



# Global Code of Conduct

*Living our values every day*



## Our Vision

At Sotera Health, our vision is to be the leading provider of mission-critical solutions to improve global health.

In fulfilling our vision, all of our actions are driven by our Company Values each and every day.

## Our Values



**PEOPLE:** We value our people who are part of a global team that is diverse, respectful, passionate and collaborative.



**CUSTOMER FOCUS:** We are driven to fulfill our customers' needs with the highest quality and care.



**INTEGRITY:** We are honest, reliable and accountable in everything we do.



**SAFETY:** We are uncompromising in our commitment to health and well-being.



**EXCELLENCE:** We exceed the expectations of our stakeholders and continue to improve and innovate in everything we do.

## A Message from Michael Petras, Chairman and CEO:

At Sotera Health, our vision is to be the leading provider of mission-critical solutions to improve global health. We value each of you as members of the Sotera Health team not only because you are highly skilled in what you do for our Company, but also because you have demonstrated values that will contribute to our strong reputation – ensuring that Sotera Health is the most trusted name in the industry.

Maintaining this trust is critical to fulfilling our vision and requires each of us to act consistently with our Company Values of People, Customer Focus, Integrity, Safety and Excellence.

We are proud to share our Global Code of Conduct with you, which outlines the principles under which we conduct business. Our Company is committed to operating with the highest level of ethical standards, delivering on our promises and protecting our assets and reputation in a rapidly changing global environment. This Code is the embodiment of that commitment.

The following pages provide information in many different areas, but the message is always the same: each employee, officer and director is expected to comply with both the spirit and the letter of the Code.

Please take the time to read, understand and refer back to this Code on a regular basis. Consider how it applies to your work and how your actions and decisions affect others. The Code is available on the intranet of your business unit along with resources to guide how to report concerns about suspected violations of the Code, company policy or the law.

Thank you for your commitment to the Sotera Health Global Code of Conduct. Your leadership and vigilance help protect our Company's assets and reputation and contribute to our ongoing success.

Sincerely,

A handwritten signature in black ink, appearing to read "Michael B. Petras, Jr.", with a stylized flourish at the end.

Michael B. Petras, Jr.  
Chairman and CEO

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This Global Code of Conduct is not an employment contract and does not create contractual rights. This Code replaces the Sterigenics International Code of Conduct, the Nordion Global Business Practice Standards, and Nelson Laboratories Code of Conduct Policy. This Code is intended to supplement and not to replace other existing Sterigenics, Nordion or Nelson Labs policies and procedures.

## ▶ Introduction





## Purpose

The Purpose of this Global Code of Conduct (“Code”) is to set out the principles that govern the global business activities and conduct of Sotera Health and its subsidiaries (collectively referred to as “Sotera Health” or the “Company”). Sotera Health is committed to the highest standards of business ethics, integrity and compliance with the laws governing its global business operations.

## Scope

This Code applies globally to all Company directors, officers and employees. Sotera Health requires that its directors, officers and employees participate in regular training on this Code and certify their understanding of and compliance with the principles of this Code and related Company policies and procedures. This Code is not intended to cover every issue or situation an employee, officer or director may encounter at the Company. Instead, this Code contains the principles upon which sound and ethical business decisions must be made and implemented. This Code is not intended to and does not create any legal rights for any customer, supplier, competitor, stockholder or any other person or entity.

Each of our business units is required to follow industry-specific standards and regulatory obligations. These standards and regulations continue to apply and are complementary to the principles under this Code. For example, the Nelson Labs Technical Consulting Code of Ethics will continue to apply to Nelson Labs in addition to the requirements under this Code.

In addition, Sotera Health business units may enter into agreements either directly with a government- or state-owned agency or with a prime contractor of a government- or state-owned agency of the United States, or have other dealings with U.S. government officials. Sotera Health is implementing a separate U.S. Government Code of Business Ethics and Conduct (“U.S. Government Code of Ethics”) which governs business with the United States government at the federal, state and local level, including government-funded entities. To the extent there is any conflict between this Code and the U.S. Government Code of Ethics, the U.S. Government Code of Ethics will govern when it is applicable. The U.S. Government Code of Ethics is posted on the Company’s intranet sites. If you interact directly with any U.S. government- or state-owned agency, prime contractor or high-level subcontractor or have involvement with an agreement that contains U.S. Government contracting requirements, you must read and understand the U.S. Government Code of Ethics as well as this Code.

In this Code, “Executive Management” means our Company CEO and members of the Corporate Executive Council. “Senior Management” means Executive Management, corporate heads of functional departments and the Vice Presidents of the Company’s business units. “Executive Officers” means Company officers that are “executive officers” within the meaning of Section 16 under the Securities Exchange Act of 1934, as amended.

This Policy does not apply to Warburg Pincus Private Equity XI, L.P., Warburg Pincus XI Partners, L.P., WP XI Partners, L.P., Bull Co-Invest L.P., Warburg Pincus Private Equity XI-B, L.P., Warburg Pincus Private Equity XI-C, L.P., GTCR Fund XI/A LP, GTCR Fund XI/C LP, GTCR Co-Invest XI LP (each, a “Sponsor”) or their respective affiliated entities or employees. It also does not preclude any director designated by a Sponsor, pursuant to the Stockholders’ Agreement between the Sponsors and the Company (the “Stockholders’ Agreement”), from taking any action or making any decision, subject to applicable law, in the context of that director’s ordinary course duties or responsibilities to such Sponsor, if any. The Company understands the Sponsors’ will apply their own policies and procedures, as they may be in effect from time to time, pertaining to confidential information to any information disclosed to the Sponsors as described in the immediately preceding sentence.

## Stay True to Our Values: People, Customer Focus, Integrity, Safety and Excellence

Our Values are critical to all of our actions at Sotera Health. As we do our jobs each and every day, in making decisions and in everything we do, we should take into account our Values, this Code and applicable laws.

## An Integral Component of Our Jobs

Conducting Company business with honesty and high ethical standards, in compliance with applicable law and consistent with our Values, is essential to our success. If you fail to meet the standards of business conduct described in this Code, you may be subject to discipline, corrective actions or, in some circumstances, termination. The appropriate members of management will determine the actions to be taken in the event of violations of the Code.

## Various Laws May Apply

Sotera Health has its roots in the United States and conducts business around the world. Our employee base includes citizens of many different countries, and our operations are equally subject to the practices and laws of many countries. Certain laws of the United States and some other countries apply across borders, extending to Sotera Health operations throughout the world. In some instances, there may be a conflict between the applicable laws of two or more countries. When you encounter such a conflict or when you have any questions about what requirements apply to you, consult the Legal Department for guidance.

## Accessibility

The Company shall, at all times, make available on its website the most current version of this Global Code of Conduct.



- ▶ Asking Questions and Voicing Concerns



## Responsibility to Understand This Code

It is your responsibility to have an understanding of this Code and the policies and procedures that apply to your job. Questions are encouraged. Ask your manager, the Legal Department or Human Resources for guidance if you have a question or find yourself in a position which may compromise or violate the principles of this Code.

## Responsibility to Foster a Culture of Compliance

At Sotera Health, we are all leaders. As leaders, we all have the responsibility to foster a culture of compliance, fairness, honesty and accountability. Leaders in our Company are expected to lead by example, in words and actions, reinforcing the importance of ethical behavior and compliance, and creating an environment in which each of us is comfortable asking questions and raising issues. Leaders must ensure that it is never acceptable to achieve business results at the expense of our Values, ethical conduct or compliance with this Code. Each manager and supervisor should openly support inquiries with respect to the application of this Code. Employees are expected to cooperate fully if asked to take part in any inquiry.

**Retaliation or taking adverse action against anyone for raising a genuine concern about compliance with this Code, law or policies, or for helping to resolve an integrity concern, is a violation of this Code. This means you will not be disciplined, lose your job or suffer any other negative consequences for voicing concerns or asking questions about the Company's legal or ethical obligations as long as you are acting in good faith. Acts of retaliation should be reported immediately to your manager, an Ethics Representative or the Company's Global Ethics Line. In addition, unauthorized disclosure of an investigation or an individual identified in an investigation is a violation of this Code.**

## Responsibility to Report a Concern

One of the most important responsibilities each of us has is the obligation to raise a concern about a suspected or actual violation of this Code or unethical or illegal conduct. Even the appearance of impropriety could be very damaging to the Company. Being silent and not reporting the concern could bring serious harm to Sotera Health, loss of confidence in the Company by customers or other stakeholders, fines and other penalties against the Company and fines or prison sentences for individual employees, officers or directors. The information and diagram below outline the different avenues that are available to you in reporting a concern.



As a first step, you should speak with **your immediate manager or supervisor** for assistance in addressing any concerns. If you prefer not to go to your manager or supervisor, feel free to discuss your concerns with the **Legal Department, Human Resources or any member of the Senior Management team**. Concerns about accounting, internal accounting controls, auditing matters or other financial concerns can also be reported by contacting the Sotera Health **Corporate Controller** or the **Chief Financial Officer**. You may also file a report with the Company-designated **Ethics Representatives** (i.e., the Sotera Health General Counsel and the Chief Human Resources Officer, together the “Ethics Representatives”) or through the **Global Ethics Line**. Details on how to submit a report are in Appendix A.

If you have any concern or become aware of a potential violation involving fraud, conflict of interest, bribery, kickbacks or false claims, you must report these to the Legal Department, the Ethics Representatives or, where applicable, through the Global Ethics Line. Please contact the General Counsel if you have any questions.

**For Additional Guidance:** If you have a question about business practices or a concern about a suspected violation, there are a number of different resources you can go to for advice. The diagram above and the attached Appendix A outline various options. Please feel free to go to the resource with which you are most comfortable.

## Global Ethics Line

The Global Ethics Line is one of the ways to report a concern or obtain information or advice anonymously, to the extent permitted by law. The Global Ethics Line is operated by specially trained representatives who work for a third-party service provider (NAVEX Global, Inc.) and are independent of Sotera Health. The Global Ethics Line representatives will listen to your concerns, ask questions and review the information provided. They will share the information with our Company’s Ethics Representatives who will review the question or concern. The caller can arrange to communicate directly with an Ethics Representative through the Global Ethics Line service provider. Confidentiality will be maintained to the extent possible in light of applicable legal requirements. The scope and anonymity of reports that can be taken by the Global Ethics Line may be restricted by law in some jurisdictions. These restrictions are described in our FAQs available on the Global Ethics Line website at [www.soterahealth.ethicspoint.com](http://www.soterahealth.ethicspoint.com). **Please see Appendix A to this Code for the Global Ethics Line contact information specific to your region.** In addition, the Sotera Health Whistleblower Policy (or the Sotera Health EU Global Ethics Line Privacy Policy in Europe), available on the Company’s intranet sites, provides further information and procedures regarding concerns related to accounting, internal accounting controls and auditing matters, and where permissible by law, violations of this Code, laws and regulations.

## Investigations

Suspected issues and reported possible Code violations will be investigated promptly and with the highest degree of confidentiality and anonymity that is possible under the specific circumstances and as permissible by local law. If the investigation indicates that a violation of this Code may have occurred, the Company will take appropriate action.

## Ethics and Policy Information on Company Intranet Sites

The Company's intranet sites contain further information on the policies and principles embodied in this Code. This includes references to more detailed policy documents, references to other sites with related information, and "Questions and Answers" that address situations or concerns that frequently arise. See examples below:

**Question:** *I am being asked to do something I am uncomfortable with. What should I do?*

**Answer:** *You do not need to get involved in anything that makes you uncomfortable. Contact one of the resources identified in the diagram above to discuss the issue and come to a resolution.*

**Question:** *If I do raise a business practice issue, will I get in trouble?*

**Answer:** *No. You will not be reprimanded for raising a genuine concern. You have an obligation to question situations that you believe could violate the Code, any policy or a legal requirement, and we expect you to do so.*

## Waivers

The Company may waive application of the principles set forth in this Code only where circumstances warrant granting a waiver based on the best interests of the Company. Any waiver pertaining to an employee must be approved by the General Counsel. Waivers of the Code for members of the Board of Directors and Executive Management (including Executive Officers) may be made only by those members of the Board of Directors not involved in the proposed waiver. "Board of Directors" means the governance board of directors of Sotera Health Company.

## ▶ Personal Integrity



## Standard of Conduct

Sotera Health conducts all of its activities in an ethical manner, with integrity, trust, respect and fair dealing. These standards should govern our conduct in every decision we make which affects the Company. Regardless of the pressures involved in conducting business, it is our duty to act responsibly and with integrity, meeting the highest standards of professional conduct. This means that we must avoid even the appearance of impropriety in carrying out Company business.

## Commitment to Integrity

Compliance is everyone's responsibility. Sotera Health employees are each personally accountable for achieving their goals with integrity and in compliance with all applicable laws and policies. Unless otherwise prohibited by local law, we require all employees to acknowledge their commitment to comply with this Code and all Company policies.

## Conflicts of Interest

Sotera Health respects the right of all employees to engage in personal activities outside of work. As Company employees, each of us has the responsibility to avoid activities that conflict or appear to conflict with our job responsibilities or the interests of Sotera Health. A conflict of interest arises when an employee has a personal interest, such as a financial interest or loyalty, that is or could be inconsistent with the Company's interests or influences decision-making on Company activities. Any employee activity or transaction which may present a conflict of interest (or even the appearance of a conflict) must be avoided. Actual or potential conflicts of interest must be discussed with Senior Management (who must be more senior than the parties involved) and the Legal Department. Any waiver of a possible conflict must be approved by the Legal Department and documented, and in some cases approved by the Board of Directors. Any waivers provided by management prior to the implementation of this Code remain valid for the purpose of compliance with this Code.

A few examples of activities that are or may be conflicts of interest include:

- Engaging in employment, managing your own business, or any other activity that interferes with your ability to devote the required time and attention to your job responsibilities at Sotera Health.
- Holding a significant financial interest, direct or indirect, in a current or prospective customer, supplier, distributor or competitor of Sotera Health, or serving as an employee, consultant or director of that business.
- Directing Sotera Health business to a supplier of which a family member is an employee, owner or manager, or at which a family member, directly or indirectly, has a significant financial interest.
- Supervising the job performance or compensation of a family member.
- Competing with Sotera Health in your personal capacity, or any situation where your personal interest takes away from Sotera Health opportunities for sales or purchases of products, services or interests.



- Using Sotera Health property, information or your position in the Company for personal benefit or the benefit of friends or family.

**Ownership of Other Businesses:** Our personal investments can cause a conflict of interest. As a Company employee, you should not have a “significant financial interest” in any business that does business with Sotera Health, is seeking to do business with Sotera Health or which is a competitor of Sotera Health without prior written approval of your business unit President and the Legal Department. A “significant financial interest” includes: 1) an employee or an employee’s family member owns, directly or indirectly, more than 1% of the outstanding shares of such a business; 2) the investment in that business represents more than 5% of your total assets (or the assets of your family member); or 3) you receive a substantial portion of your total compensation from that particular business.

**Family Members:** A conflict of interest may arise if family members have positions of influence in a customer, supplier, distributor or competitor of Sotera Health or have a “significant financial interest” (see above) in a customer, supplier, distributor, business partner or competitor of Sotera Health. As mentioned above, in such circumstances, and before doing business with that organization, disclose and discuss the situation with Senior Management and the Legal Department. The approval, if granted, should be documented.

Family members include your:

- Spouse
- Parents
- Children
- Siblings
- In-laws
- Life partner

or any of their parents, children, siblings or partners.

**Service on Boards:** Company employees who serve as a director of another company, a member of a board of a non-profit organization or a standing member of a government agency may create a conflict of interest. Before accepting an appointment to a board or a committee of any organization whose interests may conflict with Sotera Health, you should discuss it with your manager, the President of your business unit and the Legal Department.

In general, outside directorships by employees will be permitted by Sotera Health provided that:

- The directorship does not conflict with Sotera Health or the individual’s day-to-day commitments to Sotera Health; and
- The directorship is approved in writing by the President of your business unit and the Legal Department.

## Corporate Opportunities

You and your family members may not directly or indirectly engage in any transaction for personal or financial gain using information obtained because of your role at the Company.

### No Corporate Loans

The Company will not provide or guarantee loans to any Company directors or Executive Officers that would be prohibited by federal law.

## Insider Trading

The following summarizes certain provisions of the Company's Insider Trading Policy. All employees, officers and directors are expected to review and abide by the Insider Trading Policy in its entirety.

Employees, officers and directors who have material non-public information about stock or other securities of companies (including our suppliers and customers) as a result of their relationship with the Company are prohibited by law and Company policy from trading in securities of the Company or those other companies. This includes debt securities issued by the Company. In addition, employees, officers and directors are prohibited from recommending, "tipping" or suggesting that anyone else buy or sell stock or other securities of any company on the basis of material non-public information. Violation of insider trading laws can result in severe fines and criminal penalties, as well as disciplinary action by the Company, possibly including termination of employment.

Information is "non-public" if it has not been made generally available to the public by means of a press release or other means of widespread distribution. Information is "material" if a reasonable investor would consider it important in a decision to buy, hold or sell stock or other securities. As a rule of thumb, any information that would affect the value of stock or other securities should be considered material. The laws against insider trading are specific and complex. If you are uncertain about the constraints on your purchase or sale of securities of any other company that you are familiar with by virtue of your relationship with the Company, you should consult with the General Counsel before making any such purchase or sale.

## Participation in Political Activities

Employees may participate in political activities of their own choosing, as long as they do so on their own time and use their own resources, and such activities do not create an actual or potential conflict with the employee's responsibilities. Employees will not be treated any differently because of their party or political affiliation or as a result of making or not making any personal political contributions.

Contributions of Company funds, directly or indirectly, or the use of Company assets or facilities for the benefit of officials at any level of government, political parties or political candidates anywhere in the world are prohibited unless approved in advance by the Chief Financial Officer and the General Counsel in accordance with Company procedures. Under no circumstances will the Company reimburse personal political contributions made by employees, representatives or consultants.

**Question:** *Several of my co-workers and I strongly support a certain political candidate for public office. May we work together to support this candidate?*

**Answer:** *Of course. Sotera Health encourages participation in the political process, to the extent this is consistent with applicable laws. However, you may not use Company funds, equipment or materials to support the candidate or pressure other employees or subordinates to support the candidate. Do not engage in political activities while you are on the job.*

## Government Relations and Lobbying

Sotera Health deals with all government agencies in a direct, open and honest manner. Any contact with government personnel for the purpose of influencing legislation or rule-making, including such activity in connection with any marketing or procurement matter, may be considered lobbying. Some laws define lobbying even more broadly to include our normal marketing activities. Lobbyist registration laws in the U.S., Canada and in other jurisdictions typically require lobbyists and registrants to disclose their interactions with certain public officials.

Employees are responsible for adhering to all relevant lobbying laws and associated gift laws and policies, and for compliance with all reporting requirements. Prior to engaging in any such activities, employees must consult with the Legal Department and obtain the prior approval of your business unit President to lobby or authorize anyone else (for example, a consultant or agent) to lobby or otherwise engage with government officials on behalf of Sotera Health.

## Media Contacts and Public Communications

Employees should not make statements to the media about the Company's business, its prospects or results. All communications, press releases and disclosures concerning Sotera Health with any representative of the media or financial community, including reporters, journalists, authors, commentators, investors, traders and analysts, must be authorized by the Sotera Health Chief Marketing Officer. No media advertisement, Internet home page, electronic bulletin board posting, broadcast email, or any other public representation on behalf of Sotera Health may be issued unless it has first been approved by a member of Senior Management. Only designated social media spokespeople, who are specially trained and authorized, may speak on behalf of Sotera Health in social media forums unless specifically authorized by Executive Management.

**Question:** *If I receive a call from a reporter who is looking for information about the Company that is within the scope of my job, what should I do?*

**Answer:** *Calls from the media should be directed to the Chief Marketing Officer.*

## Protection of Business Information and Intellectual Property

The Company's intellectual property, including its patents, trademarks, copyrights, trade secrets, information technology (software and data) and all Company records created or maintained (in both paper and electronic form) are extremely valuable to the Company and its continued success. The loss, theft, unauthorized disclosure or misuse of the Company's intellectual property jeopardizes its business and causes it harm. Sotera Health's policy is to safeguard the intellectual property and proprietary information of the Company as well as information of third parties in our possession, including information of our customers and suppliers. Unauthorized use or release of non-public Company information or third-party information regarding plans, strategies, costs or prices, pending contracts or unannounced products (among other things) could jeopardize the Company's competitive position, result in violations of securities laws or result in the Company's violation of confidentiality obligations to third parties.

Employees must take precautions to prevent unauthorized disclosure of confidential information. Accordingly, employees should take steps to ensure that business-related paperwork and documents are produced, copied, transmitted, stored and discarded by means designed to minimize the risk that unauthorized persons might obtain access to confidential information, consistent with the Company's applicable confidentiality and records retention policies and procedures. Employees should not disclose confidential information in public places (in person, on cellular phones, or in communications or postings on the internet).

Confidential information should only be disseminated to those individuals with a need to know. If you have confidential information about a supplier, customer or other third party, it is important to limit sharing that information to individuals, within and outside the Company, who are authorized and need this information to perform their duties. We have specific policies that may apply. For example, Nordion has adopted a firewall policy requiring that certain sensitive customer information is not shared with Sotera Health's sterilization business, as doing so could violate competition laws and contractual obligations. For more information on Nordion's firewall policy, please refer to the Nordion Protection of Confidential Customer Information (Firewall) Policy, available on Nordion's intranet or on request from the Legal Department.

Anyone who has had access to confidential information must keep it confidential at all times, both while working for Sotera Health and after employment ends for any reason. Of course, nothing in this Code is meant to prohibit employees from engaging in concerted activity where protected by law (including discussing terms and conditions of employment), cooperating in any governmental investigation or reporting a violation of law to any governmental entity.

Any director designated by a Sponsor under the Stockholders' Agreement is authorized to share confidential information with such Sponsor. It is understood by the Company that the Sponsors will apply their own policies and procedures, as they may be in effect from time to time, pertaining to confidential information to any such shared confidential information.

**Question:** *I received confidential information of a competitor, through the Sotera Health email system, that was not intended for me and that I believe was sent to me in error. What should I do?*

**Answer:** *Bring it to the attention of your manager or supervisor and the Legal Department. The Legal Department will advise you based on the nature of the content. In general, it would be appropriate to let the sender of the email know it was sent in error, and then to delete the email.*

**Additional Guidance:** Refer to specific Sotera Health business unit policies and procedures that provide further information about collection, use and disclosure of confidential information.

You can also contact the Legal Department if you have a question about confidential information and/or documents.

All documents, inventions, writings, records, software codes or applications or other intellectual property and work product created by Company employees in the course of their duties or with Company resources are considered “works for hire” that are Company property (except in those instances where local laws and regulations contain mandatory requirements that differ from the provisions of this Code).

**Question:** *I have used my work knowledge and acquired understanding of sterilization technologies to develop a software program to improve the efficiency of a sterilization process. I did it on my own time. Do I need to tell the Company about what I have developed?*

**Answer:** *Yes, regardless of when the software program was developed, you used your acquired work knowledge and understanding of sterilization technologies processes from your job with the Company. Therefore, in accordance with Company policy, you need to tell the Company about the software program and allow the Company to protect its interest or use it if the Company wishes.*

**Additional Guidance:** If you believe you have created or developed something new and innovative, notify your manager or the Legal Department.

## Intellectual Property Rights of Others

Employees must respect the intellectual property rights of others and be sure they have the right to use copyrighted, trademarked or otherwise protected materials. Inappropriate use of others' intellectual property may expose the Company and you to criminal and civil fines and penalties. Please seek advice from the Legal Department before you solicit, accept or use proprietary information from individuals outside the Company. Please contact a member of the Legal Department if you are developing a product that uses content not belonging to the Company or if you are not sure you have the right to use certain materials.

## Personal Data

Sotera Health is committed to compliance with provisions of applicable law requiring maintaining the confidentiality of personal information about employees and others, such as customers, suppliers, former customers and product users. We restrict access to this information as appropriate and use it only as necessary for legitimate business purposes and consistent with applicable law. In general, to the extent required by law, any collection of personal or sensitive information of an individual will not be done without first providing notification of how and why this information will be collected and used further, and when required, obtaining consent from the individual for that use. Any additional uses or disclosures of such information should not be undertaken without obtaining additional consent or having a legal basis to do so. For more information, please consult the Company's applicable Privacy Policies. Please contact a member of the Legal Department if you have any questions.

## Accuracy of Records and Disclosures

Accurate business records are important because they are used for decision-making and strategic planning. Customers, government agencies, regulators, investors and creditors rely upon the integrity of our business records and that the disclosure in our financial and other reports are full, fair, accurate, timely and understandable. These records serve as a basis for managing the Company and are important in meeting our obligations. The U.S. Foreign Corrupt Practices Act (“FCPA”), the Canadian Corruption of Foreign Public Officials Act (“CFPOA”) and the U.K. Bribery Act 2010, in addition to legislation in other countries, also impose accounting requirements and standards on companies. Sotera Health’s business records, including all supporting entries to its books of account, must accurately, honestly and coherently reflect the transactions of the Company in accordance with all applicable requirements. Employees must comply with Sotera Health’s system of internal controls and be held accountable for the content thereof.

It is important to use good judgment and common sense when preparing any Sotera Health record. Report facts accurately, honestly and objectively and do not omit facts needed to prevent information from being misleading. Do not make false entries or attempt to hide or fail to record any funds, assets or transactions.

Our Company is committed to maintaining the highest standards of integrity and ethical conduct. Our policy is to provide consistent and effective investigation, reporting and disclosure of any occurrence of fraud or suspected fraud. Sotera Health will not tolerate fraud.

Fraud is defined as the intentional, false representation or concealment of a material fact for the purpose of personal gain or inducing another to act upon it to such person’s detriment, including injury or financial loss. Some actions constituting fraud or possible fraud include:

- Forgery or alteration of any document or account belonging to the Company
- Forgery or alteration of a check, bank draft or any other financial document
- Intentionally reporting falsified financial results
- Impropriety in the handling or reporting of money or financial transactions

To help ensure the integrity of its records, Sotera Health requires that you comply with the Company’s financial and accounting policies and procedures which, among other things, require that:

- No entry be made in Sotera Health books and records that is intentionally false or misleading;
- All transactions be supported by appropriate documentation;
- Invoices received from our suppliers, contractors and consultants clearly and fairly represent the goods and services received by the Company;



- The terms of sales and other commercial transactions be reflected accurately in the documentation for those transactions and all such documentation be reflected accurately in Company books and records;
- All sales revenue be recorded in accordance with revenue recognition policies;
- No cash, other assets or liabilities be maintained for any purpose in any unrecorded or “off-the-books” fund;
- Assets and liabilities of the Company be recognized and stated in accordance with Sotera Health’s standard practices and generally accepted accounting principles; and
- You must cooperate with and do not take any action to fraudulently influence, coerce, manipulate or mislead our internal and independent auditors

Violations of laws associated with accounting and financial practices can result in fines, penalties and imprisonment, and they can lead to a loss of public faith in a company.

If you become aware of any action related to accounting or financial practices or records that you believe may be improper or inaccurate, you must immediately notify the Company, using any of the channels identified in this Code.

**Question:** *I was reviewing approvals for expense accounts and noticed that an employee has submitted the same receipt for reimbursement multiple times. I know this person is well-respected in the organization and a friend of my manager. What should I do?*

**Answer:** *This could be a potential case of fraud that should be reviewed. You could discuss this with your manager, or your manager’s boss if appropriate, explaining the sensitivity, or contact your Human Resources Representative, Legal Department or the Global Ethics Line.*

**Additional Guidance:** Please see the Company’s anti-corruption and anti-fraud policies on the Company or your business unit’s intranet or contact the General Counsel for more information. These policies may also be referred to as policies regarding improper influence of foreign officials.

## Records Management

A record should be retained for as long as there is a business need or a legal requirement to preserve the record. We will comply with all applicable statutory, regulatory or contractual requirements, as well as “legal holds” in connection with pending or foreseeable litigation, audits or investigations, and as directed by Company legal counsel. Records will be disposed of in a manner consistent with the degree of confidentiality and sensitivity required by the information within the record. In addition, records relating to U.S. government contracts are subject to stringent record-keeping requirements. Please review the U.S. Government Code of Ethics on the Company’s intranet sites for further guidance on these requirements.

For further guidance on records management in general, employees can access your business unit’s records retention policy on your intranet site, or contact the Legal Department.

## Electronic Media and Communications Systems

All electronic media and communication systems, including email, intranet, Internet access and voice mail, are Company assets and are to be used for appropriate business purposes. Sotera Health and our business units have policies regarding the use of electronic media and communication systems to prevent harm to the Company, such as loss of reputation, reduction of productivity and imposition of monetary penalties. These policies may be accessed on the relevant business unit's intranet.

In accordance with our Company policies and subject to applicable law, Sotera Health may access and control any personal communication or data created or stored on electronic media and communication systems provided by Sotera Health. As the laws regarding access to personal data vary between regions, employees are encouraged to review the Company and business unit data protection and privacy policies applicable to their region for further guidance. Any expectation of privacy is limited when using Company communication systems.

## Protection of Company Assets

Each of us is responsible to properly use, protect and safeguard Company property and assets, as well as the property of our customers, suppliers and business partners that is in our possession. This obligation continues even after an individual leaves the employ of Sotera Health.

All employees are expected to ensure the efficient use of Company property for legitimate business purposes. Theft, carelessness and waste have a direct impact on Sotera Health's profitability. Company property, such as computer equipment, cellular devices, office space, furniture, office supplies and products and inventories, should be used only for activities related to employment. Incidental personal use is permitted only to the extent allowed under Company policies.

- ▶ Integrity Within the Company



## Integrity Within the Company

Consistent with our Values, at Sotera Health we value our diverse and passionate people across the globe. We are committed to fostering a productive work environment. We all share in the responsibility for continuing to create a positive work environment, built on teamwork, trust, communication and respect.

Our Company is committed to fair employment practices and fostering a work environment in which all individuals are treated with respect and dignity. We believe that equality of opportunity and fairness of treatment for all individuals are basic human values. Our management practices are based on the principle of recognizing people for their contributions. We seek to provide a work environment where all employees are provided with the opportunity to realize their fullest potential. The most successful Sotera Health employees achieve excellent results by living our Values.

We comply with applicable employment laws wherever we have operations. This includes complying with laws that prohibit employment discrimination and those prohibiting child or forced labor. In addition, employees should refer to the policies applicable to their business unit regarding appropriate workplace conduct, for further guidance.

## Equal Opportunity

It is our policy to employ, train, promote and compensate individuals based on merit, job-related qualifications and abilities. Sotera Health is committed to ensure equal employment opportunity without discrimination or harassment on the basis of race, color, national origin, religion, sex, age, sexual orientation, marital status, disability or any other status protected by law.

## Diversity

We value the differences among our employees. Individual differences enrich the workplace and improve our ability to attract employees and work with customers and suppliers in today's global marketplace.

## No Harassment

Harassment may take many forms, including sexual or psychological forms, and includes both physical actions and verbal exchanges. It may occur by, or be directed to, an employee or non-employee (such as customers, temporary workers, business partners or visitors) and happen regardless of intent. Harassment can take the form of sexual advances, requests for sexual favors, off-handed remarks or jokes, offensive gestures, visual displays, physical or intimidating conduct, bullying, and threats and demands, among other overt or passive conduct.

We all have a right to work in an environment free from harassment of any kind. Sotera Health is firmly committed to a workplace in which all individuals are free from conduct that creates an intimidating, degrading, humiliating, hostile or offensive work environment. Any kind of

harassment by or against our employees is prohibited. We all have a responsibility to ensure harassment is not tolerated in the workplace.

For further information about anti-harassment policies applicable to your business unit, see your business unit's intranet or contact your Human Resources representative.

**Question:** *A person in my work group has a calendar displayed on their cubicle wall that contains swimsuit model pictures. The person does not believe that it is a problem because it is in their cubicle and not in a common area. I have to work with this person on a daily basis and I find it offensive. What should I do?*

**Answer:** *Clearly tell the co-worker that you find the calendar offensive and ask that it be removed. Sotera Health considers a calendar with this kind of content inappropriate for our professional work environment. If it is not removed, you should discuss the matter with your manager, Human Resources or an Ethics Representative.*

## Labor Laws and Wages

Our Company is committed to following all applicable wage and hour laws and regulations, and other laws regulating the employer-employee relationship and the workplace environment. To help ensure that all work performed for Sotera Health is compensated correctly, those compensated on the basis of hours worked must report and record time accurately in accordance with established local procedure. It is against our policy and may be illegal under federal and state law in the United States and most other countries for the Company or any of its employees or agents to pay or receive anything of value from any labor organization in their roles as representatives of the Company. Company employees may not interfere with or retaliate against another employee who seeks to invoke his or her rights under the laws governing labor and employee relations.

## Labor Practices

We are committed to upholding fundamental human rights and believe that all human beings around the world should be treated with dignity, fairness and respect. Our Company will only engage suppliers and contractors who demonstrate a serious commitment to the health and safety of their workers and operate in compliance with human rights laws. Sotera Health does not use or condone the use of slave labor or human trafficking, denounces any degrading treatment of individuals or unsafe working condition, and supports our products being made of materials sourced in a legal and ethical manner. Please refer to our Supplier Code of Business Ethics and Conduct located on the Company's intranet sites for further guidance on the principles we expect our suppliers to uphold.

## Drug-Free Workplace

Possession, use, sale or distribution of an illegal drug or illegal controlled substance in the workplace or while conducting Company business off-premises is strictly prohibited. Illegal drugs and controlled substances have an adverse effect on employee performance, jeopardize the safety of co-workers and constitute a risk to the business and interests of the Company. Alcohol use may have an adverse effect on an employee's performance and safety and poses a risk to the business and interests of the Company. Sotera Health reserves the right on reasonable grounds to search items on Company property, including but not limited to offices, desks, computers and lockers at any time, and to perform random drug and alcohol tests, to the extent permitted by local laws.

## Company-Authorized Events

Some Company-authorized business or social events may include the consumption of alcohol. Employees have an obligation to monitor and limit consumption of alcohol, ensuring that any consumption is taken responsibly and only in moderation. While attending Company-authorized events, as representatives of our Company, we are all expected to continue to demonstrate our Company Values while upholding our strong reputation and principles.

## Environment, Health and Safety

We are committed to respecting the environment, providing our employees with a safe and healthy place to work and striving to safeguard global health in all that we do. As embodied in our Values, Sotera Health believes that the continued protection of our employees, responsible action in our communities and implementation of sound environmental practices are crucial to accomplishing our strategic goals.

Accordingly, the Company commits each one of us to:

- Provide and maintain facilities and operations where health and safety is promoted and hazards are identified and controlled;
- Manage facilities and operations such that their potential impacts on the environment are controlled and minimized;
- Meet or exceed applicable environmental, health and safety ("EHS") requirements;
- Provide appropriate EHS training and education for employees;
- Establish measurable EHS objectives and monitor progress towards their achievement;
- Integrate EHS management into every facet of our business;
- Consider EHS performance in the selection of suppliers, contractors and business partners;
- Monitor and continuously improve EHS performance and our EHS management system; and



- Report workplace injuries, any discharge into the environment or any situation that may present a danger of injury or discharge to Company EHS representatives as required by our standards and policies.

Sotera Health is responsible to our employees to create workplaces where EHS risks are managed and hazards are controlled. We commit to the communities in which we operate, to our customers and to those who rely on our products and services, to meet or exceed all applicable EHS standards. Company personnel are responsible for working safely and within the requirements defined by local or Company-wide EHS programs.

Sound EHS management and performance is the responsibility of each and every one of us at Sotera Health. Individually and collectively, we work together to build exemplary programs and to achieve performance in EHS that serves as a positive example for other organizations in countries where our Company operates.

***Additional Guidance:*** For more details on the Environment, Health and Safety Program and Policies, see your business unit's intranet. Should you have any questions, you can contact your business unit's EHS team.

- ▶ Integrity in Dealing with Customers, Suppliers and Others



## Integrity in Dealing with Customers, Suppliers and Others

At Sotera Health, we are honest, reliable and accountable in everything we do. In dealing with our customers, suppliers, partners and other third parties, we uphold the highest standards of ethical and professional conduct. While working hard to meet our customers' needs with the highest quality and care, consistent with our Customer Focus value, we honor our responsibilities as good corporate citizens.

**In our dealings with others, including governments, government entities, state-owned enterprises, government officials or any other third parties, we will not engage in bribery or corrupt activities of any kind, and we will respect and comply with all applicable anti-corruption laws and regulations. We make decisions based on merit and expect others to do the same.**

## Improper Payments, Bribery, Anti-Corruption

Sotera Health expressly prohibits taking part, directly or indirectly, in any form of bribery. This prohibition is absolute and applies at all times and in all countries where the Company conducts business whether or not there are any applicable laws that prohibit such a payment.

We are not allowed to give, receive, promise, offer or authorize a third party to give or receive "Anything of Value" or "Facilitating Payments", as defined below, directly or indirectly, to an official, representative or employee of a current or potential customer, supplier, representative, consultant or government / state-owned enterprise ("SOE") to obtain or retain business or to secure any improper advantage.

Payments of "Anything of Value" include:

- Cash or cash equivalents
- Loans
- Gifts and gratuities
- Services
- Employment offers
- Travel and lodging expenses
- Entertainment
- Political contributions
- Charitable donations
- Subsidies
- Sponsorships
- Honoraria

or anything else of value, for the purpose of exercising improper influence or obtaining improper advantage.

"Facilitating Payments" (also known as "greasing payments") are payments made to an individual (including a government or SOE official), to obtain or expedite performance of an action. In most cases, Facilitating Payments are illegal even if customary and of nominal value. Facilitating payments do not include payments made to a government entity and processed by an official in order to expedite official services as provided by local law, such as a payment made for express service to issue a passport, which service is available to all customers. In any event, even in cases where Facilitating Payments may be permitted under an applicable law, they are never permitted under this Code. Likewise, bribes, kickbacks or other unlawful or improper payments while conducting Company business are strictly prohibited. For example, paying a gratuity to a customs

official to expedite clearance of our products through customs in order to assist our customer is a greasing payment and is prohibited.

Requests for unusual payments (including but not limited to higher than usual commission payments) should be reported to the Legal Department prior to payment. Be on the lookout for complicated schemes. Where concerns arise, contact the Legal Department for guidance. In such cases, further due diligence will likely be required to ensure the legitimacy of all payments and those with whom we do business to ensure they are bona fide and legitimate.

**Remember that Sotera Health wins business by offering great products and services at good value and that alone is enough to generate business. Any business that needs to be won by providing unusual gifts or hospitality is business that we do not want and that we should not pursue. Sotera Health should turn down business if we must compromise our Values or breach applicable laws to acquire it.**

**Government Dealings:** The laws, regulations and ethics rules regarding the acquisition of goods and services, the payment of honorarium fees and the offering of gifts or other business courtesies to governmental or SOE customers and government or SOE officials and employees are varied and complex and are typically more stringent than those discussed above. Many governments and SOEs have implemented rules, policies and/or laws which govern ethical behavior in dealings with officials and employees. As we interact with these individuals, it is important not only to continue to act honestly and transparently, but also to be familiar with these ethics rules and laws. For example, for further guidance on interactions with U.S. Government representatives, please refer to the U.S. Government Code of Ethics.

In addition, Sotera Health must follow applicable international anti-bribery laws, including the U.S. Foreign Corrupt Practices Act (FCPA), the U.K. Bribery Act 2010, the Canadian Corruption of Foreign Public Officials Act (CFPOA) and other applicable laws of other jurisdictions of the countries in which we operate. In general, these laws prohibit bribery of foreign government officials, political parties and candidates in order to win or retain business, and require that proper record-keeping and internal accounting controls be observed at all times.

**The Company expects all of its subsidiaries, including U.S. and non-U.S. entities, to comply with the FCPA as well as other anti-bribery laws that apply. Prior to making any contractual representations regarding compliance with anti-bribery law, please consult first with the Legal Department.**

No gifts, payments of any kind or any item of any value can be made or offered to any government or SOE official or employee without prior written approval of the General Counsel (or the Director of Corporate Compliance for the Nordion business unit). The definition of a "Foreign Official" is broad and may include a broad range of employees in state-controlled sectors of some economies.

**Additional Guidance:** If you have questions as to whether an activity is restricted or prohibited, please review Company and business unit anti-corruption policies on the intranet. Please consult with the Legal Department before engaging with employees of any government-owned or controlled entity or agency in any jurisdiction.

Sanctions for anti-corruption and anti-bribery violations, or even a mere indictment for a potential violation, are severe and potentially devastating to a company and to the individuals involved. The penalties may include significant fines and/or imprisonment for individuals. Individual officers and employees of companies may be prosecuted even if the company for which they work is not prosecuted.

**Engagement of Third Parties:** As a global business, Sotera Health may engage third parties to act in a representative capacity on its behalf. Sotera Health strives to select third parties that will conduct business on the Company's behalf in a way that respects and honors our Values. By conducting appropriate due diligence activities prior to engaging a third party, Sotera Health is in a better position to make informed choices about the third parties it will engage.

Because anti-corruption laws provide that Sotera Health may be held responsible for the actions of any third party in the event there is a violation of anti-corruption laws or regulations, it is especially important that Sotera Health exercises care in the selection of its third parties. Before proposing that the Company enter into a relationship with a third party (for example, a supplier or service provider), the responsible business sponsor along with their manager are each responsible for ensuring that the appropriate level of inquiries and checks regarding the third party have been conducted, including making the appropriate reputational, performance, financial and compliance due diligence verifications. Once a third-party relationship has been approved, the business sponsor maintains the ongoing obligation to oversee and monitor the third party's activities to ensure it conducts itself appropriately and does not place the Company at risk in any way.

**Additional Guidance:** Refer to specific Company policies and related materials for further information on anti-corruption compliance and background due diligence. For example, members of the Nordion business unit may consult the Anti-Corruption page on its intranet or the Director of Corporate Compliance for more information on the Nordion Anti-Corruption Program and those matters listed above.

## Business Entertainment and Hosting

Appropriate business hosting or entertainment (e.g., reception, meal, sporting or theatrical event) of business partners, current or prospective, is generally acceptable when clearly intended to strengthen business relationships and facilitate business goals. We must avoid the appearance of

impropriety when hosting or entertaining individuals (or when accepting hosting or entertainment with individuals) who do business or are seeking to do business with the Company. The expenses involved must be moderate, reasonable and in good taste and not otherwise prohibited by law or Company policy. Lavish meals or inappropriate entertainment should always be avoided. During these events, topics of a business nature must be discussed and Company employees must be present. Business entertainment or hosting expenses to be offered (or same received) should be appropriately documented with supporting receipts, and expenses should be submitted in accordance with Company policy for proper accounting and recording.

Refer to applicable Company expense and anti-corruption policies with regard to any necessary reporting, approvals and recording requirements of expenditures for entertainment or hosting of both government officials and employees, and private sector employees. In addition, when dealing with government officials and employees, review the Government Dealings section above, consult your local policies and be aware of local regulations and restrictions that apply to those government officials and employees. If you are dealing with a U.S. Government official or employee, consult the Sotera Health U.S. Government Code of Ethics.

Sometimes business partners extend training and educational opportunities that include attending an event or travel and overnight accommodations at no cost to you or the Company. Accepting these types of invitations at the vendor's expense is generally discouraged. However, occasionally your presence at such an event is important to building a business relationship and may benefit the Company. In those instances, prior to accepting, employees should obtain the written approval of their manager and consult the applicable Company expense and anti-corruption policies for conditions of attendance that apply. For example, where the value of the invitation may be more than moderate or there is uncertainty whether accepting the invitation could create a conflict of interest, prior approval from the Legal Department is required.

**Question:** *I do not have the time to check all of the invoices and expense reports that come across my desk. Surely, it is the responsibility of the individuals who prepared the documentation and submitted it to me to make sure it is correct. Am I right in my assumption?*

**Answer:** *No. Each of us is responsible for making sure that all reports and invoices are accurate and filled out correctly. If you are approving an invoice or expense reports, you are responsible for its accuracy.*

## Gifts

This section applies to interactions with non-governmental officials and other parties generally. Additional policies may apply, such as the Company's separate Sotera Health U.S. Government Code of Ethics or our anti-corruption policies.

It is the Company's policy to discourage the receipt or giving of gifts by employees, directly or indirectly, from or to individuals who do business or are seeking to do business with the Company.

We may give or receive gifts only in exceptional circumstances. In those limited circumstances, gifts of a nominal value and promotional nature may be given or received where not otherwise prohibited by law or Company policy, on condition that: (1) the gift is reasonably connected to a business purpose; (2) it is legal under local law and in accordance with local business customs; (3) it is permissible under the internal policies of the recipient's organization; (4) the gift is of modest value, meaning small, low or insignificant; (5) it is provided without the expectation of receiving a benefit or advantage in return; (6) it is provided in a transparent manner without the potential for reputational damage to either party; (7) it is limited to the individual recipient of the subject organization and not extended to include the spouse or relative of that individual; and (8) it is not intended to influence a business choice of the recipient. In all cases, proper documentation is required to reflect the primary elements of the transaction, including the recipient/offerator of the gift, the recipient's/offerator's organization and position, as well as the nature of the gift and its value.

Common sense should dictate what would be considered extravagant or excessive. If a disinterested third party would likely believe that the gift influenced the recipient's judgment, then it is too much. All of Sotera Health's business dealings must be on arms-length terms and must not give rise to actual or perceived impropriety.

A gift or receipt of cash (or cash equivalent, such as a pre-paid gift or credit card) to or from an employee of a business partner or family member of such an employee, in connection with a Sotera Health business transaction, is strictly prohibited.

## Selection and Use of Third-Party Suppliers and Procurement

As further described in our Supplier Code of Business Ethics and Conduct, we believe in doing business with third-party suppliers that embrace and demonstrate high principles of ethical business behavior. We rely on suppliers, contractors and consultants to help us accomplish our goals. Third-party suppliers are considered part of the Sotera Health team and should be treated according to our values. We offer fair opportunities for prospective third parties to compete for our business. The manner in which we select our suppliers and the character of the suppliers we select reflect on the way we conduct business.

Our procurement decisions are based on total value, which includes quality, suitability, reliability, performance, service, technology, price and delivery. Proper procurement conduct includes:

- Using established Company-wide or regional supply (leveraged) agreements, where available.
- Obtaining competitive bids, where appropriate, when leveraged agreements do not exist.
- Confirming the financial and legal status of the supplier.
- Confirming the quality, environmental, health and safety status of the supplier on a regular basis.
- Ensuring the supplier has the appropriate insurance, licenses, certificates, permits and training in place for the respective goods or services being procured.



- Ensuring that the supplier confirms it has appropriate technical and organizational measures to ensure compliance with applicable data protection laws.
- Confirming that a conflict of interest does not exist between the supplier, our Company and our respective employees.
- Assessing the supplier's level of performance on a regular basis.
- Ensuring that purchase orders and agreements clearly state the services or products to be provided, the basis for earning payments and the applicable rates or fees.
- Ensuring the fee or price paid by Sotera Health represents the value of the goods or services provided.
- Avoiding reciprocal agreements or exchange of favors.
- Ensuring payments are only made to the contractor or company that actually provides the goods or services, and payments must be made in the supplier's home country, where it does business, or where the goods were sold or services provided, unless prior approval is obtained from our Finance and Legal Departments.
- Our Company will not knowingly use suppliers who participate in the following activities:
  - Supplying unsafe products or services;
  - Violating laws or regulations;
  - Using child labor or forced labor; or
  - Using physical punishment to discipline employees, even if it is allowed by local law.

► Competing with Integrity



## Competition and Fair Dealing

The purpose of competition laws, which may also be known as antitrust, monopoly, fair trade or cartel laws, is to create a level playing field in the marketplace and to promote fair competition. Buyers of products and services should be able to select from a variety of products and services at competitive prices. Sotera Health will vigorously compete in the marketplace with integrity and will comply with competition and antitrust laws in all countries where it conducts business. The Sotera Health goal of offering products and services that are competitive in quality, reliability and price is to be achieved without sacrificing business integrity.

Anyone acting on behalf of Sotera Health will not enter into any agreements, formal or informal, that seek to artificially limit or restrict competition, nor will they exchange competitive information with competitors regarding the marketing, distribution and sale of products and services. Unlawful agreements include those which impose artificial restraints such as price fixing, bid rigging, abuse of dominant position, allocation of customers among competitors, and improper refusal to deal. In addition, agreements which seek to establish resale prices of a product or service, or condition the sale of products/services on an agreement to buy other Company products/services, are often illegal and are not permissible without prior approval from the Legal Department.

These principles apply to our Company operations worldwide. Sotera Health competes in the marketplace solely on the merits of its products and services, on the prices that we charge and on the customer loyalty that we earn. Our goal is to deal fairly with all customers, to retain them as customers and to attract new customers because we provide products and services that customers want at prices they find attractive. Customers who are also our competitors must be treated fairly and not be disadvantaged.

Antitrust and competition laws are complex and vary from country to country. We should avoid situations that may violate the principles of fair competition, as well as situations that violate the law. Communications with competitors can be an area presenting significant risk. In general, the following subjects should not be discussed with competitors:

- Pricing or pricing policies
- Lease rates
- Bids
- Contracts
- Promotions
- Costs
- Profits
- Terms or conditions of sale
- Royalties
- Warranties
- Customer information
- Territorial markets
- Inventories
- Production capacities or plans
- Distribution or selling strategies
- Margins

If you have any questions about what you can discuss at a trade show, trade association meeting, industry regulatory meeting, or other similar forum where you may interact with competitors, please consult with the Legal Department. For trade association meetings, always insist that a written meeting agenda is provided in advance and that proper written minutes are prepared. When participating in any forums with competitors present, employees must take special care not to initiate, participate or even be present during improper discussions concerning the sensitive subjects listed above. Keep an accurate record of any interaction you may have with a competitor.

*Never engage in any discussion with a competitor which may have the appearance of impropriety.*

**For further guidance, please review the antitrust or competition law policy that applies to your business.**

**Question:** *If I do not talk about specific price levels, can I agree with a competitor not to engage in a price war?*

**Answer:** *No. Any agreement between competitors that relates to the prices we or they charge, or that otherwise limits competition, is a violation of fair competition laws, regardless of whether specific prices are a part of the agreement.*

We will use only proper and legal means of gathering marketing and business information concerning competitors. Making false or misleading statements about Sotera Health's competitors is prohibited. Sotera Health does not induce or solicit confidential information from a competitor's past or present employees. For example, employees must refrain from sharing, within or outside the Company, a competitor's sensitive information that may be gathered at trade fairs or professional association meetings. Consult with the Legal Department if you have any concerns about discussions you may have had at a trade association meeting or elsewhere.

**Question:** *My partner has a job at a local printing company. One of her jobs was to print pricing sheets for a competitor of Sotera Health and she found some discarded copies in the trash and gave them to me. I would like to give this information to my manager to use. Is there a problem with this?*

**Answer:** *Yes, there is. You have come into the possession of the competitor's pricing information as a result of your partner's employment with the printing company. There is nothing to indicate that the competitor has made the information public or does not wish to maintain the confidentiality of the information. You should shred or otherwise properly dispose of this information and you should not use or share it internally.*

**Question:** *When interviewing people who have worked or are working for a competing company, is it right to take this opportunity to ask for non-public information that Sotera Health would find useful?*

**Answer:** *Asking a candidate or new employee for potentially sensitive, non-public information about our competitor is NOT consistent with our Code of Conduct and could raise a legal risk to the Company. In addition, when there is a reasonable expectation that a third party has a duty of confidentiality to his or her employer/former employer or a third party, you should not inquire or otherwise elicit information that would cause that person to violate their confidentiality obligation.*

National and state governments enforce competition laws. In addition to reputational damage, violations of these laws could result in serious penalties including very large fines for the Company and fines and prison sentences for individuals. As the application of the antitrust and competition laws to actual situations can be challenging, prior consultation and close coordination with Sotera Health's Legal Department is essential to ensure these laws are complied with and problems avoided. In addition, the Legal Department may issue specific guidance from time to time for certain geographic regions or businesses, as required.

For further guidance, please review the antitrust or competition law policy applicable to your business unit.

**Additional Guidance:** Please consult with your manager or supervisor or a member of the Legal Department with any questions or to evaluate situations not covered by these guidelines.

## Truth in Advertising

It is our responsibility to accurately represent Sotera Health and our products in our marketing, advertising and sales materials. Deliberately misleading messages, omissions of important facts or false claims about our products, individuals, competitors or their products, services or employees, are inconsistent with our values. Sometimes it is necessary to make comparisons between our products and our competitors. When we do, we will make factual and accurate statements that can be easily verified or reasonably relied upon.

## Money Laundering Prevention

Sotera Health will conduct business only with reputable customers and suppliers who are involved in legitimate business activities and whose funds are derived from legitimate sources. People who are involved in criminal activity (for example, narcotics trafficking, bribery, fraud) may try to "launder" the proceeds of their crimes to hide them or to make those proceeds appear legitimate.

Sotera Health is committed to complying fully with all applicable anti-money laundering laws throughout the world.

Each Sotera Health business unit is required to implement a “Know Your Customer” procedure and to take reasonable steps to ensure that the Company does not accept forms of payment that have been identified as a means of laundering money.

## International Trade Controls

Sotera Health is committed to compliance with applicable laws controlling imports, exports, re-exports and diversion of its products, components, goods, services and technical data, including import and customs laws, export controls, sanctions, denied parties lists, anti-boycott laws and diversion of products and technology. Failure to comply with international trade laws could subject Sotera Health and its employees to civil and criminal penalties, including suspension or denial of trade privileges. Consult with the Legal Department in any transaction in which a conflict arises between U.S. law and the law of another country or region, such as the laws blocking certain U.S. restrictions adopted by Canada, Mexico and the members of the European Union.

The following laws regulate transactions and activities both in the U.S. and elsewhere, and therefore govern the conduct of Sotera Health employees and representatives both within and outside the U.S.:

**Imports and Customs:** Imports and customs laws, which apply to intracompany as well as third-party transactions, require Sotera Health to determine the correct classification, value and country of origin of all of its imports.

**Export Controls, Sanctions and Denied Parties:** The U.S., Canada, the E.U. and other countries have imposed sanctions and trade limits that restrict activities and transactions within or involving certain specified countries, their nationals and other designated entities and individuals. These restrictions include prohibitions on interactions with individuals and entities on denied parties lists, such as, identified terrorist organizations or narcotics traffickers, and also cover related activities such as installation and service. Complementing the sanctions laws are export control laws that regulate the export and re-export of goods, services and technology to specified destinations and end-users and for specified purposes. A “deemed export” may occur within the U.S. if export-controlled materials are made available to a non-U.S. person, for example anyone other than a U.S. citizen or permanent resident; other countries, like Canada, apply similar interpretations. In addition, governmental authorization or licenses may be required.

**Additional Guidance:** You should consult with your trade compliance team or the Legal Department before engaging in any international transaction to ensure your transaction complies with all applicable laws. For example, applicable laws limit transactions with North Korea, Syria, Iran, Russia, Sudan and Cuba. These laws can be complex and change frequently. If you are uncertain whether your transaction meets all legal requirements, contact the Legal Department, which will provide additional guidance from time to time as these laws change.

**Boycotts:** Sotera Health complies with U.S. law that prohibits participation in international boycotts that are not sanctioned by the U.S. government. The scope of these laws is broad and complex, prohibiting for example: (1) agreeing not to do business with certain parties; (2) providing information about business relations with certain parties; and (3) discriminating against, or providing information about, individuals or companies based on race, religion, gender, national origin or nationality. Other countries may also have laws against certain conduct that may result in unlawful discrimination and support for unsanctioned boycott activity.

**Diversion:** Sotera Health's trade compliance policy prohibits diversion of our products and technologies. Diversion occurs when a transaction party does not honor its representations concerning the transaction trade channel, country, area, region or use for which the purchased goods or provided services or technology will be used or resold. Diversion hampers regulatory compliance by interfering with our ability to track our products, services and technology and to comply with export and other legal requirements.

### Taxes, Tariffs and Duties

We respect and comply with the laws related to taxation of Company activities, tariffs and other duties or fees relating to import and export activities in all countries where we operate. We comply with recordkeeping requirements to support trade activities, including free trade agreements, duty drawback, binding classification, valuation and licensing decisions. We take responsibility for reporting and payment of any legitimate taxes related to Sotera Health employment and income.



## ► Compliance with Laws



## Compliance with Laws

Many areas of our businesses are subject to extensive governmental regulation throughout the world. It is the policy of Sotera Health to meet or exceed legal requirements in each of the countries in which we do business.

It is the responsibility of all employees to be familiar with the laws and regulations that relate to their duties and to comply with them. Among other things, these include laws and regulations governing employment, environmental matters, competition and anti-corruption, as referred to in this Code and otherwise in our Company policies. Our Legal, Quality, Regulatory, Environmental Health and Safety, Risk Management and other functional departments conduct periodic reviews to help our businesses assess whether they comply with applicable laws and regulations and to take corrective action as required.

**Additional Guidance:** The Legal Department or any of the other functional departments are available to you for this purpose.

Effective date: December 2017  
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- ▶ Appendix A -  
Reporting a Concern



## Reporting a Concern

### 1. Global Ethics Line – International Contact Information

The Global Ethics Line is available 24 hours a day, 7 days a week to every employee worldwide. The Global Ethics Line may be reached toll-free at the numbers below, or you may access the website at [www.soterahealth.ethicspoint.com](http://www.soterahealth.ethicspoint.com). To find the AT&T Business Access Code for your location, please go to [www.soterahealth.ethicspoint.com](http://www.soterahealth.ethicspoint.com) or <http://www.business.att.com/bt/access>. The Global Ethics Line is operated by a third-party service provider, NAVEX Global, Inc. Services are provided in the local language.

#### Global Ethics Line:

Country	Phone Number
Belgium	AT&T Access Code + 866-831-2542
Brazil	0800-892-0784
Canada	1-888-288-1841
China	4006009322
Costa Rica	AT&T Access Code + 866-831-2542
Denmark	AT&T Access Code + 866-831-2542
France	0800-91-8997
Germany	AT&T Access Code + 866-831-2542
Hong Kong	AT&T Access Code + 866-831-2542
Italy	800-792621
Mexico	001-844-372-9087
Thailand	1800-011-615
United Kingdom	0808-234-2692
United States	1-888-288-1841

### 2. Sotera Health Ethics Representatives

General Counsel – Direct line: +1.440.262.1409

Chief Human Resources Officer – Direct line: +1 440.262.1411

By email: [Ethics@soterahealth.com](mailto:Ethics@soterahealth.com)

### 3. Sotera Health Legal Department

By email: [Legal@soterahealth.com](mailto:Legal@soterahealth.com)



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