** ~~U. K.,~~ and **the** European Union ~~relations with Russia~~ , may have a material adverse effect on our operating results. We purchase certain direct materials, equipment and services necessary for ~~the provision of~~ our specialized products and services from a limited number of suppliers and subcontractors, and, in certain cases, **we** purchase large quantities of product from a sole supplier. If our significant suppliers or service providers were unable to meet their obligations under present arrangements, direct materials or equipment were to become unavailable within the geographic area from which they are now sourced, or supplies were otherwise constrained or disrupted for any reason (including as a result of a natural disaster **, the unavailability or short- supply of raw materials or services, changes in regulatory requirements, delays in securing required regulatory approvals, geopolitical instability, sanctions** or other adverse ~~occurrence~~ **occurrences**), we may incur increased costs for our direct materials or equipment and may be unable to accommodate new business or meet our current customer commitments. For example, **although there is more than one supplier of EO in most of the countries in which we operate,** in the United States there is a single supplier ~~of~~ **for** EO for our sterilization business. Further, our reliance on a single or limited number of suppliers may limit our negotiating power, particularly during times of rising direct material costs **. Any interruptions that we experience in our supply of EO or Co- 60 may disrupt, interrupt or shut down portions of our operations, materially increase our costs or have other adverse effects on our business, prospects, financial condition or results of operations** . We source a substantial portion of our Co- 60 supply from three nuclear reactor operators and five reactor sites in Canada and Russia under contracts that extend to between ~~2024~~ **2025** and 2064. See Item 1, " Business — Our Businesses — **Sterilization Services —** Nordion — Nuclear Reactor Operators. " If there ~~were~~ **is** a decrease in output **from** ~~or disruption at~~ any of these reactors (including as a result of a natural disaster or other adverse occurrence), the counterparties ~~failed~~ -- **fail** to perform under their agreements with us or ~~declined~~ - **decline** to enter into renewal contracts with us for our future supply needs and we are unable to obtain supply from other sources, or if such sources begin to compete with us in one or more geographies, this could have a material adverse effect on our business. In addition, a number of reactors that have the capacity to generate Co- 60 are government owned. Priorities of governments can change. ~~Any repurposing~~ **Repurposings in the past** of a government- owned ~~reactor~~ **reactors** ~~that generates~~ **have decreased the availability of** Co- 60 ~~for an~~ **and potential repurposings** ~~alternative use has~~ in the **future** ~~past and~~ could ~~in the future lead to a~~ decrease ~~in~~ **the availability of** Co- 60 ~~availability~~ -, which could have a material adverse effect on our business, prospects, financial condition or results of operations. We estimate approximately 20 % of our long- term supply of Co- 60 will be generated by Russian nuclear reactors. Further, over the next few years, we expect that there will be periods when, owing to planned or unplanned outages and variability in supply from ~~individual~~ reactors **located in other countries** , the proportion of our supply from Russian reactors may increase to as much as approximately 50 % ~~for~~ **in** a given year. The United States, Canada, ~~the~~ United Kingdom and ~~the~~ European Union have imposed and are expected to continue imposing sanctions against Russian industries, Russian officials and certain Russian companies, banks, logistics providers and individuals. Russia has responded and is expected to continue to respond with countermeasures, including **prohibiting imports** ~~limiting the importation~~ of certain goods from **certain** ~~the~~ **other countries** ~~United States~~ and **exports of certain goods from Russia to certain** other countries. Expanded sanctions could target **additional** government **- and privately** - owned operations **in Russia** , including ~~Russian~~ nuclear reactor operators, ~~Russian government or privately owned~~ banks and ~~Russian~~ logistics providers, and could prevent us from doing business with them. ~~In addition~~ **For example** , ~~some international~~ **certain banks through which our suppliers have been paid in the past have been sanctioned and there is no assurance the suppliers will continue to be able to find new, unsanctioned banking relationships in the future. Moreover, although Co- 60 has not been sanctioned directly, sanctions on imports of other products and materials from Russia have disrupted the logistics required to import Co- 60 from Russia, requiring us, our** logistics providers ~~have voluntarily ceased doing business involving~~ **(including the single ocean carrier that is presently licensed to carry radioactive goods from** Russia **to North America) and insurers to seek licenses that will come up** ~~. The U. S. government has also implemented certain sanctions targeting non- U. S. persons~~ for **renewal** ~~activities conducted outside the United States that involve specific sanctions targets or certain activities related to sanctioned countries, any of which could prohibit us from conducting routine commercial transactions with Russian entities that are engaged~~ in **2024 and 2025** ~~certain transactions related to sanctioned countries or sanctioned parties~~ . If **present** ~~U. S., Canadian, United Kingdom~~ or **future** ~~European Union~~ sanctions against Russia **directly** ~~(whether new sanctions~~ or **indirectly impede** ~~interpretations of existing sanctions) prevent~~ the ~~importation, or~~ shipment of ~~, or payment for, Russian- sourced~~ Co- 60 **from Russia to North America** , **if we or** ~~or~~ **our logistics providers are unable to secure or renew licenses under existing or future sanctions,** if we are unable to identify international logistics providers needed for the supply of Co- 60 from Russia ~~,~~ or **if** ~~the Russian supplier does not work with a non- sanctioned bank to receive payment in~~ Russia ~~, or the Russian government~~ responds with further countersanctions, it may ~~make it~~ generally **become** more difficult ~~or impossible~~ to do business with Russian entities **, which** ~~. Any sanctions or countermeasures~~ could have a material adverse effect on our business, prospects, financial condition or results of operations. ~~Any interruptions that we experience with our key suppliers regarding the availability of Co- 60 or EO, such as changes in regulatory requirements regarding the use of Co- 60 or EO, or unavailability or short- supply of raw materials or services, may disrupt or cause a shutdown of portions of our operations, materially increase our costs or have other adverse effects on our business, prospects, financial condition or results of operations.~~ Changes in environmental, health and safety regulations or preferences may negatively impact our business. Federal, state **, local** and international authorities regulate ~~all~~ operations within our three business units, including the operation of our gamma irradiation and EO processing plants, as well as the operations of our customers. If the regulators that govern our operations or the

operations of our customers were to institute severely restrictive policies or regulations that increase our costs or change the preferences or requirements of our customers, demand for our products and services may be materially affected. Additionally, certain regulators, including the FDA, have started initiatives to encourage development of sterilization alternatives to EO processing. **For example, the FDA approved vaporized hydrogen peroxide (VHP) as a Category- A sterilization methodology in January 2024.** We have taken part in some of these initiatives. We have also made proactive, voluntary investments to enhance the emissions controls and employee protections within our EO facilities. ~~However~~ **Still** , new regulations or changes to existing or expected regulations may require additional investments in new emissions control or employee protection technology or otherwise increase the cost of our gamma irradiation or EO processing. See related Risk Factor " — We are subject to extensive regulatory requirements and routine regulatory audits in our operations. We must receive permits, licenses and / or regulatory clearance or approval for our operations. Compliance with these regulations is costly, and failure to comply with all laws and regulations or to receive or maintain permits, licenses, clearances or approvals may **hurt** ~~negatively impact~~ our revenues, profitability, financial condition or value. We face liability and reputational risks even if we comply with all laws and regulations. " Reconfiguring a gamma irradiation or EO processing plant so that it is suitable for a different sterilization technology, in response to changes in demand, regulations or other factors, would require significant capital investment and require us to suspend operations at the affected facility during the conversion. Any of the foregoing could have a material adverse effect on our business, prospects, financial condition or results of operations. Safety risks associated with the use, storage and disposal of potentially hazardous materials, such as EO and Co- 60, may result in accidents or liabilities that materially affect our results of operations. EO is flammable and potentially explosive. Despite our extensive safety measures, a fire or explosion could occur at a sterilization facility where we use EO, which could interrupt our normal operations and result in ~~the~~ facility closures, workplace injuries, property damage, or otherwise adversely affect our business. Because Co- 60 is radioactive, its containment and proper shielding is important in preventing contamination or improper exposure. If the double- encapsulated Co- 60 pencils were to become damaged or corroded, Co- 60 sources could develop a source leak, leading to radioactive contamination requiring comprehensive clean- up of the storage pool. Similarly, physical damage to the protective stainless- steel covering during the process of adding or removing Co- 60 rods from an irradiator could also result in a source leak and contamination incident. Clean- up and disposal costs for damaged Co- 60 rods and radioactive contamination could be significant. If any liability claims are made against us in the future, we could be liable for damages that are alleged to have resulted from such exposure or contamination. Potentially hazardous materials must be handled and disposed of properly. Accidents involving disposal or handling of these substances, including accidents resulting from employees failing to follow safety protocols, could result in injury to people, property or the environment, as well as possible disruptions, restrictions or delays in production, and have in the past and could in the future result in claims relating to such events. For example, members of our workforce ~~in the past~~ have been injured in our facilities **and we have experienced property damage, production disruptions and temporary facility closures** . Any injuries or damage to ~~persons~~ **people** , equipment or property or other ~~disruption~~ **disruptions** in the disposal, production, processing or distribution of products could result in a significant decrease in operating revenue, a significant increase in costs to replace or repair and insure our assets and substantial reputational harm, which could materially adversely affect our business, prospects, financial condition or results of operations, and could have legal consequences that affect our ability to continue to operate the affected facility. Our customers served by an affected facility could choose to switch to an alternative sterilization service provider. Any incident at or emission from any of our EO, gamma or lab facilities that causes harm to workers or people who live, work, attend school or otherwise spend significant amounts of time near our facilities, or the interruption of normal operations at our facilities, could result in claims against us and, if those claims are successful, substantial liability to us. We are currently the subject of lawsuits alleging that purported EO emissions from certain of our current and former facilities have resulted in toxicological or health- related impacts on the environment and the communities that surround these facilities. We deny these allegations. We have also from time to time been involved with workers' compensation claims relating to potentially hazardous materials. We may be subject to similar claims in the future, and one or more adverse judgments could result in significant liability for us and have a material adverse effect on our business, financial condition and results of operations. See related Risk Factors " — We are currently defending certain litigation, and we are likely to be subject to additional litigation in the future " and " — Potential health risks associated with the use of EO may subject us to future liability claims and ~~other~~ **associated** adverse effects. " Nordion contracts for the activation of Co- 59 " targets " (cobalt pellets and slugs) into Co- 60 in certain nuclear reactors in Canada and Russia. Our Co- 59 targets (and in Canada, our adjuster rods provided to us by a supplier) function as part of the reactors' reactivity control systems. While national laws or international conventions generally channel liability for nuclear incidents exclusively to reactor operators, equipment suppliers **nevertheless** could be subject to lawsuits for damage to the nuclear installation or damages **from a nuclear incident that were** allegedly intentionally caused. While we make efforts to protect our interests through contractual provisions, quality assurance programs and the nature of our commercial relationships, there is no assurance that any of these measures **or liability channeling laws or conventions** will **always** prove effective in shielding us from liability, and any such liability or consequences could have a material adverse impact on our business, results of operation and financial condition. We currently carry pollution liability insurance for all our facilities and related operations and liability insurance, including from third party bodily injury or property damage allegedly arising from the storage, use, transportation or accident involving Co- 60 sources throughout our operations. **But this** ~~However, such~~ insurance may not cover all risks associated with the potential hazards of our business and is subject to limitations, including deductibles and maximum liabilities covered. We may incur losses beyond the limits, or outside the coverage, of our insurance policies. Additionally, our insurance for future alleged environmental liabilities excludes coverage for EO claims. Our ability to increase pollution liability insurance limits or replace any policies upon their expiration without exclusions for claims related to alleged EO exposure has been adversely impacted by claims against us, including ~~current~~ **pending** claims alleging that purported EO emissions from certain of our facilities have

resulted in toxicological or health- related impacts on the environment and the communities that surround these facilities. To the extent any pollution liability is not covered by our insurance or able to be recovered from other parties, our business, financial condition or results of operations could be materially adversely affected. Potential health risks associated with ~~the use of EO may subject us to future liability claims and associated adverse effects. Potential health risks associated with~~ exposure to EO subject us to the risk of liability claims being made against us by workers, contractors, employees of our customers and individuals who ~~reside or~~ have resided, ~~work or have~~ worked, ~~attend or~~ attended school or otherwise ~~spend or have~~ spent ~~material amounts of~~ time ~~near~~ **within miles of** our EO sterilization facilities. Assessments of the potential health risks of exposure to EO have evolved over time. For example, although EO is present in the environment from a variety of sources and naturally produced by the human body, the US EPA has identified a potential for increased risk of certain cancers from exposure to EO **emitted from sterilization facilities** . In 2016, the US EPA published its Integrated Risk Information System toxicity assessment of EO (the 2016 " IRIS Assessment "), and ~~starting in~~ **, since** 2018, the US EPA **has** published ~~updated~~ National Air Toxics Assessments (" NATA ") **, which have been succeeded by Air Toxics Screening Assessments** . These ~~updated NATA~~ assessments **have** used the 2016 IRIS Assessment and **other** data ~~collected in prior years~~ to identify EO as a potential cancer concern in several areas across the country, including areas surrounding our former facility in Willowbrook, Illinois and our ~~current~~ facilities in Atlanta, Georgia and Santa Teresa, New Mexico. ~~We~~ **Although we** and other organizations disagree with the ~~conclusion~~ **US EPA' s assessments** of **the carcinogenic potency of EO, Sterigenics' facilities and other EO facilities could continue to be the subject of unfavorable air quality assessments, regulations and other initiatives as risk assessments of EO continue to evolve. For example, in November 2023, the Agency for Toxic Substances and Disease Registry (ATSDR), a branch of the U. S. Department of Health and Human Services, issued a Preliminary Health Consultation expressing " concern for an increased lifetime risk of cancer associated with long- term exposure for people who breathed the air within one mile of [Sterigenics' EO facility in Willowbrook, Illinois] for years prior [to the closing of the facility in] February 2019. " ATSDR scientists subsequently discussed the Preliminary Health Consultation at a virtual public meeting in late November 2023. Although Sterigenics submitted comments highlighting the flaws in ATSDR' s continued reliance on** the 2016 IRIS Assessment **and other aspects of ATSDR' s methodology and clarifying that the Preliminary Health Consultation reached findings** on ~~the carcinogenic potency of~~ **hypothetical cancer risks from low level** EO **emissions that are contrary to the available scientific evidence** , ~~but~~ we ~~expect risk assessments related to EO to continue to evolve and that EO facilities, including Sterigenics facilities, will continue to be the subject of future air quality assessments, regulations and other initiatives. We~~ can give no assurance as to the impact of **such** ~~current or future~~ EO risk or air quality assessments on our business, prospects, financial condition, litigation and regulatory risks or results of operations. See related Risk Factor " — We are subject to extensive regulatory requirements and routine regulatory audits in our operations. We must receive permits, licenses and / or regulatory clearance or approval for our ~~operations. Compliance with these regulations is costly, and failure to comply with all laws and regulations or to receive or maintain permits, licenses, clearances or approvals may hurt our revenues, profitability, financial condition or value. We face liability and reputational risks even if we comply with all laws and regulations. "~~ We are currently ~~the~~ subject **to** ~~of tort~~ lawsuits **in Illinois, Georgia and New Mexico** alleging personal injury ~~from purported exposure~~ **, property devaluation and other claims related** to **our use of EO at, or** emissions and releases of EO from our ~~former facility~~ **facilities** ~~in Willowbrook, Illinois and current facility in Atlanta, Georgia. Additionally, we are defendants in a lawsuit by certain employees of a contract sterilization customer in Georgia who allege personal injury by purported workplace exposure to EO and in a premises liability lawsuit by a delivery driver who alleges injury by purported exposure to EO while making freight deliveries to our Atlanta facility. We are also defendants in lawsuits alleging that our Atlanta facility has devalued and harmed plaintiffs' use of real properties in Smyrna, Georgia~~ . Additional personal injury and property devaluation claims have been threatened ~~. We are also defendants in a lawsuit brought by the State of New Mexico alleging that emissions of EO from our Santa Teresa facility constitute a public nuisance and have materially contributed to increased health risks suffered by residents in the area~~ . We deny these allegations. See related Risk Factor " — We are currently defending certain litigation, and we are likely to be subject to additional litigation in the future, " Item 3, " Legal Proceedings " and Note 20 **,** " Commitments and Contingencies " to our consolidated financial statements. We may be subject to other claims by ~~similar~~ **private** plaintiffs and / or state or local governments and / or agencies in the future relating to our ~~other~~ current or former facilities. In addition, we have encountered and **may** ~~will likely~~ continue to encounter resistance, protests or other actions in communities where our existing facilities are located or where we seek to establish or expand facilities based on ~~the~~ perceptions **within these communities** of the risks associated with exposure to EO. ~~This publicity~~ **Publicity regarding community resistance to EO facilities** may also have other adverse impacts, including damage to our reputation and public pressure against our facilities that may affect our ability to conduct our business. If we are the subject of other lawsuits related to **use,** emissions and releases of EO, that litigation, regardless of the merits of the claims at issue or the ultimate outcome of the case, could result in a substantial cost to us and could have a material adverse effect on our business, prospects, financial condition or results of operations. We are currently defending certain litigation, and we are likely to be subject to additional litigation in the future. Our business exposes us to significant potential risk from lawsuits, investigations and other legal proceedings. We are currently pursuing and defending various proceedings and will likely be subject to additional proceedings in the future, including potential litigation regarding the products and services we provide or which we or our predecessors have provided. As detailed in Note 20, " Commitments and Contingencies " to our consolidated financial statements under the heading " Ethylene Oxide Tort Litigation, " we are currently ~~the~~ subject **to** ~~of tort~~ lawsuits **in Illinois, Georgia and New Mexico brought by private plaintiffs and, in the case of New Mexico, a government entity,** alleging personal injury ~~from purported exposure~~ **, property devaluation and other claims related** to **our use,** emissions and releases of EO ~~from our former facility in Willowbrook, Illinois and current facility in Atlanta, Georgia. We are also defendants in lawsuits alleging that our Atlanta facility has devalued and harmed plaintiffs' use of real properties they own in Smyrna,~~

~~Georgia and in a lawsuit brought by the State of New Mexico alleging that emissions of EO from our Santa Teresa facility constitute a public nuisance and have materially contributed to increased health risks suffered by residents in the area. On January 9, 2023, Sterigenics U. S., LLC and Sotera Health LLC (the " Defendant Subsidiaries ") entered into binding term sheets (the " Term Sheets ") providing an agreed path to settlement of the lawsuits pertaining to our former facility in Willowbrook. See Part I Item 3, " Legal Proceedings " and Note 20, " Commitments and Contingencies " to our consolidated financial statements. The final settlement of claims contemplated under the Term Sheets may not occur or may not occur in all of the lawsuits for a number of reasons including, but not limited to, a failure to obtain the required opt- in consents or a failure to obtain court approval of the settlement as a good- faith settlement. We deny the allegations in all of these lawsuits. Yet, as further discussed below in connection with the September 2022 adverse judgement against the Defendant Subsidiaries, one or more adverse judgments could result in significant liability for us and have a material adverse effect on our business, financial condition and results of operations~~ . In such litigation, plaintiffs typically seek various remedies, including ~~declaratory and / or~~ injunctive relief ~~;~~ **and** compensatory ~~or~~ **and** punitive damages ~~; restitution, disgorgement, civil penalties, abatement and attorneys' fees and costs~~ . Settlement demands may seek significant ~~monetary~~ **payments** and other remedies, or otherwise be on terms that we do not consider reasonable under the circumstances. Settlement negotiations may result in agreements to settle claims on various terms and conditions adverse to the Company, including significant ~~settlement~~ payments **to settle claims that we believe are without merit** . In some instances, even if we comply with applicable laws and regulations, including those relating to emission standards, an adverse judgment or outcome may occur based on other applicable laws or principles of common law, including negligence and strict liability, and result in significant liability and reputational damage for us. Defense of litigation may result in diversion of management attention from other priorities. We may ~~well~~ be subject to future claims in addition to those described above by or on behalf of similar groups of plaintiffs, including potentially our employees or former employees, relating to any of our current or former facilities or activities. In addition, awards against and settlements by us or our competitors or publicity associated with ~~our current~~ **EO- related** litigation could incentivize parties to bring additional claims against us. The financial impact of litigation, particularly class action and mass action lawsuits, is difficult to assess or quantify. The outcomes of **jury** trials ~~before juries~~ are **unpredictable** ~~rarely certain~~ and a judgment entered or settlement reached in one case is not representative of the outcome of other seemingly comparable cases. If we are the subject of future lawsuits, regardless of the merits of the claims at issue or the ultimate outcome of a case, any litigation could be costly to defend, ~~could~~ result in an increase of our insurance premiums, and exhaust any available insurance coverage. Claims against us that result in entry of a judgment or **that** we settle that are not covered or not sufficiently covered by insurance policies, or which fall within retained liability under our policies, could have a material adverse impact on our business, prospects, financial condition or results of operations. Our current environmental liability insurance does not cover ~~future~~ claims related to EO. Even where we have coverage **under prior or existing policies** for claims brought against us, our insurance may not be adequate to cover all potential liabilities and losses arising from those claims, and we have significant self- insured retention amounts, which we would have to pay in full before obtaining any insurance proceeds. Additionally, even where a claim should be covered by insurance, an insurer might refuse coverage. To the extent our insurance coverage is inadequate and we are not successful in identifying additional coverage for such claims, we would have to pay any costs or losses in excess of policy limits, including ~~potentially~~ costs to defend such claims, and the amount of any settlement or judgment. For example, while our historical environmental liability insurance covered litigation related to **our use, emissions and releases of** EO, like the litigation pending in ~~Willowbrook~~ **Illinois** , ~~Atlanta~~ **Georgia** and ~~Santa Teresa described~~ **New Mexico referenced** above, the policy under which we have received coverage ~~has~~ **had** limits of $ 10. 0 million per occurrence and $ 20. 0 million in the aggregate. ~~The~~ **Those** per occurrence **and aggregate** ~~limit~~ **limits were** ~~related to the Willowbrook litigation is~~ fully utilized ~~and the $ 10. 0 million coverage remaining is currently being utilized for the ongoing legal costs associated with the EO claims related to our facilities~~ in ~~Atlanta and Santa Teresa. As of December 31, 2022, we have utilized approximately $ 8. 9 million of~~ the ~~remaining $ 10. 0 million limit~~ **defense of the Illinois, Georgia and New Mexico litigation** . Any settlement or judgment against us arising out of pending or future **claims related to** EO ~~litigation~~ would likely exceed **any** ~~the remaining~~ insurance recoveries available to us and could have a material adverse effect on our business, prospects, financial condition or results of operations. See Note 20 **,** " Commitments and Contingencies " to our consolidated financial statements for more detail on our pending litigation. We have received an adverse judgment and may in the future receive other adverse judgments in ~~the~~ **litigation relating to our use, emissions and releases of** EO ~~tort litigation~~ . **Despite our belief that** ~~We face enforcement efforts related to the~~ **these** ~~adverse judgment. In connection with any appeal~~ **claims are not supported by the science and otherwise without merit** , we ~~may be required to post an appellate bond or provide an alternative form of security. We~~ have entered and may in the future enter into agreements to settle ~~certain~~ **claims relating to our use, emissions and releases of** EO ~~tort lawsuits to which we are currently, or may in the future be, subject~~ . ~~Any~~ **The resolution** of these matters **by litigation or settlement** may have a negative impact on our financial condition and liquidity in the near and long terms. As described elsewhere in Note 20, " Commitments and Contingencies " to our consolidated financial statements under the heading " Ethylene Oxide Tort Litigation, " we are subject to tort lawsuits alleging injuries caused by **our use of EO and** low- level environmental exposure to EO emissions and releases from **certain of** our sterilization facilities. Trials were conducted ~~during~~ **in the Circuit Court of Cook County, Illinois in late** 2022 in two individual cases related to the Willowbrook, Illinois facility. The first trial ~~began on August 12, 2022, and on September 19, 2022,~~ resulted in a verdict for **the** plaintiff and a judgment of $ 358. 7 million (including $ 320 million in punitive damages) against **Sterigenics U. S., LLC and Sotera Health LLC (** the **"** Defendant Subsidiaries ~~(the " September 2022 adverse judgment~~ "). **Two months later** ~~The Defendant Subsidiaries' Motion for Post- Trial Relief was denied on December 18~~ , ~~2022. On January 9, 2023,~~ the ~~Defendant Subsidiaries filed a Notice of Appeal to the First District Appellate Court in Illinois, appealing the September 2022 adverse judgment. The~~ second trial resulted in a ~~defense~~ verdict ~~entered in favor~~ -- **for** ~~of~~ the Defendant Subsidiaries ~~on November 18, 2022~~ . ~~On~~ **In** January ~~9,~~ 2023, the Defendant Subsidiaries entered into binding ~~Term~~

term ~~Sheets~~ **sheets** ~~with the " Plaintiffs' Executive Committee " (" PEC ") appointed to act on behalf of the more than~~ **that** ~~20 law firms (" Plaintiffs' Counsel ") representing over 870 claimants consisting of (1) approximately 850 plaintiffs who have filed certain alleged EO exposure claims related to the Willowbrook, Illinois facility (the " Covered Claims ") against those subsidiaries and (2) other clients with unfiled Covered Claims (together, the " Eligible Claimants "). The Term Sheets provide~~ **provided** an agreed path to ~~final~~ **pay $ 408. 0 million to** ~~settlement ----~~ **settle** ~~of the~~ **over 880** claims related to ~~the~~ **our former facility in** Willowbrook, Illinois **, including the claim of the plaintiff in the first trial. The settlement was finalized in June 2023. Two plaintiffs opted out of the settlement and 23 more cases have since been brought relating to the Willowbrook** facility ~~, subject to the satisfaction or waiver of various conditions~~ . **In October 2023** ~~These conditions include: (1) the entry of a stay of all pending Covered Claims; (2) Plaintiffs' Counsel obtaining opt- in consent from (i) 99 % of all Eligible Claimants represented by the PEC law firms , (ii) 95 % of all Eligible Claimants represented by law firms not on the PEC and (iii) 100 % of all Eligible Claimants within certain specified subgroups, within 30 days of the date each Eligible Claimant receives all disclosure required by applicable state rules along with their individual settlement allocation (the " Participation Requirement "), which may be extended up to 30 additional days with the consent of~~ the Defendant Subsidiaries ~~; (3) the dismissal with prejudice of the Covered~~ **entered into binding term sheets to pay $ 35 million to resolve 79** ~~Claims~~ **claims related to** ~~of all Eligible Claimants participating in~~ the **Atlanta, Georgia facility, including a case that** ~~settlement; and (4) court approval of the settlement as~~ **was scheduled to begin** ~~a good faith settlement under the Illinois Joint Contribution Among Tortfeasors Act. Pending the satisfaction or waiver of these conditions, the relevant state and federal courts in Illinois have stayed all proceedings and deadlines and vacated all~~ trial **in** ~~dates related to~~ the **State Court** ~~Willowbrook facility. In the event that the conditions to the settlement are not satisfied or waived, or the final settlement otherwise does not occur according to the Term Sheets, the orders staying proceedings will be vacated and proceedings will resume. If proceedings resume, an appellate bond or alternate form~~ of **Gwinnett County in late October** ~~security for the appeal (together, an " appellate bond ") will have to be posted to stay the enforceability of the September 2022~~ **2023** ~~adverse judgment during the appeals process~~ . **The** ~~An appellate bond ordinarily must be sufficient to cover the amount of the judgment and costs, plus interest reasonably anticipated to accrue during pendency of the appeal, which typically means that, absent relief, the defendants are required to post an appellate bond in an amount up to 1. 5 times the amount of the judgment. Obtaining such an appellate bond may require the posting of liquid collateral, such as letters of credit or cash, for some or all of the bond amount. In addition, before the~~ settlement was **finalized with 100 percent participation** ~~reached, the plaintiff in the first trial began enforcement proceedings~~ by ~~issuing citations to discover assets to the Defendant Subsidiaries, Sotera Health Company, certain other subsidiaries and affiliates, and various third parties. Subject to petitions for relief and other potential proceedings, the service of these citations had the effect of creating liens on certain of the Defendant Subsidiaries' and other recipients' assets that could restrict use of those assets and continue to do so if the settlement is not concluded. If proceedings resume and Defendant Subsidiaries need to obtain an appellate bond to stay the enforceability of the September 2022 adverse judgment during the appeals process, the Defendant Subsidiaries may need to request credit support from Sotera Health Company or its subsidiaries in order to obtain such appellate bond. Although Sotera Health Company has not determined whether it would be willing to provide such credit support, doing so may require it or its other subsidiaries to use their existing capital resources or incur additional indebtedness, if available. If the Defendant Subsidiaries are unable to post an appellate bond for the September 2022 adverse judgment, they~~ - **the 79 eligible claimants in January** ~~may need to pursue other alternatives to stay the enforceability of the judgment order pending the appeals process. In the event the Defendant Subsidiaries' appeal of the September 2022~~ **2024** ~~adverse judgment is unsuccessful~~ **. Approximately 245 consolidated personal injury claims , 2 unconsolidated personal injury lawsuits and 365 consolidated property devaluation claims related to** ~~they~~ - **the Atlanta** ~~will be required to pay the judgment, which would reduce the liquidity and harm the financial condition of the Defendant Subsidiaries, and possibly of Sotera Health Company, and may further limit the Defendant Subsidiaries' ability~~ **facility** ~~to post an appellate bond for subsequent judgments. As disclosed elsewhere, a significant number of EO tort cases~~ remain pending ~~against the Defendant Subsidiaries~~ in **the State Court of Cobb County,** Georgia. ~~In addition, new~~ **We also face two lawsuits in New Mexico relating to emissions and releases of** EO ~~tort~~ **from our facility in Santa Teresa, New Mexico. New** lawsuits **relating to our use, emissions and releases of EO** could be filed in Illinois, Georgia **, New Mexico** or other locations where we have facilities, and publicity about judgments ~~,~~ or settlement agreements ~~and payments to resolve EO tort litigation,~~ may increase interest in EO litigation and result in new claims being filed. We **continue to believe that the EO- related claims are without merit and intend to vigorously defend the remaining EO cases and any future EO cases. We** do not believe the ~~damage~~ **damages** ~~awards~~ - **award** in the first trial in Illinois ~~are~~ **is** predictive of potential future damage awards in the other EO tort cases, or that the settlement ~~amount~~ **amounts** reflected in the Willowbrook ~~Term Sheets is~~ **or Atlanta settlements described above are** predictive of potential future settlements ~~. However~~ , **but there can be no assurance that any cases proceeding to trial will not result** in **significant judgments adverse to the Defendant Subsidiaries and future settlements of EO cases are reasonably possible. In** the event the Defendant Subsidiaries receive one or more additional adverse judgments in any EO tort case (s), the Defendant Subsidiaries may be required to post ~~additional~~ security **of a significant amount** to stay those judgments through the appeals process ~~. This~~ **, which** would create ~~additional~~ uncertainty about **whether and** how the Defendant Subsidiaries **could** ~~on their own will~~ post such collateral ~~,~~ **without support from Sotera Health Company** or **other corporate affiliates and** whether Sotera Health Company **could and** would ~~be willing to or could~~ provide parent credit support ~~, in order~~ to stay enforcement of any future judgments. Actions required to secure appellate bonds ~~, including for the September 2022 adverse judgment if the settlement is not consummated,~~ may create a substantial strain on the Defendant Subsidiaries' and our liquidity and financial condition. There is no assurance that the Defendant Subsidiaries or we will meet the requirements to provide an appellate bond (s) for ~~appeal of the September 2022 adverse judgment and~~ appeals of any future adverse judgments. If the Defendant Subsidiaries are unable to meet those requirements and are not able to secure an appellate bond **when and** in the form and amount ~~as~~ required by the

courts for **the** appeal **to proceed** , the judgment (s) will become enforceable and may exceed ~~their~~ -- **the Defendant Subsidiaries'** ability to pay in cash. If the Defendant Subsidiaries are unable to pay in cash, the Defendant Subsidiaries or we may be required to seek financing, sell assets or take other measures to address the judgments. There can be no assurance that the Defendant Subsidiaries or we will be able to secure such financing, and any sales of assets or other such actions taken to attempt to satisfy judgments may significantly limit our liquidity, harm our financial condition and increase our leverage. ~~One or more enforceable~~ **Enforceable** judgments in excess of $ 100. 0 million that are not stayed or remain undischarged for a period of sixty consecutive days ~~,~~ would constitute an event of default under our ~~Senior~~ **senior** ~~Secured~~ **secured** ~~Credit~~ **credit** ~~Facilities~~ **facilities** . Thus, if the Defendant Subsidiaries are unable to meet collateral requirements to post an appellate bond to stay the enforceability of a judgment, absent judicial relief, we may be required to negotiate with our current lenders **to avert a default** under our ~~Senior~~ **senior** ~~Secured~~ **secured** ~~Credit~~ **credit** ~~Facilities~~ **facilities** and the success of such negotiations cannot be assured. Allegations of our failure to properly perform our services may expose us to potential product liability claims, recalls, penalties and reputational harm or could otherwise cause a material adverse effect on our business. We face the risk of financial exposure to product and other liability claims alleging that our failure to adequately perform our services resulted in adverse effects, including product recalls or seizures, adverse publicity and safety alerts. In our Sterigenics business, for example, while our customers are generally responsible for determining the cycle parameters (the levels of temperature, humidity and EO concentration to which products are exposed during the sterilization process and the duration of such exposure) or dosage specifications (the amount of gamma or E- beam irradiation to which products are exposed) for their products, we are required to certify that such cycle or dosage parameters were achieved. If we fail to process a customer' s product in accordance with the cycle parameters, dosage specifications or testing requirements prescribed by the customer, our standard contract requires us to inform our customer of the nonconformance, to reprocess or retest the product if that is a feasible alternative and to reimburse the customer (subject to a maximum) for the cost of any ~~such product~~ **products** ~~which is~~ **that are** damaged as a result of the nonconformance. We could be held liable ~~in the future~~ for personal injury, contractual or other damages that are alleged to result from improper or incorrect processing, cycle parameters or dosage specifications, testing or product damage. Even where processing occurred within cycle parameters, we have faced ~~in the past~~ and may face ~~in the~~ future claims ~~of personal injury~~ resulting from processing. In our Nelson Labs business, if we fail to perform our services in accordance with regulatory requirements for medical products, regulatory authorities may take action against us or our customers. Regulatory authorities may disqualify certain analyses from consideration in connection with marketing authorizations, which could result in our customers not being able to rely on our services in connection with their submissions, may subject our customers to additional studies or testing and delays in the development or authorization process, and may lead our customers to take actions such as terminating their contracts with us. We could also face claims that we performed erroneous or out- of- specification testing or data integrity complaints, any of which could require retesting ~~,~~ and ~~could~~ result in claims of economic or other loss or personal injury. In our Nelson Labs business, through the acquisition of BioScience in March 2021, we periodically engage in clinical trials or studies and are subject to additional regulatory requirements, including those relating to human subject protection, good clinical practices and data privacy. Any actual or perceived failure to meet such requirements may result in regulatory authorities taking action against us or our customers, and we may face claims, or be held liable or otherwise subject to unfavorable scrutiny **,** for harm **allegedly** caused to human subjects. We derive limited revenue from government customers ~~and our~~ **. Our** government contracts may contain additional requirements that may increase our costs of doing business, subject us to additional government scrutiny and expose us to liability for failure to comply with ~~contractual~~ **additional government** requirements. In our Nordion business, our processing and sale of medical- grade Co- 60 used for radiation therapy involves an inherent risk of exposure to product liability claims, product recalls and product seizures. In addition, our installation of irradiators for our customers could expose us to design defect product liability claims, whether or not such claims are valid. A product liability judgment against us could also result in substantial and unexpected costs, affect customer confidence in our products, damage our reputation and divert management' s attention from other responsibilities. Although we maintain product and professional liability insurance coverage in amounts we believe are customary **for a company of our size** , there can be no assurance that this level of coverage is adequate or that we will be able to continue to maintain our existing insurance or obtain comparable insurance at a reasonable cost, if at all. In addition, insurance coverage is subject to exclusions, which change from time to time based on industry developments. Our **current** product and professional liability insurance does not cover matters related to EO emissions, for example. A product recall or seizure or a partially or completely uninsured judgment against us could have a material adverse effect on our business, prospects, financial condition or results of operations. We are subject to extensive regulatory requirements and routine regulatory audits in our operations. We must receive permits, licenses and / or regulatory clearance or approval for our operations. Compliance with these regulations is costly, and failure to comply with all laws and regulations or to receive or maintain permits, licenses, clearances or approvals may hurt our revenues, profitability, financial condition or value. We face liability and reputational risks even if we comply with all laws and regulations. Our industry is characterized by evolving regulations, and our operations are subject to extensive regulation in the United States and other countries where we do business. We are regulated by national and local agencies with jurisdiction over a number of areas directly or indirectly related to our businesses, including environmental, nuclear safety, homeland or national security, worker safety and health, food, drug and device manufacturing, fire protection, research, and marketing, transportation, drug enforcement (governing the handling of controlled substances), protection against infectious diseases and pathogens and agriculture, fish and wildlife. These laws and regulations regulate our use of potentially hazardous materials, such as EO, Co- 60 and E- beam, and can require us to carefully manage, control emissions of and / or limit human exposure to, these materials. For example, OSHA regulations and similar laws in other jurisdictions limit worker exposure to EO. In addition, FDA **and comparable foreign** regulations dictate the acceptable amount of EO residue on different types of sterilized products. In most jurisdictions, we are required to maintain and operate pollution control equipment to minimize emissions and releases of EO.

Regulations issued by OSHA, the NRC and other agencies also require that equipment used at our facilities be designed and operated in a manner that is safe. In the United States, the use of EO for medical device sterilization is regulated by the US EPA under the CAA and FIFRA. Our supplier maintains a FIFRA registration for the EO they sell in the United States that is used to sterilize or reduce the viable microorganisms on a listed group of products, including medical devices, pharmaceutical products, cosmetics and spice products. The US EPA is in the process of reviewing EO' s FIFRA re- registration eligibility in accordance with the provisions of FIFRA. In November 2020, the US EPA released a draft risk assessment for public comment regarding the re- registration review, stating that additional mitigation measures are necessary to protect the health of workers at facilities that use EO and surrounding communities. **In April 2023, the US EPA proposed stricter EO regulations based on the 2016 IRIS Assessment through a proposed interim decision (" PID ") under FIFRA that sets forth measures designed to mitigate EO exposure for workers exposed to EO in occupational settings. The PID includes a number of proposed requirements that are inconsistent with existing industry practices and proposed implementation timelines that would be difficult for existing facilities to meet.** The next step in the FIFRA re- registration process will be **for the US EPA** to issue an ~~addendum to this risk assessment and a proposed~~ interim decision **(" ID ")** , which ~~we~~ **is expected by the third quarter of 2024. We** expect ~~will propose risk mitigation requirements to address any potential risks of concern. As a condition of continued registration,~~ the **ID** ~~US EPA is likely~~ to require **significant** enhancements to the processes and equipment ~~for use of EO~~ used for the listed applications ~~.~~ **and the** ~~Conditions~~ **conditions ultimately** required for continued use **of EO** may impose on us significant additional costs. Any future failure of the US EPA to allow the FIFRA re- registration of EO would have a material adverse effect on our business, prospects, financial condition or results of operations. **In April 2023, the US EPA also proposed updated NESHAP regulations based on the 2016 IRIS Assessment that would govern EO sterilization facilities like ours and require these facilities to implement additional air pollution technologies, practices and procedures designed to further reduce EO emissions from EO facilities. Like those reflected in the PID, the proposed updates to NESHAP contain a number of requirements that are inconsistent with existing industry practices and an implementation timeline that may be difficult for existing facilities to meet.** ~~There~~ -- **The public comment period for the NESHAP and PID proposals closed in June 2023, and the US EPA is required by a consent order to adopt final NESHAP requirements by March 2024. Although we** have been **implementing enhancements** ~~ongoing regulatory developments~~ at **our EO sterilization facilities that we expect will facilitate our ability to meet many of the** US EPA **' s proposed NESHAP and PID requirements, certain aspects are untested or not widely adopted at existing EO sterilization facilities. Compliance with the proposals in the form proposed by the US EPA in April 2023 would require additional facility modifications as well as additional capital and operational costs. Some requirements (if adopted as proposed) could be unachievable at our EO facilities and existing EO facilities throughout the industry, particularly within the 18- month implementation period contemplated by the US EPA' s April 2023 proposals for existing facilities to come into compliance with many of the proposed requirements. The US EPA has engaged in additional regulatory activities** relating to EO emissions **that** ~~, which~~ could trigger additional community concerns and litigation regarding EO that could cause us to incur material defense costs, could result in diversion of management resources, and potentially could cause us to incur material liability or settlement costs or have other adverse effects on our business, financial condition, or operations. For example, in 2021 the US EPA Office of the Inspector General ~~(" OIG ")~~ published multiple reports critical of the US EPA' s communications about risks related to EO facilities, including Sterigenics former and current facilities in Willowbrook and elsewhere, and suggesting that the US EPA should conduct a new residual risk and technology review for EO emitting industrial source categories ~~, which may lead to additional regulatory restrictions and oversight~~ . In addition, in December 2021, the US EPA expanded the scope of reporting requirements to require most EO sterilization facilities in the U. S., including Sterigenics facilities, to report their EO emissions to a US EPA database ~~,~~ starting in 2022 ~~, a practice Sterigenics previously followed until 2017~~ . Since ~~the second half of~~ 2022, the US EPA has been conducting ~~community~~ outreach sessions ~~for~~ **in communities located near** commercial EO sterilization facilities. Such community outreach sessions have in the past, and may in the future, create community concerns and ~~increased~~ **increase the** risk of litigation near commercial EO sterilization facilities, including ours, notwithstanding facility compliance with applicable rules and control of emissions beyond the requirements of applicable rules. ~~In December 2022~~ **State and local authorities** , **including California and** the **South Coast** ~~US EPA adopted updated National Emission Standards for Hazardous~~ Air ~~Pollutants~~ **Quality Management District** (" ~~NESHAP~~ **SCAQMD** ") **in Southern California, are also conducting community outreach sessions relating to EO commercial sterilization facilities. SCAQMD adopted new** regulations **in** ~~for EO emissions at miscellaneous organic chemical manufacturing facilities, including EO manufacturers. While the~~ December ~~2022~~ **2023 and is expected in 2024 to publish new health risk** ~~NESHAP does not regulate our facilities, it adopted the 2016 IRIS Assessment~~ **assessments** ~~to~~ **and conduct community meetings about risks** ~~regulate~~ -- **related to** EO emissions from **Sterigenics** facilities ~~subject to the December 2022 NESHAP~~ **in Los Angeles and Ontario, California** . The **European Union has also been reviewing current** ~~US EPA is expected in a subsequent rulemaking in 2023 to propose new NESHAP~~ regulations ~~based on the 2016 IRIS Assessment~~ for ~~commercial~~ **the use of EO in** EO sterilization facilities **and in 2023** , ~~with which~~ **decided that EO as a** ~~sterilization~~ --- **sterilizing** ~~facilities like ours~~ **agent for medical devices** will ~~be required to comply. The~~ **fall under the scope of the** European Union **Medical Devices** ~~and the State of California are also reviewing their current regulations~~ - **Regulation , which may impose new and different regulatory requirements** for the use of EO in ~~EO sterilization facilities, which is expected to result in additional compliance obligations for our facilities located in those~~ -- **the** ~~areas~~ **European Union** . We expect to incur capital costs for enhancements to our equipment and to implement process automation and emission control enhancements to comply with these and other ~~changing~~ **evolving** requirements. If future regulations differ from our current ~~expectation~~ **expectations** , they may require additional modifications and capital costs beyond what we have budgeted for, which could be material. New **standards for commercial EO sterilization, such as new** US EPA standards based on the 2016 IRIS Assessment **, could** ~~for commercial EO sterilization may~~ also make it more difficult

and expensive to raise capital for future investments in EO sterilization facilities. In the United States, our gamma irradiation facilities are heavily regulated, including by the NRC and state regulations. These laws and regulations specify the requirements for, among other things, maximum radiation doses, system designs, safety features and alarms and employee monitoring, testing and reporting. While some specific requirements are different in the various jurisdictions other than the United States, the fundamental concepts are consistent ~~, since~~ **inasmuch as** all are signatories to the ~~International Atomic Energy Agency (" IAEA ")~~ conventions and have adopted safety standards from the IAEA and recommendations from the **ICRP** ~~International Commission on Radiological Protection~~ . The design, construction and operation of sterilization and lab testing facilities are highly regulated and require government licenses, including environmental approvals and permits, and may be subject to the imposition of related conditions that vary by jurisdiction. In some cases, these approvals and permits entail periodic review. We cannot predict whether all licenses required for a new facility will be granted or whether the conditions associated with such licenses will be achievable. Changes in these laws and regulations have the potential to increase our costs. Additionally, our operations in the United States and the majority of our facilities outside the United States (to the extent we are processing a product in that facility that will end up in the U. S. market) are regulated by the FDA. We are also regulated by other health regulatory authorities in other countries. Specifically, these operations include some of our sterilization and product testing activities that may constitute " manufacturing " activities and are subject to FDA requirements. ~~The~~ **From time to time, the** FDA ~~may issue~~ **issues** Form 483 findings **related to** ~~or~~ **our operations and may issue** warning letters or take other administrative or enforcement actions for noncompliance with FDA laws and regulations ~~and the~~ **. The** issues raised by such warning letters **and related administrative actions** require significant resources and time to correct. Failure to comply with regulatory requirements could have a material adverse effect on our business. To the extent Nordion in the future ceases to operate its facility in Kanata, Canada, Nordion will be responsible for the radiological decommissioning of such facility, including in respect of the portion leased by BWX Technologies, Inc. ~~(" BWXT ")~~ in connection with its 2018 acquisition of the Medical Isotopes business to the extent any contamination precedes such transaction. In addition, if Sterigenics in the future ceases to operate any of its irradiation facilities, it will be responsible for decommissioning costs in respect of such facilities. We currently provide financial assurance for approximately $ ~~54~~ **48. 2** million of such decommissioning liabilities in the aggregate in the form of letters of credit, surety bonds or other surety. Such potential decommissioning liabilities may be greater than currently estimated if additional irradiation facilities are licensed, unexpected radioactive contamination of those facilities occur, regulatory requirements change, waste volume increases, or decommissioning cost factors such as waste disposal costs increase. See Item 1, " Business — Governmental Regulation and Environmental Matters " for more information on the regulatory requirements of our businesses. Compliance with these regulations, as well as our own voluntary programs that relate to maintaining the safety of our employees and facilities as well as the environment, and the safety and competitiveness of our equipment, systems and facilities, may be difficult, burdensome or expensive. Any changes in these regulations, the interpretation of such regulations or our customers' perception of such changes will require us to make adaptations that may subject us to additional costs, and ultimate costs and the timing of such costs may be difficult to accurately predict and could be material. Regulatory agencies may refuse to grant approval or clearance or may require the provision of additional data, and regulatory processes may be time consuming and costly, and their outcome may be uncertain in certain of the countries in which we operate. Failure to secure renewal of permits or tightening of restrictions within our existing permits could have a material adverse effect on our business or cause us to incur material expenses. Regulatory agencies may also change policies, adopt additional regulations or revise existing regulations, each of which could impact our ability to provide our services or increase our costs. Additionally, local regulatory authorities may change the way in which they interpret and apply local regulations in response to negative public pressure about our facilities. For example, officials stopped operations at one of our facilities purportedly to review our fire and building code status and certificate of occupancy and we were required to initiate and prevail in litigation to establish that we were entitled to continue to operate our facility. Our failure to comply with the regulatory requirements of these agencies and officials may subject us to administratively or judicially imposed sanctions. These sanctions include, among others, warning letters, notices of violation, fines, civil penalties, criminal penalties, injunctions, debarment, product seizure or detention and total or partial suspension of operations, sale and / or promotion. While we strive to comply with these regulatory requirements, we have not always been and may not always be in compliance and, as a result, can be subject to significant civil and criminal fines and penalties, including the shutdown of our operations or the suspension of our licenses, permits or registrations. See Item 3, Legal Proceedings and Note 20, " Commitments and Contingencies " to our consolidated financial statements and related Risk Factor " — Potential health risks associated with the use of EO may subject us to future liability claims and ~~other~~ **associated** adverse effects. " The failure to receive or maintain, or delays in the receipt of, relevant U. S. or international regulatory qualifications could have a material adverse effect on our business, prospects, financial condition or results of operations. Safety risks associated with the transportation of potentially hazardous materials, such as EO and Co- 60, may result in accidents or liabilities that materially affect our results of operations. Our products, supplies and by- products are transported through a combination of ground, sea and air transport. Co- 60 and EO are radioactive and potentially combustible, respectively, and must be handled carefully and in accordance with applicable laws and regulations. An incident in the transportation of our raw materials, products and by- products or our failure to comply with laws and regulations applicable to the transfer of such products could lead to injuries or significant property damage, regulatory repercussions or ~~could~~ make it difficult to fulfill our obligations to our customers, any of which could have a material adverse effect on our business, prospects, financial condition or results of operations. Our EO and Co- 60 raw materials are potentially hazardous and we are therefore subject to stringent requirements to secure these materials from theft or other unauthorized uses. If our failure to adequately secure these materials leads to their being stolen or materially damaged, our licenses to operate could be suspended **,** resulting in a material adverse effect to our business, prospects, financial condition or results of operations. Any such incident could also have legal consequences, such as fines and penalties for violations of regulatory requirements and / or lawsuits for personal

injuries, property damage or diminution or other claims that could result in substantial liability to us. Additionally, loss of control of Co- 60 sources by a customer could result in contamination and significant public health consequences. Industry trends could impact the demand for our products and services and could have a material adverse effect on our business. Industry trends that affect medical device, pharmaceutical or biotechnology companies could affect our business. The medical device industry is characterized by frequent product development and technological advances, which may reduce demand for our sterilizing and testing services if our existing services no longer meet our customers' requirements. Any significant decrease in life science research and development expenditures by medical device, pharmaceutical and biotechnology companies, including as a result of a general economic slowdown, could in turn impact the volumes of medical products that require sterilization or lab testing services. Future demand for Co- 60 or our sterilization services could also be adversely impacted by changes to preferred sterilization modalities **. For example, while X- ray has yet to be widely adopted as a method of sterilization, x- ray could be adopted as an alternative to Co- 60 gamma irradiation in the future because of potential concerns about the cost or availability of Co- 60 or the perceived benefits of X- Ray. In addition, government agencies may encourage the development of X- ray to mitigate potential risks to the supply of Co- 60 or to try to reduce access to radioactive material in particular areas, which could have an adverse impact on our business** . Our ability to adapt our business to meet evolving customer needs depends upon the development and successful commercialization of new services, new or improved technologies and additional applications of our technology for our customers' new products. We can give no assurance that any such new services will be successful or that they will be accepted in the marketplace. Any failure to develop or commercialize new services and technologies and any decrease in demand for our products or services could have a material adverse effect on our business, prospects, financial condition or results of operations. If changes in healthcare regulations or other developments in the healthcare industry, including concerns around single- use medical devices or the impact of the COVID- 19 pandemic, were to lead to a material reduction in medical procedures or use of medical devices, demand for our services could be adversely affected. For example, during the pandemic, there **was** ~~has been~~ an increase in deferred elective procedures, which negatively impacts demand for some of our products and services as a result of a decrease in the need for sterilized single- use medical devices used in these procedures. For more information, see Risk Factor " — Severe health events ~~, such as the ongoing COVID- 19 pandemic,~~ or environmental events, including impacts from climate change, and natural disasters, could have adverse effects on our business, financial condition and results of operations, which could be material. " Demand for our products and services may also be affected by changes from time to time in the laws and regulations that govern our operations and industry, including the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act, which in turn may impact industry trends. New regulatory requirements could lead to changes in the medical device industry and the behavior of our customers that are difficult to predict but could have a material adverse effect on our business, prospects, financial condition or results of operations. Further, if any significant disposal restrictions or requirements are imposed that materially increase the cost or administrative burden of the disposal process for single- use medical devices, hospitals and other end- users of such devices might decrease their use of such devices in favor of reusable medical products, which would decrease the demand for our services, which could in turn have a material adverse effect on our business, prospects, financial condition or results of operations. Our business is highly competitive, and if we fail to compete successfully, our business, prospects, financial condition or results of operations may be adversely affected. We face competition from other providers of outsourced sterilization and lab services. In addition, some manufacturers have **developed** or are developing in- house sterilization and lab testing and related capabilities, and further consolidation within our industry and within our customers' industries could impact our ability to compete. Further, our competitors and potential competitors are attempting to develop alternate technologies, in particular improved x- ray sterilization ~~technology~~ **technologies** , which would not **rely** ~~be reliant~~ on the availability of Co- 60. If ~~any of~~ our competitors or manufacturers significantly expand their sterilization or lab testing ~~facility capacity~~ **capacities** , including as a result of these alternative technologies, ~~it~~ **this** could lead to price fluctuations and competitive pricing pressure, diminish our profitability or ~~lead to~~ **result in** changes in our customer relationships across our business segments. We generally compete on the basis of quality, reputation, the cost of sterilization services, the cost of transportation to and from the sterilization facility and processing turnaround time. If our services, supply, support, distribution or cost structure do not enable us to compete successfully, including against alternative technologies, or we are unable to successfully develop and adopt alternative technologies ourselves, our business, prospects, financial condition or results of operations could be materially adversely affected. The expansion of alternative sterilization technologies may require us to build new facilities, which can be time- consuming and costly. If Co- 60 source suppliers in other countries, including China, India, Argentina or Russia, significantly increase their involvement in the global Co- 60 sources market, **this could have a material adverse effect over the** long- term ~~that could have a material adverse effect~~ on our business, prospects, financial condition or results of operations. Several customers of our Nordion business are themselves providers of sterilization services and therefore are competitors of our Sterigenics business. If these customers were to shift to a different **supplier** ~~source for their supply~~ of Co- 60 ~~sources,~~ because they prefer to use a supplier not affiliated with us or for any other reason, ~~it~~ **this** could materially adversely affect our business, prospects, financial condition or results of operations. Further, if a Nordion customer were to lose market share to a competitor using an alternative sterilization provider, we would similarly lose sales volumes, which may have a material adverse effect on our business, prospects, financial condition or results of operations. Additionally, Nelson Labs faces a wide variety of competitors, including small, specialized niche players, large, broad multinational corporations and internal laboratories that can perform the services that we provide. Shifts in the market that diminish our customers' preference for outsourcing their testing and large, well- funded competitors entering more directly into the specialized lab services that we provide may adversely affect our business. **The** ~~Certain of our long- term contracts include variable~~ price ~~clauses~~ **of our input costs, including labor, raw materials** and **energy,** are subject to **inflation and other** market ~~changes, which could have a material adverse effect~~ **risks and our ability to pass through increases in our input costs is**

highly dependent on ~~our business~~ **market conditions** . Our aggregate direct input costs, including labor, raw materials and energy **,** ~~represents~~ **represent** a significant portion of our cost of revenues. We have experienced and may continue to experience, volatility and increases in the price of certain of these costs as a result of global market and supply chain disruptions and the broader inflationary environment ~~. For more information, see Risk Factor " — Inflationary trends in the price of our input costs, such as labor, raw materials and energy, could adversely affect our business and financial results. " The prices of the direct materials we utilize vary with market conditions and may be highly volatile~~ . Additionally, the cost of energy for some of our facilities is regulated, and we are required to work with the local utility provider, which prevents us from contracting for a lower rate or seeking an alternate supplier. Although we have attempted, and will continue to attempt, to match increases in the prices of direct materials or energy with corresponding increases in prices for our products and services, our ability to pass through increases in our input costs is highly dependent upon market conditions and we may not be able to immediately raise ~~such~~ **our** prices, if at all. Most of our customer contracts for sterilization services allow us to pass through our direct material costs, but we may not be able to immediately or completely implement increases in the prices of our products and services. Specifically, there is a risk that raising prices charged to our customers could result in a loss of sales volume. Reactions **or anticipated reactions** by our customers and competitors to our price increases could cause us to reevaluate and possibly reverse or reduce such price increases. ~~Any~~ **We also may not be able to accurately predict the volume impact of price** ~~increase~~ **increases , especially if our competitors are able to more successfully adjust to such input cost volatility. Material increases** in the price of labor, raw materials, or energy could have a material adverse effect on our business, prospects, financial condition or results of operations **, particularly if we are unable to increase the prices to our customers of our products or services to offset inflationary cost trends or if we are unable to achieve cost savings to offset such cost increases, our profits and operating results could be adversely affected** . Our operations are subject to a variety of business continuity hazards and risks, including supply chain disruptions ~~related~~ **due** to **geopolitical uncertainty** ~~the COVID- 19 pandemic~~ , and our reliance on the use and sale of products and services from single locations, any of which could interrupt production or operations or otherwise adversely affect our performance, results or value. Our operations and our supplier and customers' operations are subject to business continuity hazards and risks that include explosions, fires, earthquakes, inclement weather and other natural disasters; utility, equipment or other mechanical failures; unscheduled downtime; labor difficulties; disruption of communications; security ~~breach~~ **breaches** or other workplace violence events; changes in regulations, including sanctions, export and import controls and other trade restrictions; changes in the use of government- owned reactors, including repurposing nuclear facilities; other governmental action; and pandemics or other public health crises. It can be costly to ship products long distances for the purpose of sterilization; therefore, our ability to offer a full range of sterilization services close to our customers' manufacturing and distribution centers worldwide is critical for our business. An adverse occurrence at one of our facilities or the facilities of a supplier or customer could damage our business. While other facilities in our network may have the capacity to service our customers that had been served by an affected facility, we may not be able to transfer all interrupted services. The stringent regulations and requirements to which we are subject regarding the manufacture of our products and provision of services and the complexities involved with processing Co- 60 may prevent or delay us from establishing additional or replacement sources for our production facilities. Any event, including those listed above, that results in a prolonged business disruption or shutdown to one or more of our facilities, or the facilities of a supplier or customer, could create conditions that prevent, or significantly and adversely affect, our receiving, processing, manufacturing or shipping products at existing levels, or at all. Such events could adversely affect our sales, increase our expenses, create potential liabilities and / or damage our reputation, any of which could have a material adverse effect on our business, prospects, financial condition or results of operations. Supply chain disruptions, such as the ones related to ~~the COVID- 19 pandemic~~ **geopolitical uncertainty and conflicts, severe health events** or a natural disaster, may impair or delay our ability to obtain sufficient quantities of certain materials through our ordinary supply channels and cause us to incur higher costs by procuring raw materials from other sources in order to compensate for such delays or lack of availability. Supply chain disruptions such as these may impair or delay our customers' ability to provide us work or products for processing or affect the availability, quality and pricing of materials used in the operation of our business or our customers' businesses. If we are not able to successfully mitigate such supply chain related risks, we could experience disruptions in production or increased costs, which may result in decrease in our gross margin or reduced sales, and have a material adverse effect on our business, results of operations and financial condition. Governmental action may disrupt the operations of our facilities that process potentially hazardous materials. For example, in ~~October~~ **June** ~~2019~~ **2021** , ~~county officials precluded operations at our Atlanta~~ **in a lawsuit related to Sterigenics'** facility **in Santa Teresa, New Mexico,** ~~until a new certificate of occupancy was obtained after a third- party code- compliance review. Our Atlanta facility resumed operations under an April 2020 Temporary Restraining Order prohibiting county officials from interfering with normal operations and~~ the ~~Court~~ **court granted a motion** ~~ultimately ruled that the code provisions relied on~~ by **New Mexico** ~~county officials did not provide legal authority to require a new certificate of occupancy in October 2019, but the Court~~ ' s **Attorney General for** ~~ruling may not prevent county officials from seeking to disrupt operations on~~ a ~~different basis in the future. In addition, in June 2021, the court in a lawsuit related to our facility in Santa Teresa, New Mexico, entered an Order Granting Preliminary~~ **preliminary** ~~Injunction~~ **injunction** prohibiting Sterigenics from allowing any uncontrolled emission or release of EO from that facility. In December 2021, the court further **established** ~~ordered certain~~ protocols to monitor Sterigenics' compliance with ~~that~~ **the** preliminary injunction. Although operations at the Santa Teresa facility comply with these orders, operations **at** ~~there~~ -- **the facility** may be negatively impacted if ~~it~~ **Sterigenics** is unable to **continue to** comply **. Similar actions** in the future **by local, state** ~~. The occurrence of any of these~~ or ~~other events~~ **federal officials** might disrupt or shut down operations or otherwise adversely impact the production or profitability of ~~a particular facility or~~ **our facilities** ~~our~~ - **or its** operations as a whole. We obtain Co- 60 from a limited number of suppliers. If any of the facilities or reactors from which we obtain Co- 60 were to be seriously damaged or have their production materially

decrease due to a natural disaster or other adverse occurrence, or if we become unable to transact with one of our suppliers of Co- 60 due to expanded sanctions, our access to Co- 60 would be materially affected and we may be unable to meet all the needs of our customers. See related Risk Factor " — We depend on a limited number of counterparties to provide the materials and resources we need to operate our business. **Any disruption in the availability of, or increases in the price of, EO, Co- 60 or our other direct materials, services and supplies, including as a result of geopolitical instability and sanctions against Russia by the United States, Canada, United Kingdom and European Union, may have a material adverse effect on our operating results.** " While we maintain insurance policies covering, among other things, physical damage, premises liability, business interruptions and liability resulting from our services in amounts that we believe are customary for our industries, our insurance coverage may be inadequate or unavailable and we could incur uninsured losses and liabilities arising from such events. We ~~have experienced and~~ may ~~continue to experience, volatility and increases in the price of certain input costs, such as labor, raw materials and energy costs, as a result of global market and supply chain disruptions and the broader inflationary environment. If we are unable to increase the prices to our customers of our products or services to offset inflationary cost trends, or if we are unable to achieve cost savings to offset such cost increases, our profits and operating results could~~ be adversely affected **by global** ~~. For more information, see Risk Factor " — Certain of our long- term contracts include variable price clauses and are subject to market changes, which could have a material adverse effect on our business. " Our ability to price our services and products competitively to timely reflect higher input costs is critical to maintain and grow our sales. Increases in prices of our services and products to customers may lead to declines in sales volumes. Further, we may not be able to accurately predict the volume impact of price increases, especially if our competitors are able to more successfully adjust to such input cost volatility. Increasing our prices to our customers could result in long- term sales declines or loss of market share if our customers find alternative suppliers or choose to reformulate to rely less on our services or products, which could have an~~ **and regional economic and political instability** ~~adverse long- term impact on our results of operations~~ . We may be adversely affected by global and regional economic and political ~~instability. We may be adversely affected by global and regional economic and political~~ conditions. The uncertainty or deterioration of the global economic and political environment could adversely affect us. Russia' s invasion of Ukraine has significantly elevated global geopolitical tensions ~~and has caused~~ and continues to cause instability and volatility in global markets. The United States, Canada, the United Kingdom and European Union have implemented broad sanctions targeting Russia, which have the potential to disrupt our supply of Co- 60 from Russia. **The conflict between Israel and Hamas and its potential ramifications for the Middle East have caused and may continue to cause instability and volatility in global markets and adversely impact global supply chains, including potentially disrupting shipping channels.** Any such ~~disruption~~ **disruptions** could have a material adverse effect on our business, prospects, financial condition or results of operations. See related Risk Factor " — We depend on a limited number of counterparties to provide the materials and resources we need to operate our business. Any disruption in the availability of, or increases in the price of, EO, Co- 60 or our other direct materials, services and supplies, including as a result of current geopolitical instability ~~arising from U. S.~~ **against Russia by the United States** , ~~Canadian~~ -- **Canada** , **United Kingdom** ~~U. K.~~ , and European Union ~~relations with Russia~~ , may have a material adverse effect on our operating results. " The potential worsening of macro- economic conditions, including slower growth or recession, the inflationary environment, tighter credit, higher interest rates and currency fluctuations, may cause customers to modify, delay or cancel plans to purchase our products and services and suppliers may significantly and rapidly increase their prices or reduce their output because of cash flow problems. Any inability of current or potential customers to purchase or pay for our products **because of** ~~due to,~~ such declining economic conditions or changes in spending patterns at medical device, pharmaceutical and biotechnology companies may have a negative impact on our business, prospects, financial condition or results of operations. Overall demand for our products could be reduced as a result of a global economic recession or political unrest, especially in such areas as the medical device, pharmaceutical, food safety and other end markets that we serve. If we are unable to increase capacity at existing facilities and build new facilities in a timely and cost- effective manner, we may not achieve our expected revenue growth or profitability or such revenue growth and profitability, if any, could be delayed. Our growth strategy depends on expanding capacity in Europe, the Americas and Asia, which includes building new facilities and maintaining and expanding existing facilities. The construction or expansion of modern and safe sterilization facilities requires significant expenditures. Delay in the review and licensing process for a new facility could impair or delay our ability to develop that facility or increase the cost so substantially that the facility becomes unattractive to us. Any failure to procure and maintain the necessary licenses and equipment would adversely affect ongoing development, construction and continuing operation of our facilities. Additionally, even when we maintain the necessary licenses and equipment and **comply** ~~are in compliance~~ with applicable regulations, we **still** may be unable to maintain or expand our operations at existing facilities, or otherwise execute on our growth strategy, ~~due to~~ **because of** negative publicity or community resistance. Suspensions and closures of our facilities have **impacted** ~~in the past~~ and may continue to impact our results of operations, and the effects could be material. **New** ~~Those new~~ facilities ~~that are constructed and begin operations~~ may not meet our return expectations due to schedule delays, diversion of management' s attention, cost overruns or revenue shortfalls, or they may not generate the capacity that we anticipate or result in the receipt of revenue in the originally anticipated time period or at all. We may not maintain revenue growth or profitability, or such growth, if any, could be delayed if we are not successful in continuing to expand capacity. Additionally, if future demand trends warrant capacity in geographic areas that we have not targeted for new growth, we may be unable to capitalize on opportunities in a timely manner. We depend upon our ability to attract and retain highly skilled employees. If we fail to attract and retain the talent required for our business, our operations could be adversely affected and our business could be materially harmed. We depend to a significant degree on our ability to hire and retain highly qualified personnel with expertise in our industries. The market for qualified employees in the industries in which we operate is competitive and our ability to operate, compete and grow our business depends on our ability to hire and retain qualified personnel in all areas of our organization. If our recruiting efforts are

less successful, or if we cannot retain our key personnel, performance of our operations may suffer and we may be delayed or prevented from achieving our business objectives. If we are unable to attract and retain highly skilled employees, our inability to do so could have a material adverse effect on our business, prospects, financial condition or results of operations. We occupy many of our facilities under long- term leases, and we may be unable to renew our leases at the end of their terms. Many of our facilities are located on leased premises. These leases vary in length up through 2042, most with options to renew for specified periods of time. ~~All~~ **We expect to renew or buy out such leases, including all** sterilization facility leases expiring in the next five years **,** ~~have extension options in place. We expect to renew or buyout such leases~~ as they come due. At the end of the lease term and any renewal period for a facility, we may be unable to renew the lease without substantial additional cost, if at all. For example, in September 2019, we were unable to reach an agreement to renew the lease on our EO processing facility in Willowbrook, **Illinois** following community pressure resulting from negative publicity surrounding **the** ~~our Willowbrook~~ facility. If we are unable to renew our facility leases, we may be required to relocate or close a facility. Relocating a facility involves significant expense in connection with the movement and installation of specialized equipment and any necessary recertification or licensing with regulatory authorities. **Even briefly** ~~Closing~~ **closing** a facility ~~, even briefly~~ to relocate ~~,~~ would reduce the sales that ~~such~~ **the** facility would have contributed to our revenues and could negatively impact our customer relations. Any such relocation or closure could have a material adverse effect on our business, prospects, financial condition or results of operations. We conduct sales and distribution operations on a worldwide basis and are subject to a variety of risks associated with doing business outside the United States. We maintain significant international operations, including operations in China, Brazil, Canada, Mexico, Costa Rica and other countries in Europe and Asia. As a result, we are subject to a number of risks and complications associated with international sales, services and other operations, as well as risks associated with U. S. foreign policy. These include: • difficulties associated with compliance with numerous, potentially conflicting and frequently complex and changing laws in multiple jurisdictions **relating** ~~, e. g., with respect~~ to environmental matters, intellectual property, privacy and data protection, corrupt practices, embargoes, trade sanctions, competition, employment and licensing **, among other things** ; • general economic, social and political conditions in countries where we operate, including international and U. S. trade and sanctions policies and currency exchange rate fluctuations; • tax and other laws that restrict our ability to use tax credits, offset gains or repatriate funds; • currency restrictions, transfer pricing regulations and adverse tax consequences, which may affect our ability to transfer capital and profits; • inflation, deflation and stagflation in any country in which we have a manufacturing facility; • foreign customers with longer payment cycles than customers in the United States; and • **the** imposition of or increases in customs duties and other tariffs. We operate in a number of countries **whose governments and companies** ~~throughout the world, including in countries that~~ do not ~~have as strong a~~ **always share the depth or breadth of the** commitment to anti- corruption and ethical behavior that is required by U. S. laws **and** ~~or our~~ ~~by our~~ **Code of Conduct and other** corporate policies. Based on the nature of our products, our business activities involve ~~potential~~ interaction with government agencies, public officials ~~or~~ **and** state- owned enterprises. We are subject to the risk that we, our U. S. employees ~~or~~ **,** our employees located in other jurisdictions **,** or ~~any~~ third **parties** ~~party that~~ we engage to do work on our behalf may take ~~action~~ **actions** determined to be in violation of anti- corruption laws in ~~any~~ **the United States or the** ~~jurisdiction~~ **jurisdictions** in which we conduct business. The U. S. Foreign Corrupt Practices Act (the " FCPA ") and the Canadian Corruption of Foreign Public Officials Act (the " CFPOA ") prohibit corruptly providing anything of value to foreign officials **(including employees of state- owned enterprises)** for the purposes of obtaining or retaining business or securing any improper business advantage ~~. We may deal with both governments and government- owned business enterprises, the employees of which are considered foreign officials for purposes of the FCPA and other applicable anti- corruption laws~~ . The provisions of the U. K. Bribery Act of 2010 (the " Bribery Act ") extend beyond bribery of foreign public officials and are more onerous than the FCPA in a number of other respects. Any violation of the FCPA, the CFPOA, the Bribery Act or any similar anti- corruption law or regulation could result in substantial fines, sanctions or civil and / or criminal penalties, debarment from business dealings with certain governments or government agencies or restrictions on the marketing of our products in certain countries, which could harm our business, financial condition or results of operations. ~~If these~~ **Violations of** anti- corruption laws or our **related** internal policies ~~were to be violated, our reputation and operations~~ could also ~~be~~ substantially ~~harmed~~ -- **harm our reputation and operations** . Further, detecting, investigating and resolving actual or alleged violations is expensive and can consume significant time and attention of our senior management. Compliance with multiple, and potentially conflicting, international laws and regulations, including anti- corruption laws and exchange controls **, at times** may be difficult, burdensome or expensive. While our employees and agents are required to comply with these laws, our internal policies and procedures may not always prevent violations. Further, in connection with past and future acquisitions by us, there is a risk of successor liability relating to such laws in connection with prior ~~actions or alleged~~ actions of an acquired company. Such matters or allegations related to such matters could adversely affect our reputation and the burden and cost associated with defending or resolving such matters could adversely affect our business, prospects, financial condition or results of operations. Further, as a result of our global operations, we generate a significant portion of our revenue and incur a significant portion of our expenses in currencies other than the U. S. dollar, including the euro, the Brazilian real, the British pound sterling, the Chinese yuan, the Thai baht, the Mexican peso, the Danish krone, the Costa Rica colon and the Canadian dollar. Our results of operations are impacted by currency exchange rate fluctuations to the extent that we are unable to match net revenues received in foreign currencies with expenses incurred in the same currency. For example, where we have significantly more expenses than net revenues generated in a foreign currency, our profit from operations in that location would be adversely affected in the event that the U. S. dollar depreciates against that foreign currency. We are subject to significant regulatory oversight of our import and export operations due to the nature of some of our product offerings. Our products and materials needed to make our products are subject to U. S. and Canadian laws and regulations that may limit, restrict or require a license to import or export (or re- export from other countries). We are also subject to the export and import laws of ~~those~~ other foreign jurisdictions in which we operate, **into which we** sell our products

~~into~~ and from which we source our materials, including Co- 60. In addition, if we introduce new products or would like to participate in new capital investment projects, we may need to obtain licenses or approvals from the United States, Canada and other governments to ship products to or share technology or intellectual property with third parties located in foreign countries. Because of increasing security controls and regulations regarding the shipment of materials including Co- 60, ~~it is~~ **we are** likely **to** ~~that we may~~ encounter additional regulations affecting the transportation, storage, sale and import / export of radioactive materials. Further, any delay or inability to obtain these permits and licenses could delay or prevent us from fulfilling our obligations to our customers or suppliers, which could harm our business, financial condition or results of operations. Additionally, the U. S. Department of the Treasury' s Office of Foreign Assets Control and other relevant agencies of the U. S. government administer ~~certain~~ laws and regulations that restrict U. S. persons and, in some instances, non- U. S. persons, from conducting activities, transacting business with or making investments in certain countries, or with governments, entities and individuals subject to U. S. economic sanctions. Our international operations subject us to these laws and regulations, which are complex, restrict our business dealings with certain countries, governments, entities and individuals and are constantly changing. Penalties for non- compliance with these complex laws and regulations can be significant and include substantial fines, sanctions or civil and / or criminal penalties and violations can result in adverse publicity, which could harm our business, financial condition or results of operations. The COVID- 19 pandemic ~~, including periodic spikes in infection rates globally, and related responses continue to present potential risks to our business. The COVID- 19 pandemic~~ continues to have effects on our business operations, including secondary and tertiary effects such as increased raw material prices, labor shortages, and supply chain disruptions. **If** ~~The extent of the impact of the COVID- 19 pandemic on our business and financial performance will largely depend on future developments and a range of external factors that are highly uncertain and cannot be accurately predicted, including the emergence of new variants and the duration and severity of any resurgence of COVID- 19. Continued weak or worsening economic conditions could negatively impact consumer demand for our products and services. For example, during the COVID- 19 pandemic, there has been an increase in deferred elective procedures, which negatively impacts demand for some of our products and services as a result of a decrease in the need for sterilized medical devices used in these procedures. As COVID- 19 continues to evolve, or if~~ similarly severe global health crises **occur in** ~~were to develop,~~ the **future,** ~~full extent of~~ the impact and effects on our business, operations ~~, liquidity, financial condition~~ and results of operations **also** ~~are uncertain and~~ could be material. ~~Severe~~ **Extreme** environmental events, including impacts from climate change, could adversely affect our operating results and financial condition. Climate change has an adverse impact on global temperatures, weather and precipitation patterns, and increases the frequency and severity of significant weather events, such as flooding, hurricanes, wildfires, droughts and water scarcity. We have operations located in regions that have been, and may in the future be, exposed to extreme weather events and other natural disasters, including California, Florida, and Texas. A catastrophic earthquake, fire, flood, tsunami or other weather event, widespread power loss or telecommunications failure, war or other significant event could adversely affect our operations, particularly if such event were to destroy or disrupt any of our facilities. Any significant impact on our ability to conduct normal operations at our facilities could cause significant capacity constraints and, as a result, have a material adverse effect on our business, results of operations and financial condition. Any severe health or environmental event may also affect our suppliers or customers, which could disrupt our access to raw materials and customer product processing and exacerbate supply- chain related risks. See related Risk Factor " — Our operations are subject to a variety of business continuity hazards and risks, including supply chain disruptions ~~related~~ **due** to **geopolitical uncertainty** ~~the COVID- 19 pandemic~~ and our reliance on the use and sale of products and services from single locations, any of which could interrupt production or operations or otherwise adversely affect our performance, results or value. " Our business may be subject to system interruptions, cyber security breaches and unauthorized data disclosures. ~~We~~ **Like other companies, we** increasingly rely ~~upon~~ **on information** technology **(" IT ")** systems and ~~infrastructure~~ **networks and related services to conduct business, some of which are managed, hosted and / or provided by third parties** . Our ~~technology~~ **IT** systems and infrastructure are potentially vulnerable to breakdowns or other interruptions by fire, power loss, system ~~malfunction~~ **malfunctions** ~~, unauthorized access~~ and other events. ~~Likewise~~ **Our IT systems and infrastructure are also subject to breaches by our employees, both accidental and intentional, and to regular and persistent attacks by increasingly sophisticated actors seeking to interfere with the normal use of our systems. Our suppliers, contractors, service providers, and other third parties with whom we do business also experience cyber threats and attacks that are similar in frequency and sophistication. In many cases, the Company relies on controls put in place by our suppliers, contractors and service providers to defend against and otherwise respond to cyber threats and attacks, which may prove insufficient. As a result, despite the Company' s security measures** , data privacy breaches by employees and ~~others~~ **outside parties** with both permitted and unauthorized access to our systems may ~~pose~~ **expose** ~~a risk that~~ sensitive data ~~may be exposed~~ to unauthorized persons or to the public ~~,~~ ~~rendered~~ **or data** inaccessible **on a temporary** or ~~permanently~~ -- **permanent basis** ~~lost. The increasing use and evolution of technology creates additional opportunities for the unintentional dissemination or intentional destruction of confidential or proprietary information stored in our systems or portable media or storage devices~~ . We could also experience a business interruption, information theft or reputational damage from industrial espionage attacks, ransomware, other malware or other cyber incidents or data breaches, which may compromise our system infrastructure or lead to data breaches, either internally or at our third- party providers or other business partners. Such incidents could compromise our trade secrets or other confidential information and result in such information being disclosed to third parties and becoming less valuable. ~~Additionally, in response to the COVID- 19 pandemic, many of our office employees continue to work remotely, which may increase the risk of cyber incidents or data breaches.~~ Breaches in security, system interruptions and unauthorized ~~disclosure~~ **disclosures** of data, whether perceived or actual, could adversely affect our businesses, assets, revenues, brands and reputation and result in fines, litigation, regulatory proceedings and investigations, increased insurance premiums, remediation efforts, indemnification expenditures, lost revenues and other potential liabilities. ~~We~~ **As detailed in Item 1C, " Cybersecurity ", we** have taken steps to protect the

security and integrity of the information we collect and have policies and procedures in place dealing with data privacy and security **and have yet to experience any material cybersecurity incidents that have caused us to incur any material expenses or materially affected our business** , ~~but~~ **results of operations or financial conditions. But** there can be no assurance that our efforts will prevent **material** breakdowns, system failures, breaches in our systems or other cyber incidents or otherwise be fully effective. Any such breakdown, breach or incident could adversely affect our business, prospects, financial condition or results of operations, and our cyber insurance may not cover such risks or may be insufficient to compensate us for losses that may occur. Part of our growth strategy is to pursue strategic transactions, including acquisitions, which subjects us to risks that could harm our business and we may not be able to find suitable acquisition targets or integrate strategic acquisitions successfully into our existing business. As part of our strategy, we have in the past **grown,** and may in the future seek to grow our business through acquisitions, and any such acquisition may be significant. Any future growth through acquisitions will depend in part upon the continued availability of suitable acquisition candidates at favorable prices and upon advantageous terms and conditions, which may not be available to us, as well as sufficient funds **to complete these acquisitions** from our cash on hand, cash flow from operations, existing debt facilities and additional indebtedness ~~to fund these acquisitions~~ . Not only is the identification of such suitable acquisition candidates difficult and competitive, but these transactions, including the acquisitions completed in recent years also involve numerous risks, including the diversion of management' s attention and their ability to: • successfully integrate acquired facilities, companies, products, systems ~~or~~ **and** personnel into our existing business, especially with respect to businesses or operations that are outside of the United States; • minimize any potential interruption to our ongoing business; • successfully enter categories and markets in which we may have limited or no prior experience, and ensure compliance with the regulatory requirements for such categories and markets; • achieve expected synergies and obtain the desired financial or strategic benefits; • detect and address any financial or control deficiencies of the acquired company; • retain key relationships with employees, customers, partners and suppliers of acquired companies as well as our own employees, customers, partners and suppliers; and • maintain uniform compliance standards, controls, procedures and policies throughout acquired companies. Companies, businesses or operations acquired or joint ventures created may not be profitable or may not achieve revenue and profitability levels ~~that would~~ **sufficient to** justify the investments made. Recent and future acquisitions could also result in the incurrence of **additional** indebtedness ~~,~~ subject to the restrictions contained in the documents governing our then- existing indebtedness. See related Risk Factor " — Our significant leverage could adversely affect our ability to raise additional capital to fund our operations, limit our ability to react to **challenges facing our Company or broader** changes in **our industry or** the economy ~~or our industry~~ , expose us to interest rate risk ~~to the extent the interest rate on variable rate debt increases~~ and prevent us from meeting our obligations under our existing and future indebtedness. " Recent and future acquisitions could also result in the assumption of contingent liabilities, material expenses related to certain intangible assets, increased operating expenses and compliance issues under international laws and regulations, including antitrust laws, anti-corruption laws, the FCPA and similar anti- bribery laws, which could adversely affect our business, prospects, financial condition or results of operations. In addition, to the extent that the economic benefits associated with any of our acquisitions diminish in the future, we may be required to record additional write- downs of goodwill, intangible assets or other assets associated with such acquisitions, which could adversely affect our business, prospects, financial condition or results of operations. Certain of the acquisition agreements by which we have acquired companies require the former owners to indemnify us against certain liabilities related to the operation of the ~~company~~ **companies** before we acquired ~~it~~ **them** . In most of these agreements, however, the liability of the former owners is limited, and certain former owners may be unable to meet their indemnification responsibilities. ~~We cannot~~ **There is no** ~~assure~~ **assurance** ~~you~~ that these indemnification provisions will protect us fully or at all, and as a result we may face unexpected liabilities that adversely affect our business, prospects, financial condition or results of operations. Our ability to realize the benefits we anticipate from our strategic transactions, including acquisition activities, anticipated cost savings and additional sales opportunities, will depend in large part upon whether we are able to integrate such businesses efficiently and effectively. If we are unable to successfully integrate the operations of acquired businesses into our business or on the timeline we expect, we may be unable to realize the sales growth, cost synergies and other anticipated benefits we expect to achieve as a result of such transactions and our business, prospects, financial condition or results of operations could be adversely affected. Our internal controls over financial reporting may not be effective and our independent registered public accounting firm may not be able to certify as to their effectiveness, which could have a significant and adverse effect on our business and reputation. Pursuant to the Sarbanes- Oxley Act, we furnished a report by our management on the effectiveness of our internal control over financial reporting as of December 31, ~~2022~~ **2023** . This assessment is required to include disclosure of any material weaknesses identified by our management in our internal control over financial reporting. Our independent registered public accounting firm attested to the effectiveness of our internal controls as of December 31, ~~2022~~ **2023** . In future periods, if we identify a material weakness in connection with our ongoing assessment and we fail to remediate the identified material weakness within the prescribed period, we will be unable to assert that our internal control over financial reporting is effective. We cannot be ~~assured~~ **certain** that there will not be material weaknesses or significant deficiencies in our internal control over financial reporting in the future. Any failure to maintain internal control over financial reporting could severely inhibit our ability to accurately report our financial condition or results of operations. In addition, we may be required to incur costs in improving our internal control system and ~~the~~ hiring ~~of~~ additional personnel. If we are unable to conclude that our internal control over financial reporting is effective, or if our independent registered public accounting firm determines we have a material weakness in our internal control over financial reporting, we could lose investor confidence in the accuracy and completeness of our financial reports, the market price of shares of our common stock could decline and we could be subject to sanctions or investigations by the Nasdaq, the SEC or other regulatory authorities. Failure to remedy any material weakness in our internal control over financial reporting, or to implement or maintain other effective control systems required of public companies, could also restrict our future access to the capital markets. We rely on intellectual

property rights to maintain our competitive position and third parties may claim that we infringe or misappropriate their intellectual property rights. We rely on proprietary technology and are dependent on our ability to protect such technology. We rely primarily on trade secrets and non- disclosure and confidentiality arrangements to protect our intellectual property rights, including such rights as related to our Nelson Labs business and its lab testing services. The efforts we have taken to protect our intellectual property and proprietary technology may not be sufficient or effective. Third parties, including current or former employees, consultants, contractors, customers or partners, who have access to our confidential information (including our trade secrets and know- how), may unintentionally or willfully disclose our confidential information to others, and there can be no assurance that our trade secret rights and non- disclosure and confidentiality arrangements will provide meaningful protection of our proprietary technology. There can also be no assurance that others will not independently develop similar or superior technologies or duplicate any technology developed by us. Effective protection of intellectual property rights may not be available in every jurisdiction in which our products and services are made available ~~,~~ and monitoring unauthorized use and disclosures of our proprietary technology or confidential information can be difficult and expensive. Actions to enforce our intellectual property rights could lead to disputes with third parties, including our customers, and could impact our future ability to gain business. Furthermore, legal proceedings to protect or enforce our intellectual property rights could result in narrowing the scope of our intellectual property rights or substantial cost to us, and they may be time consuming and divert resources and the attention of management and key personnel, and the outcomes of such actions may be unpredictable. Additionally, we cannot be certain that the conduct of our business does not and will not infringe or misappropriate intellectual property rights of others. From time to time, we may become subject to claims, allegations and legal proceedings, including by means of counterclaims, that we infringe or misappropriate intellectual property or other proprietary rights of third parties. Such legal proceedings involving intellectual property rights are highly uncertain, can involve complex legal and scientific questions and may divert resources and the attention of management and key personnel. Our failure to prevail against infringement or misappropriation claims brought against us could also result in judgments awarding substantial damages against us, including possible treble damages and attorneys' fees, and could result in reputational harm. Judgments that result in equitable or injunctive relief could cause us to delay or cease selling or providing certain products or services or otherwise harm our operations. We also may have to seek third party licenses to intellectual property, which may be unavailable, require payment of significant royalties or be available only at commercially unreasonable, unfavorable or otherwise unacceptable terms. If we are unable to adequately protect, establish, maintain or enforce our intellectual property rights or if we are subject to any infringement or misappropriation claims, our business, prospects, financial condition or results of operations may be adversely affected. We are subject to complex and rapidly evolving data privacy and security laws and regulations and any ineffective compliance efforts with such laws and regulations may adversely impact our business. We must comply with laws and regulations of federal and state governments in multiple jurisdictions governing the collection, dissemination, retention, access, use, protection, security and disposal of personal data, which mostly consists of our employees' data. The interpretation and application of many existing or recently enacted privacy and data protection laws and regulations in the United States, the European Union and elsewhere are uncertain and fluid, and it is possible that such laws and regulations may be interpreted or applied in a manner that is inconsistent with our existing practices. Companies are under increased regulatory scrutiny relating to data privacy and security. Any actual or perceived breach of such laws or regulations may subject us to claims and may lead to administrative, civil or criminal liability, as well as reputational harm. Moreover, these laws are evolving and are generally becoming stricter. For example, activities conducted from our EU facilities or related to products and services that we may offer to EU users or customers are subject to the General Data Protection Regulation (Regulation (EU) 2016 / 679) (" GDPR "), which provides for enhanced data privacy obligations and fines of up to the higher of 4 % of annual worldwide revenues or € 20 million. The GDPR was transposed into United Kingdom domestic law following the United Kingdom' s exit from the EU **,** **and** ~~. This is known as~~ the UK GDPR ~~and it~~ supplements the United Kingdom' s Data Protection Act of 2018. The UK GDPR mirrors the compliance requirements and fine structure of the GDPR. Outside of the United States, United Kingdom and the European Union, many jurisdictions have adopted or are adopting new data privacy laws that impose further onerous compliance requirements, such as data localization, which prohibit companies from storing outside the jurisdiction data relating to resident individuals. The proliferation of such laws may result in conflicting and contradictory requirements and there can be no assurance that the measures we have taken will be sufficient for compliance with such various laws and regulations. Complying with these various laws is an ongoing commitment and could cause us to incur substantial costs or require us to change our business practices in a manner adverse to our business. Privacy- related claims or lawsuits initiated by governmental bodies, employees, customers or third parties, whether meritorious or not, could adversely affect our businesses, assets, revenues, brands and reputation and result in fines, litigation, regulatory proceedings, regulatory investigations, increased insurance premiums, remediation efforts, indemnification expenditures, lost revenues and other potential liabilities. We take steps to comply with applicable data privacy and security laws, regulations and standards and applicable privacy policies, but there can be no assurance that our compliance efforts will be effective. Any such failure to comply could adversely affect our business, prospects, financial condition or results of operations. We have a history of net losses and may not maintain profitability in the future. We have a history of net operating losses, including a net loss attributable to Sotera Health Company of $ 233. 6 million ~~and $ 38. 6 million~~ for the ~~years~~ **year** ended December 31, 2022 ~~and 2020, respectively~~. Although we reported net income attributable to Sotera Health Company of $ ~~116~~ **51** . ~~9~~ **4** million for the year ended December 31, ~~2021~~ **2023** , we may not be able to maintain profitability in future fiscal years. Our ability to maintain profitability depends on a number of factors, including the growth rate of the sterilization and lab services industries, the ~~price~~ **prices** of our products and services, the ~~cost~~ **costs** to provide our products and services and the competitiveness of our products and services. We may incur significant losses in the future for a number of reasons, including ~~due to~~ principal and interest expense related to our indebtedness and the other risks described herein, and we may encounter unforeseen expenses, difficulties, complications and

delays and other unknown events. As a result, our operations may not maintain or increase profitability in the future. We may incur impairment charges on our goodwill and other intangible assets with indefinite lives as well as other long- lived assets and intangible assets with definite lives, which could negatively impact our business, financial condition or results of operations. We are subject to Accounting Standards Codification (" ASC ") Topic 350, Intangibles — Goodwill and Other, which requires that goodwill and other intangible assets that have an indefinite useful life be evaluated at least annually for impairment. Goodwill and other intangible assets with indefinite lives must also be evaluated for impairment between the annual tests if an event or change in circumstance occurs that would more likely than not reduce the fair value of the asset below its carrying amount. We have substantial goodwill and other intangible assets. If **we were to determine** in the future ~~, we determine~~ that there has been an impairment, our financial results for the relevant period would be reduced by the amount of the non- cash impairment charge, net of any income tax effects, which could have an adverse effect on our financial condition or results of operations. Similarly, pursuant to ASC Topic 360 — Property, Plant, and Equipment, long- lived assets, such as property, plant and equipment and intangible assets subject to amortization, must be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recoverable. If **we were to determine** in the future ~~, we determine~~ that there has been an impairment of long- lived assets or intangible assets subject to amortization, our financial results for the relevant period would be reduced by the amount of the non- cash impairment charge, net of any income tax effects, which could have an adverse effect on our financial condition or results of operations. Unionization efforts and labor regulations ~~in certain countries in which we operate~~ could materially increase our costs or limit our flexibility ~~. Certain of our employees in non- U. S. markets are represented by works councils or labor unions and work under collective bargaining or similar agreements, some of which are subject to periodic renegotiation~~ . Efforts have been made from time to time ~~, including as recently as October 2021,~~ to unionize portions of our workforce **and we are likely to experience similar efforts in the future. Certain of our employees are represented by labor unions or works councils and are negotiating or working under collective bargaining or similar agreements, some of which are subject to periodic renegotiation. For example, employees at a gamma irradiation facility** in the United States **voted to unionize in November 2023** and we may experience similar efforts **to unionize portions of our workforce** in the future. Unionization efforts, new collective bargaining agreements or work stoppages could materially increase our costs, reduce our net revenues or limit our flexibility. The collective bargaining agreements applicable to our employees in Brazil and Mexico expire annually. The collective bargaining agreement applicable to Nordion' s ~~Canadian~~ employees ~~located~~ in Kanata **, Canada** expires on March 31, 2024. ~~Failure to renew~~ **The process of negotiating or renegotiating** ~~the~~ **these collective bargaining** agreements ~~on similar terms~~ could ~~result in~~ **increase our labor costs or lead to** labor disruptions ~~and / or increased labor costs~~ , which could negatively affect our business and operations. Other legal obligations in the markets where we conduct business require us to contribute amounts to retirement funds and pension plans and restrict our ability to dismiss employees. Future regulations or court interpretations established in the countries in which we conduct our operations could increase our costs and materially adversely affect our business, financial condition or results of operations. Our business is subject to a variety of laws involving the cannabis industry, many of which are unsettled and still developing and which could subject us to claims or otherwise harm our business. We provide bioburden reduction irradiation services for the processing of cannabis, primarily in Canada and certain European countries. The commercial recreational cannabis industry is a relatively new industry in Canada and Canada' s Cannabis Regulations have been in effect in ~~its~~ **their** current form since only October 2018. Likewise, laws and regulations governing cannabis in European countries have evolved rapidly over recent years. In the United States, marijuana (all parts of the cannabis plant other than those parts that are exempt) ~~is~~ **presently remains** a Schedule I controlled substance under federal law. In other countries in which the cultivation and use of marijuana is legalized, most notably in Canada, our operations include irradiation services for recreational and medical marijuana. As laws in the United States, Canada, Europe and other jurisdictions evolve, our activities in these spaces may face additional regulations ~~that~~ **with which it** may be costly or burdensome to **comply** ~~be in compliance~~ . Government or private civil antitrust actions could harm our business, results of operations, financial condition and cash flows. The antitrust laws prohibit **a wide variety of** ~~, among other things, any joint~~ conduct **that unlawfully suppresses competition, such as conspiracies** among competitors ~~that would lessen competition in the marketplace~~ **not to reduce (or to " fix ") prices** . ~~We~~ **Although our Code of Conduct requires our employees to comply with the antitrust laws and we** believe that we are **doing so** ~~in compliance with the legal requirements imposed by the antitrust laws. However~~ , a governmental or private civil action alleging the improper exchange of information, ~~or~~ unlawful participation in price maintenance or other unlawful or anticompetitive activity, even if unfounded, could be costly to defend and could harm our business, prospects, financial condition or results of operations. We may have greater than anticipated tax liabilities, which could harm our business, revenue and financial results. We operate in a number of tax jurisdictions globally, including in the United States at the federal, state and local levels, and in many other countries, and we therefore are subject to review and potential audit by tax authorities in these various jurisdictions. Significant judgment is required in determining our worldwide provision for income taxes and other tax liabilities, and tax authorities may disagree with tax positions we take and challenge our tax positions. Successful unilateral or multi- jurisdictional actions by various tax authorities, including in the context of our current or future corporate operating structure and third- party and intercompany arrangements, may increase our worldwide effective tax rate, result in additional taxes or other costs or have other material consequences, which could harm our business, revenue and financial results. Our effective tax rate may also change from year to year or vary materially from our expectations based on changes or uncertainties in the mix of activities and income allocated or earned among various jurisdictions, changes in tax laws and the applicable tax rates in these jurisdictions (including future tax laws that may become material), tax treaties between countries, our eligibility for benefits under those tax treaties and the valuation of deferred tax assets and liabilities. Such changes could result in an increase in the effective tax rate applicable to all or a portion of our income, impose new limitations on deductions, credits or other tax benefits or make other changes that may adversely affect our business, cash flows or financial performance. For

example, ~~if~~ we ~~are~~ **have been** unable to fully realize the benefit of interest expense ~~incurred in future periods~~ as a result of recent tax law changes ~~(as discussed below)~~, **and** we ~~may need to recognize~~ **recognized** a valuation allowance on ~~any~~ related deferred tax assets, which ~~would impact~~ **impacted** our annual effective income tax rate. **Any** ~~On July 23, 2020, final regulations were published that exempt certain income subject to a high rate of foreign tax from inclusion under GILTI for tax years beginning after December 31, 2017. In addition, The Inflation Reduction Act of 2022 was signed into law by President Biden on August 16, 2022, which makes significant~~ changes **in** ~~to the U. S.~~ tax law **may** ~~, including the introduction of a corporate alternative minimum tax of 15 % of the " adjusted financial statement income " of certain domestic corporations, as well as a 1 % excise tax on the fair market value of stock repurchases by certain domestic corporations, effective for tax years beginning in 2023. We currently do not expect the tax- related --~~ **create** ~~provision of the Inflation Reduction Act to have a material impact on our financial results. The cumulative impact of these and other changes in tax law is uncertain~~ **uncertainty** and our business and financial condition could be adversely affected. Risks Related to Our Indebtedness and Liquidity ~~Our significant leverage could adversely affect our ability to raise additional capital to fund our operations, limit our ability to react to changes in the economy or our industry, expose us to interest rate risk to the extent the interest rate on our variable rate debt increases and prevent us from meeting our obligations under our existing and future indebtedness.~~ As of December 31, ~~2022~~ **2023**, our total indebtedness was approximately $ ~~1~~ **2**, ~~963~~ **260**. 6 million, all of which is indebtedness of Sotera Health Holdings, LLC (" SHH ") that is guaranteed by the Company and certain of our other subsidiaries. We also had an additional $ ~~147~~ **423**. ~~5~~ **8** million of unutilized capacity under our Revolving Credit Facility (as defined herein) at that date (without giving effect to $ ~~66~~ **23**. ~~0~~ **7** million of letters of credit that were outstanding). On February 23, 2023, SHH entered into the First Lien Credit Agreement (the " 2023 Credit Agreement "), which provides for, among other things, a new Term Loan B facility in an aggregate principal amount of $ 500. 0 million and bears interest, at the Company' s option, at a **variable** per annum rate equal to either (x) the Term Secured Overnight Financing Rate (" **Term** SOFR ") (as defined in the 2023 Credit Agreement) plus an applicable margin of 3. 75 % or (y) an alternative base rate (" ABR ") plus an applicable margin of 2. 75 %. The 2023 Credit Agreement is secured on a first priority basis on substantially all of our assets and is guaranteed by us and certain of our subsidiaries. Please refer to Note 10, " Long- Term Debt " and " Item 7. Management' s Discussion and Analysis of Financial Condition and Results of Operations- Liquidity and Capital Resources " for further information. Our indebtedness is variable interest rate debt. Our estimated debt service obligations for the next 12 months, which are comprised of principal and interest payments, are $ ~~120~~ **176**. ~~2~~ **6** million, based on **Term SOFR** ~~the London Interbank Offered Rate (" LIBOR ")~~ benchmark interest rate and the outstanding principal amount of indebtedness of $ ~~1~~ **2**, ~~963~~ **260**. 6 million, each as of December 31, ~~2022~~ **2023**. Debt service obligations under the 2023 Credit Agreement ~~will increase~~ **increased** our total debt service obligations from and after February 23, 2023. For the year ended December 31, ~~2022~~ **2023**, our cash flow used for debt service totaled $ ~~75~~ **176**. ~~8~~ **3** million, which was comprised ~~solely~~ of **$ 2. 5 million of principal payments on Term Loan B and** interest payments **of $ 173. 8 million** on **all of** our **outstanding** debt ~~. There were no other principal payments due on our debt obligations for the year ended December 31, 2022~~. Our high degree of leverage could have important consequences, including: • making it more difficult for us to satisfy our obligations; • increasing our vulnerability to general economic and industry conditions; • requiring a substantial portion of cash flow from operations to be used to pay off principal and interest on our indebtedness, thereby reducing our ability to use our cash flow to fund our operations, capital expenditures and future business opportunities; • exposing us to the risk of increased interest rates as our indebtedness is at variable interest rates; • restricting us from making strategic acquisitions or causing us to make non-strategic divestitures; • limiting our ability to obtain additional financing for working capital, capital expenditures, product development, debt service requirements, acquisitions, appellate litigation bonding expenses and general corporate or other purposes; • limiting our ability to adjust to changing market conditions and placing us at a disadvantage compared to our competitors that are less highly leveraged; and • causing us to pay higher rates if we need to refinance our indebtedness at a time when prevailing market interest rates are unfavorable. We and our subsidiaries may obtain substantial additional indebtedness in the future, subject to the restrictions contained in **the 2019** ~~SHH' s senior secured credit~~ **Credit** ~~facilities~~ **Agreement and the 2023 Credit Agreement** (**together** the " **Combined** Senior Secured Credit Facilities "). If new indebtedness is added to our current debt levels, the related risks that we now face could intensify. Because we are exposed to interest rate risk through our variable- rate borrowings, we have entered into and may, in the future, enter into additional interest rate swaps that involve the exchange of floating for fixed rate interest payments ~~in order~~ to reduce interest rate volatility and interest rate cap agreements. **We** ~~However, we~~ may not maintain interest rate swaps with respect to any of our variable rate indebtedness, and any swaps we enter into may not fully mitigate our interest rate risk ~~. Further, current interest rates are relatively low~~. If interest rates increase, our debt service obligations on any variable rate indebtedness will increase even if the amount borrowed remains the same, and our earnings and cash flows, including cash available for servicing our indebtedness, will correspondingly decrease. Based on our indebtedness outstanding as of ~~February 28~~ **December 31**, 2023 and the interest rate under our Term Loans that was in effect on ~~February 28~~ **December 31**, 2023, a 1 % increase in the ~~LIBOR and~~ Term SOFR benchmark interest rates would result in an increase of approximately $ ~~12~~ **8**. 6 million in total annual interest expense under our outstanding debt obligations. Refer to Note 10, " Long- Term Debt " to our consolidated financial statements. Our debt agreements contain restrictions that limit our flexibility in operating our business. The **Combined** Senior Secured Credit Facilities contain various covenants that limit our ability to engage in specified types of transactions. These covenants limit our ability and our restricted subsidiaries' ability to, among other things: • incur additional indebtedness or issue certain shares of preferred stock; • pay dividends on, repurchase or make distributions in respect of our capital stock or make other restricted payments; • make certain investments and acquisitions; • sell or transfer assets; • grant liens on our assets; • consolidate, merge, sell or otherwise dispose of all or substantially all of our assets; and • enter into certain transactions with our affiliates. In addition, under certain circumstances we are required to satisfy and maintain specified financial ratios and other financial condition tests under certain covenants in our **Combined** Senior Secured Credit Facilities. See Item 7, " Management' s Discussion and Analysis of Financial Condition and

Results of Operations — Liquidity and Capital Resources. ” Our ability to meet those financial ratios and tests can be affected by events beyond our control, including prevailing economic, financial market and industry conditions, and we cannot give assurance that we will be able to satisfy such ratios and tests when required. A breach of any of these covenants could result in a default under each of our **Combined** Senior Secured Credit Facilities. Upon the occurrence of an event of default, the lenders could elect to declare all amounts outstanding under the **Combined** Senior Secured Credit Facilities immediately due and payable and terminate all commitments to extend further credit. If we were unable to repay those amounts, the lenders under the **Combined** Senior Secured Credit Facilities could foreclose on the collateral granted to them to secure each such indebtedness. We have pledged substantially all of our assets as collateral under the **Combined** Senior Secured Credit Facilities. Our cash flows may not be sufficient to service our indebtedness, and if we are unable to satisfy our obligations under our indebtedness, we may be required to seek other financing alternatives, which may not be successful. Our ability to make timely payments of principal and interest on our debt obligations, including our obligations under the **Combined** Senior Secured Credit Facilities, depends on our ability to generate positive cash flows from operations, which is subject to general economic conditions, competitive pressures and certain financial, business and other factors beyond our control. If our cash flows and capital resources are insufficient to make these payments, we may be required to seek additional financing sources, reduce or delay capital expenditures, sell assets or operations or refinance our indebtedness. These actions could have a material adverse effect on our business, financial conditions and results of operations. In addition, we may not be able to take any of these actions, and even if successful, these actions may not permit us to meet our scheduled debt service obligations. Our ability to restructure or refinance our existing indebtedness will depend on, among other things, the condition of the capital markets and our financial condition at the time. We may not be able to restructure or refinance any of our indebtedness on commercially reasonable terms or at all. If we cannot make scheduled payments on our debt, we will be in default and the outstanding principal and interest on our debt could be declared to be due and payable, in which case we could be forced into bankruptcy or liquidation or required to substantially restructure or alter our business operations or debt obligations. A lowering or withdrawal of the ratings assigned to our debt by rating agencies may increase our future borrowing costs and reduce our access to capital. Any rating assigned to our debt by a rating agency could be lowered or withdrawn entirely if, in that rating agency’ s judgment, future circumstances relating to the basis of the rating, such as adverse changes to our ability to service our debt obligations or our general financial condition, so warrant. Any future lowering of our ratings likely would make it more difficult or more expensive for us to obtain additional debt financing. Additionally, we enter into various forms of hedging arrangements against currency, interest rates or commodity price fluctuations. Financial strength and credit ratings are also important to the availability and pricing of any hedging activities we decide to undertake, and a downgrade of our credit ratings may make it more costly for us to engage in these activities. ~~LIBOR~~ **Term SOFR** and certain other interest “ benchmarks ” are subject to regulatory guidance and reform that will cause interest rates under our current or future debt agreements to perform differently than in the past or could cause other unanticipated consequences. Because our **Combined** Senior Secured Credit Facilities bear interest at variable interest rates, based on the ~~LIBOR~~ **Term SOFR** and certain other benchmarks, fluctuations in interest rates could have a material effect on our business. We currently utilize, and may in the future utilize, derivative financial instruments such as interest rate swaps or interest rate caps to hedge some of our exposure to interest rate fluctuations, but such instruments may not be effective in reducing our exposure to interest fluctuations, and we may discontinue utilizing them at any time. As a result, we may incur higher interest costs if interest rates increase. These higher interest costs could have a material adverse impact on our financial condition and the levels of cash we maintain for working capital. ~~In addition, LIBOR and certain other interest “ benchmarks ” are subject to regulatory guidance and reform that will cause interest rates under our current or future debt agreements to perform differently than in the past or cause other unanticipated consequences. In March 2021, the United Kingdom’ s Financial Conduct Authority (the “ FCA ”), which regulates LIBOR, confirmed that publication of all of the LIBOR settings for Euro, Sterling and Swiss Franc and some of the LIBOR settings for Japanese Yen and U. S. dollars would cease beginning January 2022 and the remainder of the LIBOR settings for U. S. dollars will cease in June 2023. To identify a successor rate for LIBOR, financial regulators in various countries, including the United States, the United Kingdom, the European Union and Switzerland, have formed working groups with the aim of recommending alternatives to LIBOR denominated in their local currencies. Some of the financial regulators have identified the SOFR as their preferred alternative rate for LIBOR. SOFR is observed and backward- looking, which stands in contrast with LIBOR under the current methodology, which is an estimated forward- looking rate and relies, to some degree, on the expert judgment of submitting panel members. Given that SOFR is a secured rate backed by government securities, it will be a rate that does not take into account bank credit risk (as is the case with LIBOR). Although certain financial regulators have indicated their preference for SOFR as the preferred replacement rate for LIBOR, it is unclear if other benchmarks may emerge or if other rates will be adopted. Even if the financial instruments transition to using SOFR or another alternative benchmark successfully, the new benchmarks are likely to differ from LIBOR, as the alternative benchmark rate will likely be calculated differently. Borrowings under our revolving credit and term loan facilities are at variable interest rates based on LIBOR. Although our Senior Secured Credit Facilities include mechanics to facilitate the adoption by us and our lenders of an alternative benchmark rate in place of LIBOR, no assurance can be made that such alternative rate will perform in a manner similar to LIBOR and may result in interest rates that are higher or lower than those that would have resulted had LIBOR remained in effect. A change from LIBOR to SOFR or any of the other proposed alternative reference rates could result in interest obligations that are more than or that do not otherwise correlate over time with the payments that would have been made on this debt if U. S. dollar LIBOR had remained available in its prior form. Any of these proposals or consequences could have a material adverse effect on our financing costs. We have elected to apply the optional expedients for the assessment of hedge effectiveness to cash flow hedges affected by reference rate reform pursuant to Accounting Standards Codification (“ ASC ”) Topic 848, Reference Rate Reform. When applying this guidance, the phaseout of LIBOR is not expected to adversely affect our assessment of hedge effectiveness or measurement of ineffectiveness for~~

~~accounting purposes.~~ Sotera Health Holdings, LLC is a holding company, and therefore its ability to make any required payment on our credit agreements depends upon the ability of its subsidiaries to pay it dividends or to advance it funds. SHH, the borrower under our **Combined** Senior Secured Credit Facilities, has no direct operations and no significant assets other than the equity interests of its subsidiaries. Because it conducts its operations through its operating subsidiaries, SHH depends on those entities to generate the funds necessary to meet its financial obligations, including its required obligations under our **Combined** Senior Secured Credit Facilities. The ability of our subsidiaries to make transfers and other distributions to SHH will be subject to, among other things, the terms of any debt instruments of such subsidiaries then in effect and applicable law. If transfers or other distributions from our subsidiaries to SHH were eliminated, delayed, reduced or otherwise impaired, our ability to make payments on the obligations under our credit agreements would be substantially impaired. Risks Related to Ownership of Our Common Stock The market and trading volume of our common stock may be volatile, and you could lose all or part of your investment. The market price of our common stock may fluctuate or decline significantly in the future. Some of the factors that could negatively affect our share price or result in fluctuations in the price or trading volume of our common stock include those listed in the related Risk Factor " — Risks Related to the Company, " " — Risks Related to Our Indebtedness and Liquidity " and the following, some of which are beyond our control: • volatility or economic downturns in the markets in which we, our suppliers or our customers are located caused by pandemics, including the COVID- 19 pandemic, and related policies and restrictions undertaken to contain the spread of such pandemics or potential pandemics; • developments in our litigation matters and governmental investigations or additional significant lawsuits or governmental investigations relating to our services or facilities, including our susceptibility as a publicly- traded company to enforcement proceedings and civil litigation alleging that our disclosures have not complied with federal and state securities laws and regulations; • regulatory or legal developments in the jurisdictions in which we operate; • adverse publicity about us or the industries in which we participate; • variations in our quarterly or annual results of operations, or in those of our competitors or of companies in the medical device and pharmaceutical industries; • the financial projections we may provide to the public, any changes in these projections or our failure to meet these projections; • sales of our common stock by us or our stockholders in the future or the perception that such sales may occur; • publication of research reports about the industries in which we participate; • changes in analysts' estimates, investors' perceptions, recommendations by securities analysts, our failure to achieve analysts' estimates or failure of analysts to maintain coverage of us; • volatility in the trading prices and trading volumes of companies similar to us; • changes in operating performance and stock market valuations of companies in our industry; • changes in accounting principles, policies, guidance, interpretations or standards; and • general market conditions and other factors unrelated to our operating performance or the operating performance of our competitors. Certain broad market and industry factors may decrease the market price of our common stock, regardless of our actual operating performance. The stock market in general has from time to time experienced extreme price and volume fluctuations ~~, including in recent months~~. In addition, in the past, following periods of volatility in the overall market and the market price of ~~a company~~ **companies** ' ~~s~~ securities, securities class action litigation has often been instituted against these companies, and a putative class action of this kind is currently pending against us. See Note 20, " Commitments and Contingencies " to our consolidated financial statements under the heading " Stockholder Lawsuit. " **Such** ~~Litigation~~ **litigation** ~~, if instituted against us,~~ could result in substantial costs and a diversion of our management' s attention and resources. The future issuance of additional common stock in connection with our incentive plans, acquisitions or otherwise will dilute all other stockholdings. As of February ~~21~~ **20** , ~~2023~~ **2024** , we had an aggregate of 886, 109, 800 shares of common stock that are not currently reserved for issuance under our 2020 Omnibus Incentive Plan (" 2020 Plan "), as well as 3, ~~613~~ **204** , ~~901~~ **952** treasury shares. We may issue all of these shares of common stock without any action or approval by our stockholders, subject to certain exceptions. We also intend to continue to evaluate acquisition opportunities and may issue common stock in connection with these acquisitions. Any common stock issued in connection with our incentive plans, acquisitions or otherwise would dilute the percentage ownership held by the investors who own our common stock. Future offerings of debt or equity securities by us may adversely affect the market price of our common stock. In the future, we may attempt to obtain financing or to further increase our capital resources by issuing additional shares of our common stock or offering debt or other equity securities. Future acquisitions could require substantial additional capital in excess of cash from operations. We would expect to finance any future acquisitions **requiring substantial additional capital** through a combination of additional issuances of equity, corporate indebtedness, asset- backed acquisition financing and / or cash from operations. Issuing additional shares of our common stock or other equity securities or securities convertible into equity may dilute the economic and voting rights of our existing stockholders or reduce the market price of our common stock or both. Upon liquidation, holders of such debt securities and preferred shares, if issued, and lenders with respect to other borrowings would receive a distribution of our available assets prior to the holders of our common stock. Debt securities convertible into equity could be subject to adjustments in the conversion ratio pursuant to which certain events may increase the number of equity securities issuable upon conversion. Preferred shares, if issued, could have a preference with respect to liquidating distributions or a preference with respect to dividend payments that could limit our ability to pay dividends to the holders of our common stock. Our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, which may adversely affect the amount, timing or nature of our future offerings. Thus, holders of our common stock bear the risk that our future offerings may reduce the market price of our common stock and dilute their stockholdings in us. A sale of a substantial number of shares of our common stock, or the perception that such sales might occur, may cause the price of our common stock to decline. Future sales of substantial amounts of our common stock in the public market, or the perception that such sales might occur, could cause the trading price of our common stock to decline. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate. In connection with our initial public offering (" IPO "), we entered into a stockholders' agreement with certain holders of our common stock, including investment funds and entities affiliated with either Warburg Pincus or GTCR

and members of our management team, which we refer to as the " Stockholders' Agreement. " Under the Stockholders' Agreement, individual stockholders who were members of our management before the IPO, and other persons related to these individuals, are subject to contractual restrictions on transfer of shares of our common stock **until November 19, 2026** . ~~Those~~ **These** restrictions apply to approximately 26, ~~435~~ **130** , ~~185~~ **422** shares as of February ~~21~~ **20** , ~~2023~~ **2024** , but may be waived at any time by a majority of the members of the leadership development and compensation committee of the board of directors. **As** ~~Further, as~~ of February ~~21~~ **20** , ~~2023~~ **2024** , the Sponsors own approximately 62. ~~2~~ **1** % of our outstanding common stock and have rights to require us to file registration statements covering their shares. The Sponsors and certain other stockholders could also require us to include their shares in registration statements that we may file for ourselves or our stockholders. Additionally, the Sponsors and our officers and directors may sell shares into the public markets in accordance with the requirements of Rule 144 under the Securities Act. Any sales of securities by any of our stockholders described above could have a material adverse effect on the market price of our common stock. In the future, we may also issue securities in connection with investments or acquisitions. In particular, the number of shares of our common stock issued in connection with an investment or acquisition could constitute a material portion of our then- outstanding shares of our common stock. Any such issuance of additional securities in the future may result in additional dilution to you or may adversely impact the price of our common stock. Although we do not currently rely on the " controlled company " exemption, we are a " controlled company " within the meaning of the Nasdaq corporate governance standards and qualify for exemptions from certain corporate governance requirements. Because the Sponsors own a majority of our outstanding common stock, we are presently a " controlled company " as that term is set forth in the Nasdaq corporate governance standards. Under these rules, a company of which more than 50 % of the voting power is held by another person or group of persons acting together is a " controlled company " and may elect not to comply with certain corporate governance requirements, including: • the requirement that a majority of our board of directors consist of independent directors; • the requirement that our director nominations be made, or recommended to the full board of directors, by our independent directors or by a nominations committee that is comprised entirely of independent directors with a written charter addressing the committee' s purpose and responsibilities; • the requirement that our compensation committee be composed entirely of independent directors with a written charter addressing the committee' s purpose and responsibilities; and • the requirement that we conduct an annual performance evaluation of the nominating and corporate governance and compensation committees. Although we presently qualify as a " controlled company, " we are not currently relying on this exemption and intend to continue to comply fully with all corporate governance requirements for non- controlled companies under the Nasdaq corporate governance standards. **If** ~~However, if~~ we were to elect at some point in the future to utilize some or all of these exemptions **, however** , our stockholders may not have the same protections afforded to stockholders of companies that are subject to all of the Nasdaq corporate governance requirements and investors' perceptions of our corporate governance could be adversely affected by the Sponsors' significant ownership interest. If the ownership of our common stock continues to be highly concentrated, it may prevent minority stockholders from influencing significant corporate decisions and may result in conflicts of interest. As of February ~~21~~ **20** , ~~2023~~ **2024** , the Sponsors own approximately 62. ~~2~~ **1** % of our outstanding common stock and retain the right to designate over a majority of our directors. As a result, the Sponsors own shares sufficient for the majority vote over all matters requiring a stockholder vote. Our Stockholders' Agreement contains agreements ~~among the parties~~ with respect to certain **other** matters, including the election of directors; mergers, consolidations and acquisitions; the sale of all or substantially all of our assets and other decisions affecting our capital structure; the amendment of our amended and restated certificate of incorporation and our amended and restated bylaws; the termination of our chief executive officer or designation of a new chief executive officer; changes in the composition of committees of our board of directors; entry into or changes to certain compensation agreements; and the issuance of additional shares of our common stock. This concentration of ownership, together with the Sponsors' rights under our Stockholders' Agreement, may delay, deter or prevent acts that would be favored by our other stockholders. The interests of the Sponsors may not always coincide with our interests or the interests of our other stockholders. For example, because the Sponsors purchased their shares at prices substantially below the price at which shares were sold to the public in our IPO and have held their shares for a longer period, they may be more interested in selling our Company to an acquirer than other investors or may want us to pursue strategies that deviate from the interests of other stockholders. In addition, under the Stockholders' Agreement we have agreed, subject to certain exceptions, to indemnify the Sponsors, and various affiliated persons and indirect equity holders of the Sponsors **,** from ~~certain~~ losses arising out of any threatened or actual litigation by reason of the fact that the indemnified ~~persons~~ **person** is or was a holder of our common stock or of equity interests in Sotera Health Company. Public stockholders will not benefit from this indemnification provision. This concentration of ownership, together with the Sponsors' rights under our Stockholders' Agreement, may also have the effect of delaying, preventing or deterring a change in control. As a result, the market price of our common stock could decline or stockholders might not receive a premium over the then- current market price of our common stock upon a change in control. In addition, this concentration of ownership, together with the Sponsors' rights under our Stockholders' Agreement, may adversely affect the trading price of our common stock because investors may perceive disadvantages in owning shares in a company with significant stockholders with correspondingly significant voting rights. Certain of our stockholders have the right to engage or invest in the same or similar businesses as us. The Sponsors have other investments and business activities in addition to their ownership of us. The Sponsors have the right, and have no duty to abstain from exercising such right, to engage or invest in the same or similar businesses as us, do business with any of our customers or suppliers or employ or otherwise engage any of our officers, directors or employees. If the Sponsors or any of their officers, directors or employees acquire knowledge of a potential transaction that could be a corporate opportunity, they have no duty, to the fullest extent permitted by law, to offer such corporate opportunity to us, our stockholders or our affiliates. This right could adversely impact our business, prospects, financial condition or results of operations if attractive business opportunities are procured by the Sponsors or another party for their own benefit rather than for ours. In the event that any of our directors ~~and officers~~ who is also a director, officer

or employee of any Sponsor acquires knowledge of a corporate opportunity or is offered a corporate opportunity, such person is deemed to have fully satisfied such person' s fiduciary duties owed to us and is not liable to us, to the fullest extent permitted by law, if such Sponsor pursues or acquires the corporate opportunity or does not present the corporate opportunity to us, provided that this knowledge was not acquired solely in such person' s capacity as our director ~~or officer~~ and such person acts in good faith. Anti- takeover provisions in our amended and restated certificate of incorporation, amended and restated bylaws and our Stockholders' Agreement, as well as Delaware law, could discourage a change in control of our company or a change in our management. Our amended and restated certificate of incorporation and amended and restated bylaws, our Stockholders' Agreement and Delaware law contain provisions that might discourage, delay or prevent a merger, acquisition, or other change in control that stockholders may consider favorable, including transactions in which our stockholders might otherwise receive a premium for shares of our common stock. These provisions may also prevent or frustrate attempts by our stockholders to replace or remove our management. These provisions include: • limiting the liability of, and providing indemnification to, our directors and officers; • establishing a classified board of directors with three- year staggered terms, which could delay the ability of stockholders to change the membership of a majority of our board of directors; • providing that directors may be removed only for cause by the affirmative vote of the holders of at least 75 % of the voting power of our outstanding common stock; provided that so long as investment funds and entities affiliated with either Warburg Pincus or GTCR, collectively, hold at least 50 % of the outstanding shares of our common stock, a director designated by investment funds and entities affiliated with either Warburg Pincus or GTCR, respectively, may be removed with or without cause by the affirmative vote of the holders of at least a majority of the votes that all the stockholders would be entitled to cast in any annual election of directors or class of directors and with the consent of Warburg Pincus or GTCR, respectively; • limiting the determination of the number of directors on our board of directors and the filling of vacancies or newly created seats on the board to our board of directors then in office; provided that for so long as investment funds and entities affiliated with either Warburg Pincus or GTCR have the right to designate at least one director for election to our board of directors, (i) any vacancies will be filled in accordance with the designation provisions set forth in the Stockholders' Agreement and (ii) the number of directors shall not exceed eleven without the consent of Warburg Pincus or GTCR; • advance notice requirements applicable to stockholders for matters to be brought before a meeting of stockholders and requirements as to the form and content of a stockholders' notice; provided that no advance notice shall be required for nominations of candidates for election to our board of directors pursuant to the Stockholders' Agreement; • requiring the affirmative vote of at least 66 2 / 3 % of the voting power of our outstanding common stock to amend certain provisions of our amended and restated certificate of incorporation and amended and restated bylaws; provided that so long as investment funds and entities affiliated with either Warburg Pincus or GTCR, collectively, hold at least a majority of our outstanding capital stock, only a majority stockholder vote requirement would apply to such matters; • providing that for so long as investment funds and entities affiliated with either Warburg Pincus or GTCR have the right (individually) to designate at least three directors for election to our board of directors, certain board approvals, including amendments to our amended and restated certificate of incorporation or amended and restated bylaws and certain specified corporate transactions, including certain acquisitions, mergers, other business combination transactions and dispositions, may be effected only with the affirmative vote of 75 % of our board of directors, in addition to any other vote required by applicable law; • providing that for so long as investment funds and entities affiliated with Warburg Pincus have the right to designate at least one director for election to our board of directors and for so long as investment funds and entities affiliated with GTCR have the right to designate one director for election to our board of directors, in each case, a quorum of our board of directors (and committees of the board of directors on which a director designated by Warburg Pincus or GTCR will serve) will not exist without at least one director designee of each of Warburg Pincus and GTCR present at such meeting; provided that if a meeting of our board of directors (or a committee of the board of directors) fails to achieve a quorum due to the absence of a director designee of Warburg Pincus or GTCR, as applicable, the presence of a director designee of Warburg Pincus or GTCR, as applicable, will not be required in order for a quorum to exist at the next duly noticed meeting of our board of directors (or a committee thereof); • the right to issue blank check preferred stock without stockholder approval, which could be used to dilute the stock ownership of a potential hostile acquirer or adopt a stockholder rights plan; • a requirement that our stockholders may only take action at annual or special meetings of our stockholders and may not act by written consent; provided that, for so long as investment funds and entities affiliated with either Warburg Pincus or GTCR, collectively, beneficially own a majority of our outstanding capital stock, a meeting and vote of stockholders may be dispensed with, and the action may be taken without prior notice and without such meeting and vote if a written consent is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at the meeting of stockholders; • limiting the ability of stockholders to call and bring business before special meetings; provided that for so long as investment funds and entities affiliated with either Warburg Pincus or GTCR, collectively, beneficially own a majority of our outstanding capital stock, special meetings of our stockholders may be called by the affirmative vote of the holders of a majority of our outstanding voting stock; and • limiting the forum to the Delaware Court of Chancery or Federal Court for certain types of actions and proceedings that may be initiated against us by stockholders. In addition, our amended and restated certificate of incorporation contains a provision that provides us with protections similar to Section 203 of the Delaware General Corporation Law (" DGCL "), and prevents us from engaging in a business combination with a person (excluding the Sponsors and any of their respective direct or indirect transferees and any group as to which such persons are a party) who acquires at least 15 % of our common stock for a period of three years from the date such person acquired such common stock, unless board or stockholder approval is obtained prior to the acquisition. These provisions might discourage, delay or prevent a change in control of our company or a change in our management. For example, because investment funds and entities affiliated with either Warburg Pincus or GTCR together own a majority of the voting power of our common stock, they could prevent a third party from acquiring us, even if the third party' s offer may be considered beneficial by many of our stockholders. The existence of these provisions could

adversely affect the voting power of holders of common stock and limit the price that investors might be willing to pay in the future for shares of our common stock. Our amended and restated certificate of incorporation designates specific courts as the exclusive forum for certain litigation that may be initiated by our stockholders, which could limit our stockholders' abilities to obtain a favorable judicial forum for disputes with us or our directors, officers or employees. Our amended and restated certificate of incorporation provides that, unless we consent in writing to the selection of an alternative forum, the sole and exclusive forum, to the fullest extent permitted by law, for (1) any derivative action or proceeding brought on our behalf, (2) any action asserting a claim of breach of a fiduciary duty owed by any of our current or former directors, officers or other employees or stockholders to us or our stockholders, (3) any action asserting a claim against us or any of our directors or officers or other employees or stockholders arising pursuant to, any action to interpret, apply, enforce any right, obligation or remedy under, any provision of the DGCL our amended and restated certificate of incorporation or amended and restated bylaws, (4) any action asserting a claim that is governed by the internal affairs doctrine, or (5) any other action asserting an " internal corporate claim " under the DGCL shall be the Court of Chancery of the State of Delaware (or any state or federal court located within the State of Delaware if the Court of Chancery does not have jurisdiction) (the " Delaware Forum Provision "). Notwithstanding the foregoing, our amended and restated certificate of incorporation provides that the Delaware Forum Provision will not apply to suits brought to enforce a duty or liability created by the Exchange Act. Section 27 of the Exchange Act creates exclusive federal jurisdiction over all suits brought to enforce any duty or liability created by the Exchange Act or the rules and regulations thereunder. Our amended and restated certificate of incorporation further provides that unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States of America shall, to the fullest extent permitted by law, be the sole and exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act (the " Federal Forum Provision "). The Delaware Forum Provision and the Federal Forum Provision may limit a stockholder' s ability to bring a claim in a judicial forum that ~~it finds~~ **the stockholder believes might be** favorable for disputes with us or our directors, officers or other employees, which may discourage lawsuits against us and our directors, officers and other employees. Alternatively, if a court were to find the Delaware Forum Provision or the Federal Forum Provision to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our business, financial condition or results of operations. Any person or entity purchasing or otherwise acquiring any interest in our shares of capital stock shall be deemed to have notice of and consented to the Delaware Forum Provision and the Federal Forum Provision, but will not be deemed to have waived our compliance with the federal securities laws and the rules and regulations thereunder. We do not anticipate paying any dividends on our common stock in the foreseeable future, and, consequently, stockholders' ability to achieve a return on their investment will depend on appreciation in the price of our common stock. We do not expect to declare or pay dividends on our common stock in the foreseeable future. We currently expect to use any cash flow generated by operations to pay for our operations, repay existing indebtedness and grow our business. Any decisions to declare and pay dividends in the future will be made at the discretion of our board of directors and will depend on, among other things, our results of operations, financial condition, cash requirements, contractual restrictions, restrictions imposed by applicable law and other factors that our board of directors may deem relevant. Our ability to pay dividends on our common stock is limited by the terms of the **Combined** Senior Secured Credit Facilities. As a result, capital appreciation, if any, of our common stock will be the sole source of potential gain for the foreseeable future, and stockholders will have to sell some or all of their common stock holdings to generate cash flow from their investment.