



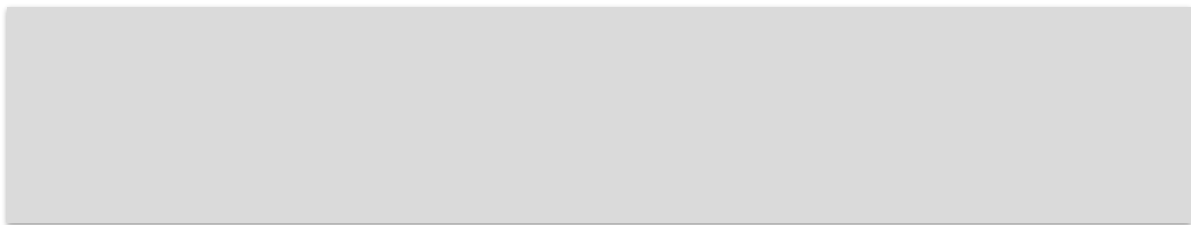
A Message from M



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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 c

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Stay True to Our

Asking Questions

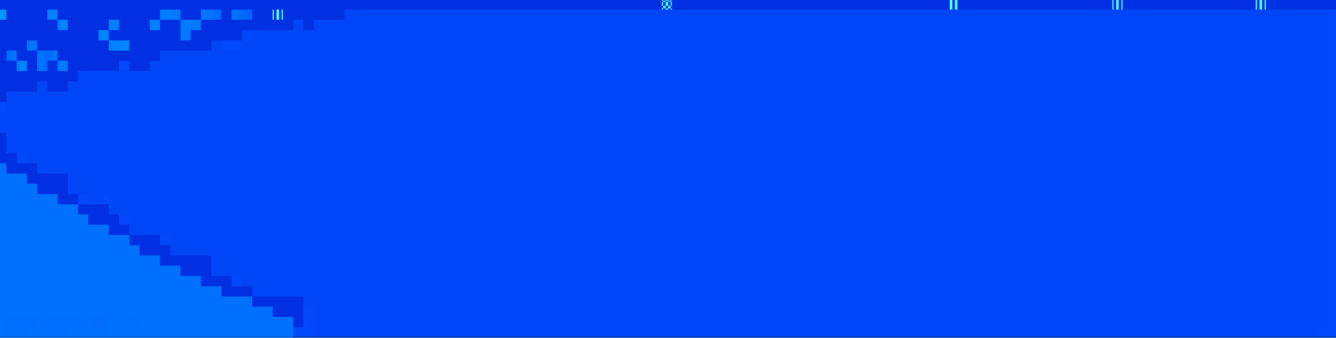
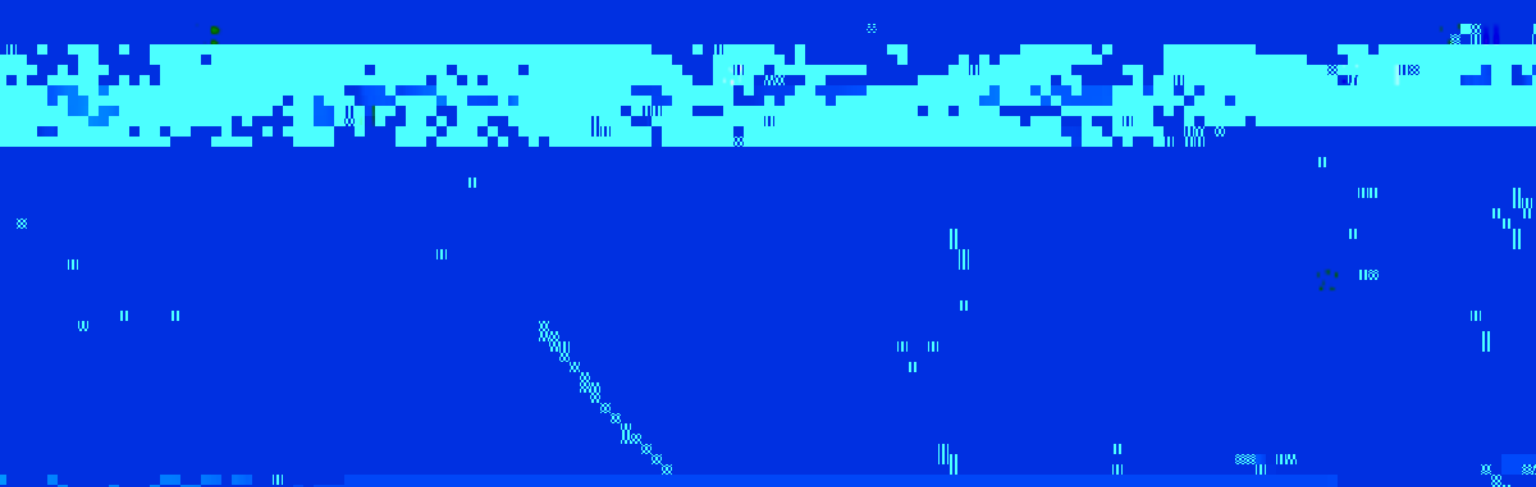
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Responsibility to Understand This Code

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.

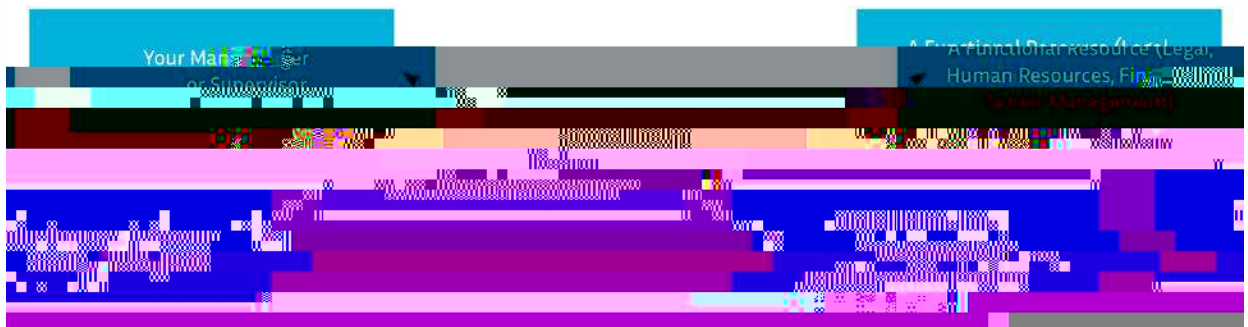
Responsibility to Foster a Culture of Compliance

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.

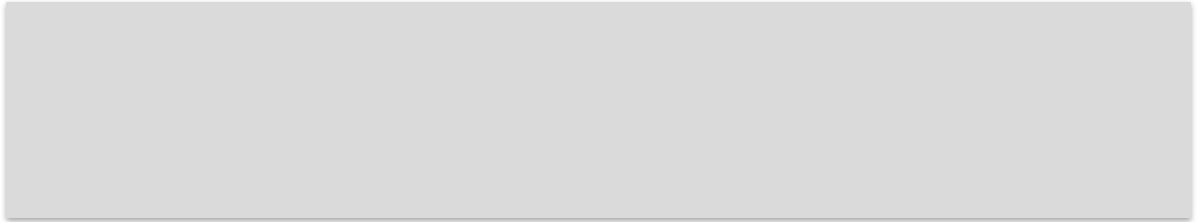
Retaliation or taking adverse action against anyone for raising a genuine concern about compliance with this Code, law or policies, or for helping to resolve an integrity concern, is a violation of this Code. This means you will not be disciplined, lose your job or suffer any other negative consequences 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, inter.m



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:

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

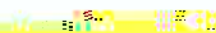
You do not need to get involved in anything that makes you uncomfortable. Contact one of the resources identified in the diagram above to discuss the issue and come to a resolution.

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

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 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 _____ of Sotera Health # _____.



Personal Integrity





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

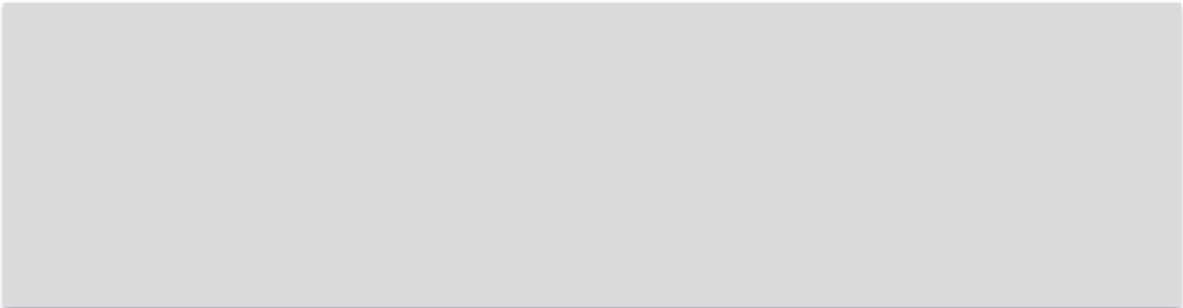
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and directors are prohibited from recommending, "tipping" or suggesting that anyone else buy or sell



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.

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?

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.

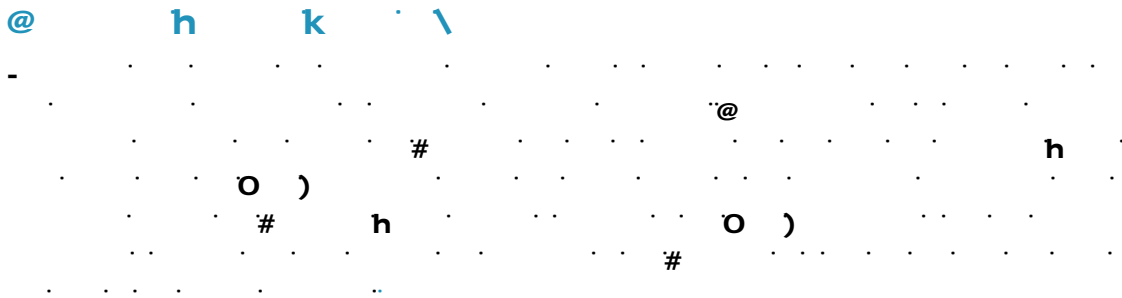
Additional Guidance: Refer to specific Sotera Health business unit policies and procedures that provide further information about collection, use and disclosure of confidential information.

You can also contact the Legal Department if you have a question about confiden

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.



Personal Data

We restrict access to this information as appropriate and use it only as

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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?

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.

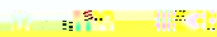
Additional Guidance: Please see the Company's anti-corruption and anti-fraud policies on the Company or your business unit's intranet or contact the General Counsel for more information. These policies may also be referred to as policies regarding improper influence of foreign officials.

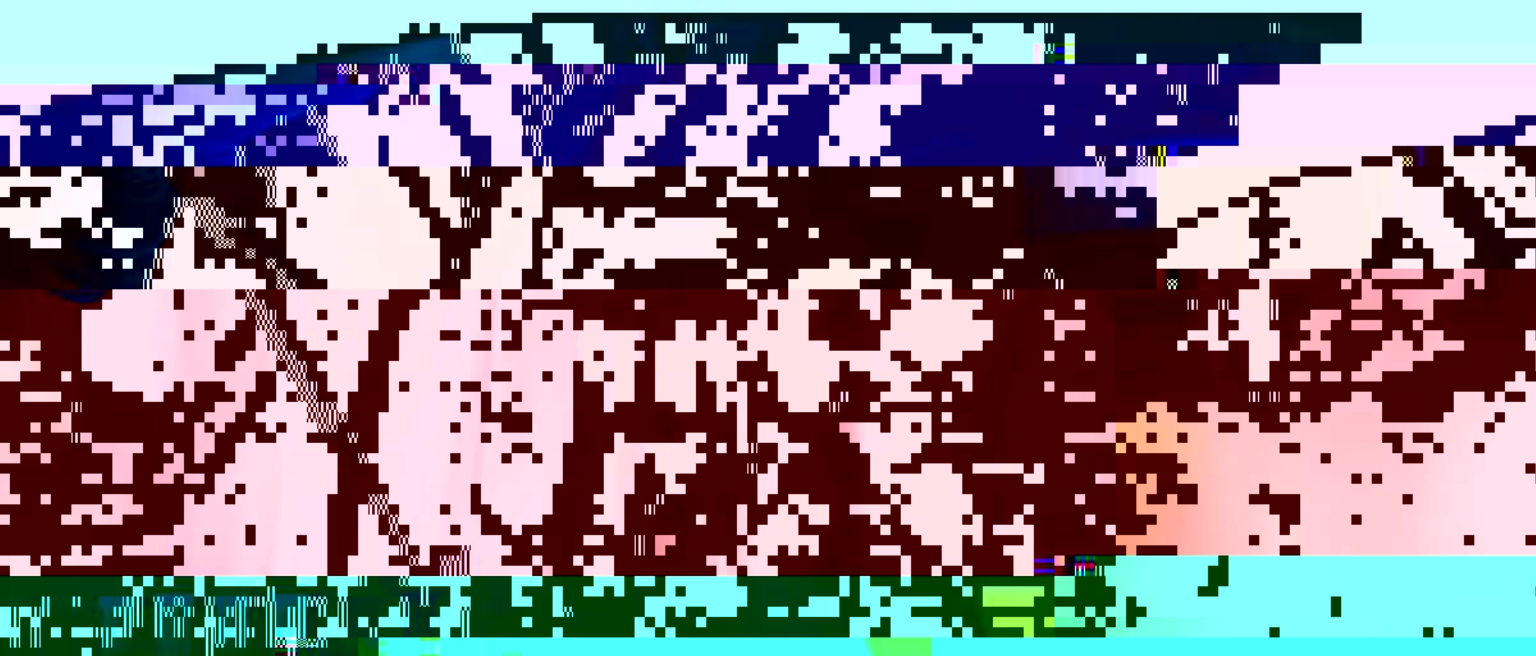
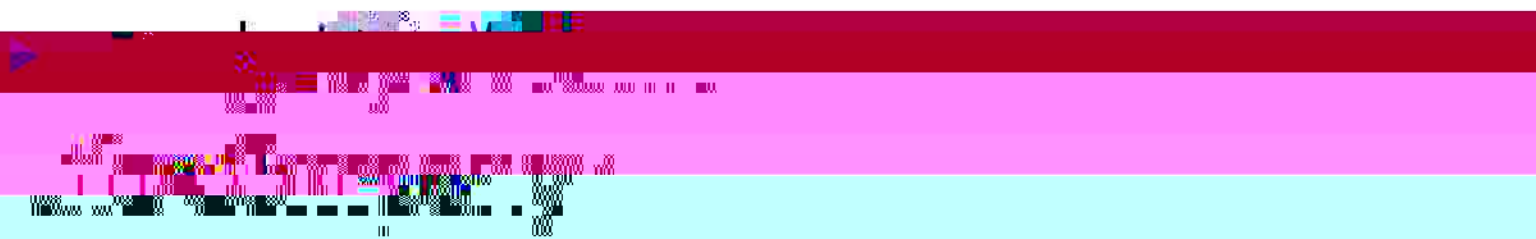
Records Management

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 site.

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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.

: 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?

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

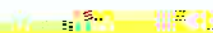
Some Company-authorized business or social events may include the consumption of alcohol. Employees have an obligation to monitor and limit consumption of alcohol, ensuring that any consumption is taken responsibly and only in moderation. While attending Company-authorized events, as representatives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

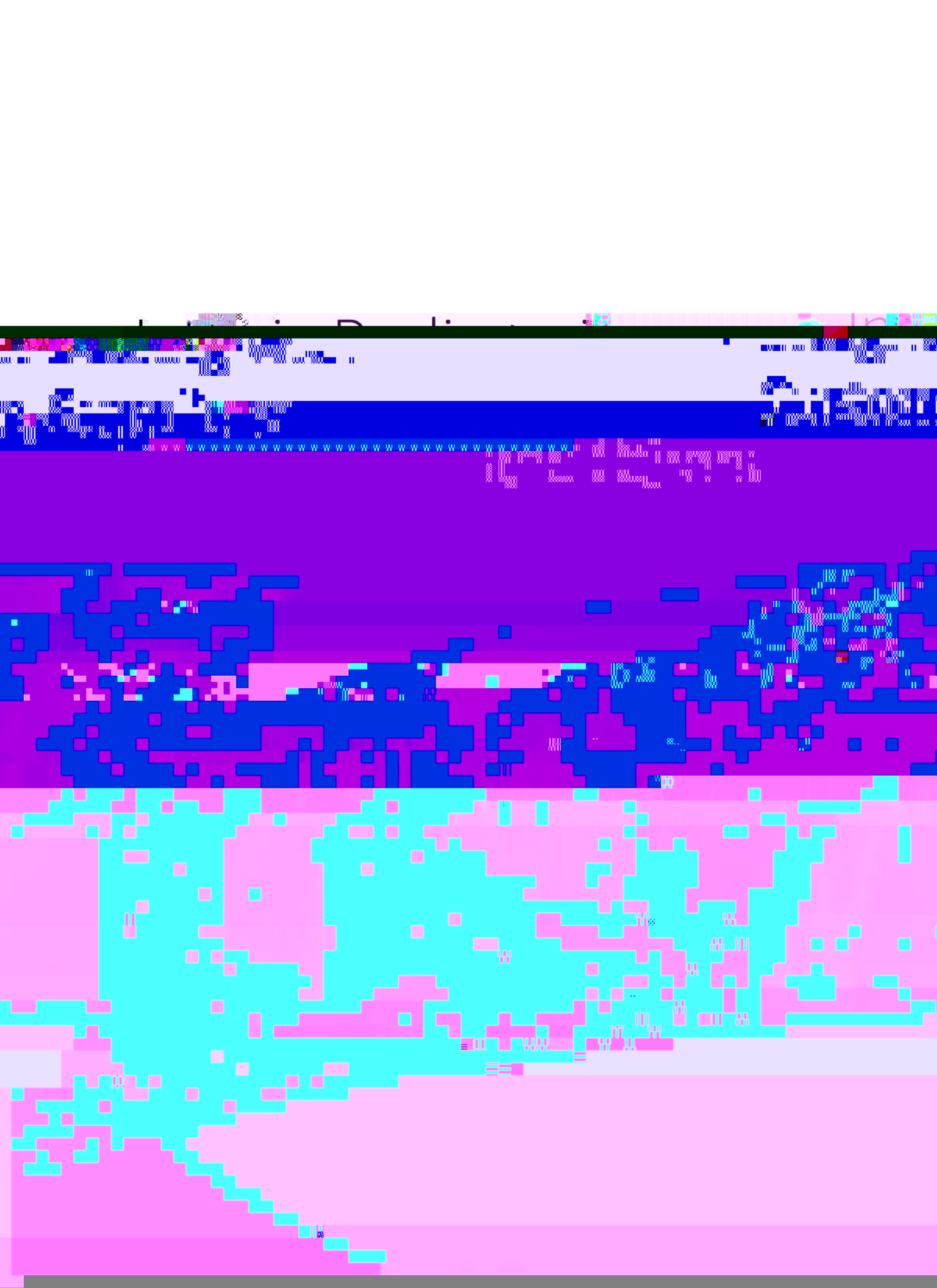
Environment, Health and Safety

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





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.

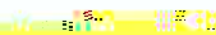
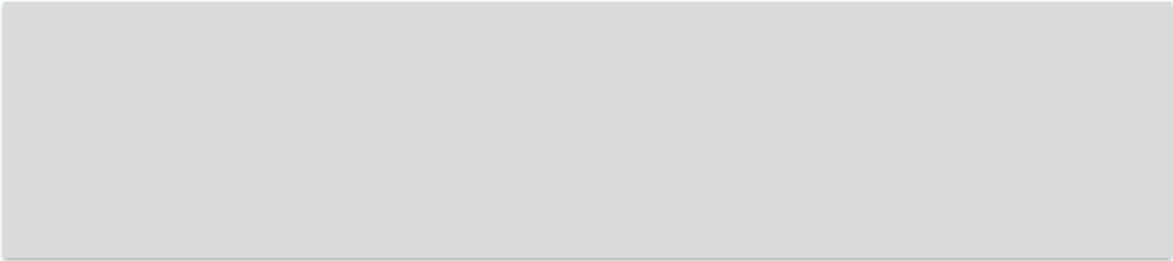
In our dealings with others, including governments, government entities, state-owned



official to expedite clearance of our products through customs in order to assist our customer is a

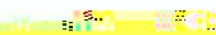


Additional Guidance: If you have questions as to whether an activity is restricted or prohibited,

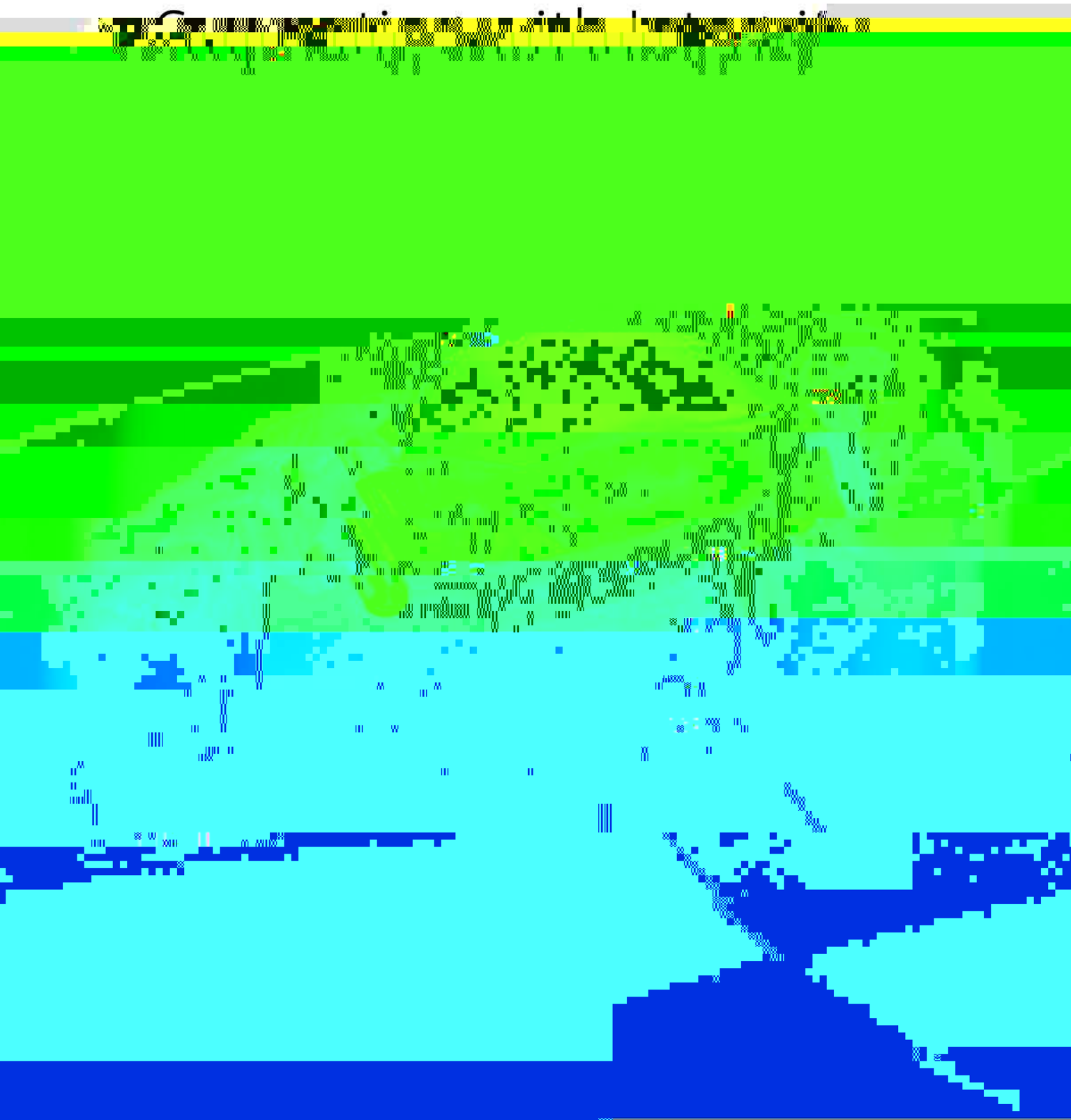




We may give or receive gifts only in exceptional circumstances. In those limited circumstances, gifts of a nominal value and promotional nature may be given or received where not otherwise prohibited by law or Company policy, on condition that: (1) the gift is reasonably c



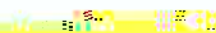
- Ensuring that the supplier confirms it has appropriate technical and organizational measures to ensure compliance with applicable data protection laws.
- Confirming that a conflict of interest does not exist between the supplier, our Company and our respective employees.
- Assessing the supplier's 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.



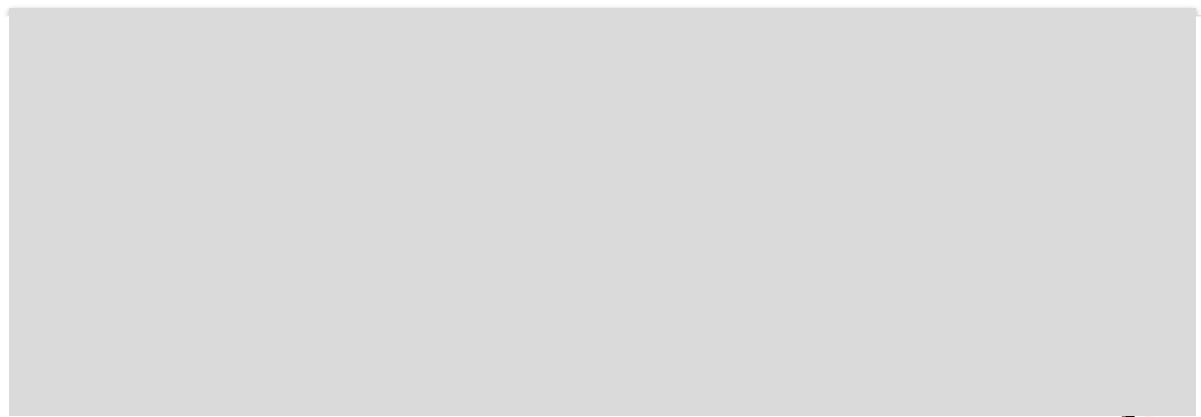
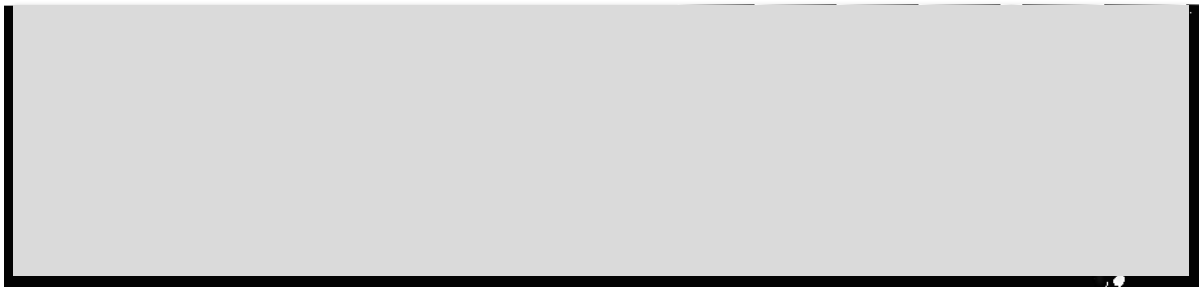
Competition and Fair Dealing

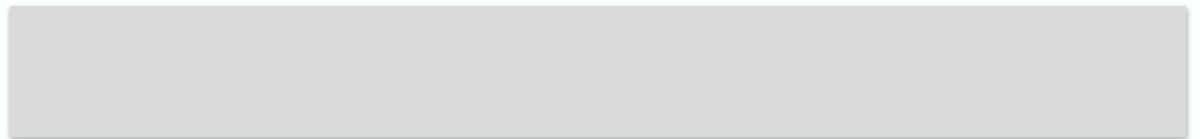
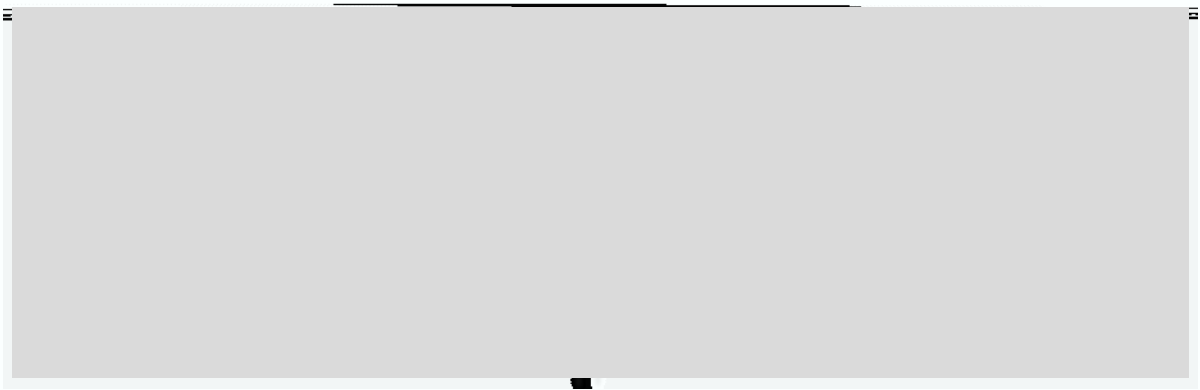
The purpose of competition laws, which may also be known as antitrust, monopoly, fair trade or cartel laws, is to create a level playing field in the marketplace and to promote fair competition. Buyers of products and services should be able to select from a variety of products and services at competitive 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 competitor



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,





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.

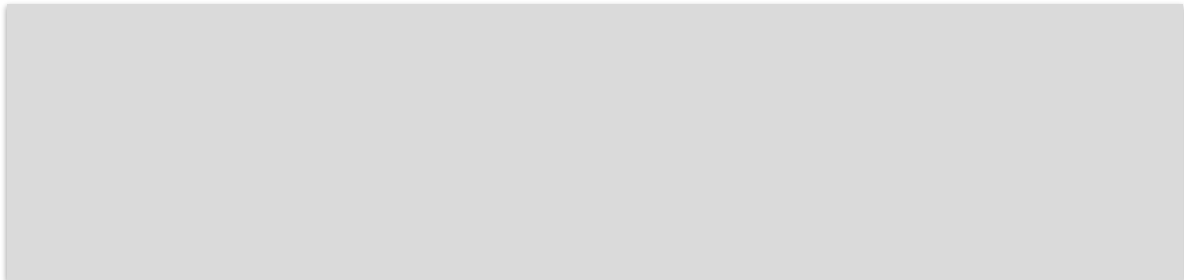
International Trade Controls

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 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.

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



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.

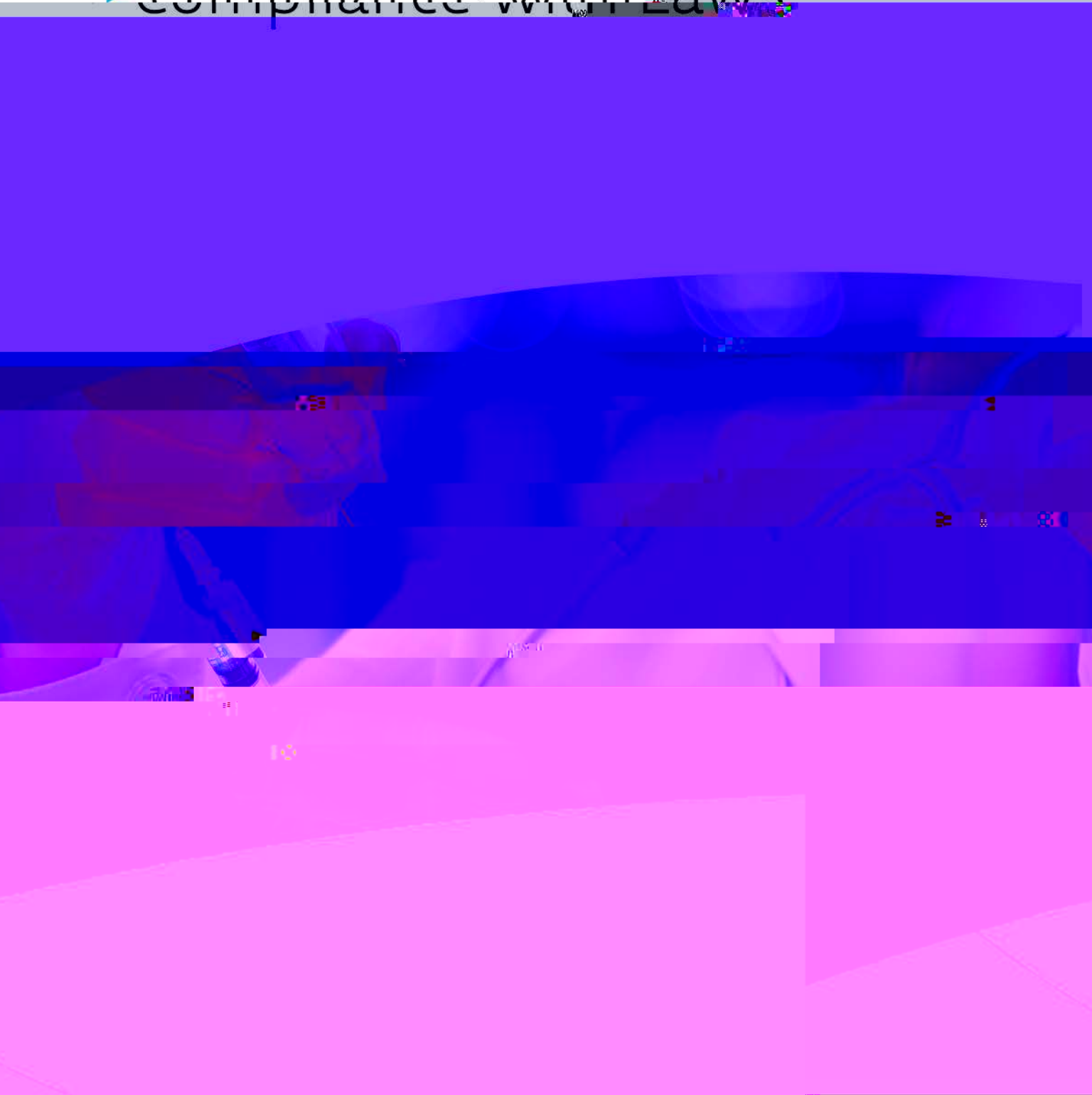
Sotera Health's trade compliance policy prohibits diversion of our products and technologies. Diversion occurs when a transaction party does not honor its representations concerning the transaction trade channel, country, area, region or use for which the purchased goods or provided services or technology 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

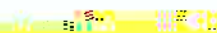


Compliance with Laws

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.



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. To find the AT&T Business Access Code for your location, please go to 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

