



Safeguarding Global Health®

Second-Quarter 2025 Earnings Results

August 8, 2025



Cautionary Note Regarding Forward-Looking Statements and Non-GAAP Financial Measures

Unless expressly indicated or the context requires otherwise, the terms “Sotera Health,” “Company,” “we,” “us,” and “our” in this document refer to Sotera Health Company, a Delaware corporation, and, where appropriate, its subsidiaries on a consolidated basis. This release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and reflects management’s expectations about future events and the Company’s operating plans and performance and speak only as of the date hereof. Forward-looking statements present our current forecasts and estimates of future events. These statements do not strictly relate to historical or current results and can be identified by words such as “anticipate,” “appear,” “assume,” “believe,” “estimate,” “expect,” “forecast,” “intend,” “likely,” “may,” “plan,” “project,” “seek,” “should,” “strategy,” “will” and other terms of similar meaning or import in connection with any discussion of future operating, financial or other performance. These forward-looking statements are subject to risks, uncertainties and other factors and actual results may differ materially from those results projected in the statements. These forward-looking statements are subject to various risks, uncertainties and assumptions relating to our operations, financial results, financial condition, business, prospects, growth strategy and liquidity. These risks and uncertainties include, but are not limited to, a disruption in the availability or supply of, or increases in the price of, EO, Co-60 or our other direct materials, services and supplies, including as a result of geopolitical instability and/or sanctions against Russia by the United States, Canada, United Kingdom and/or the European Union; fluctuations in foreign currency exchange rates; evolving changes in environmental, health and safety regulations or preferences, and general economic, social and business conditions; health and safety risks associated with the use, storage, transportation and disposal of potentially hazardous materials such as EO and Co-60; the impact and outcome of current and future legal proceedings and liability claims, including litigation related to the use, emissions and releases of EO from our facilities in California, Georgia, Illinois and New Mexico and the possibility that additional claims will be made in the future relating to these or other facilities; our ability to satisfy the conditions for settlement of the EO claims related to our former facility in Willowbrook, Illinois; allegations of our failure to properly perform services and potential product liability claims, recalls, penalties and reputational harm; compliance with the extensive regulatory requirements to which we are subject, the related costs, and any failures to receive or maintain, or delays in receiving, required clearances or approvals; adverse changes in industry trends; competition we face; market conditions and changes, including inflationary trends and the impact of tariffs, that impact our long-term supply contracts with variable price clauses and increase our cost of revenues; business continuity hazards, including supply chain disruptions and other risks associated with our operations; the risks of doing business internationally, including global and regional economic and political instability and compliance with various applicable laws and potentially inconsistent laws and regulations in multiple jurisdictions; our ability to increase capacity at existing facilities, build new facilities in a timely and cost-effective manner and renew leases for our leased facilities; our ability to attract and retain qualified employees; severe health events or environmental events; cybersecurity incidents, unauthorized data disclosures, and our dependence on information technology systems; an inability to pursue strategic transactions, find suitable acquisition targets, or integrate strategic acquisitions into our business successfully; our ability to maintain effective internal control over financial reporting; our reliance on intellectual property to maintain our competitive position and the risk of claims from third parties that we have infringed or misappropriated, or are infringing or misappropriating, their intellectual property rights; our ability to comply with rapidly evolving data privacy and security laws and regulations in various jurisdictions and any ineffective compliance efforts with such laws and regulations; our ability to generate profitability in future periods; impairment charges on our goodwill and other intangible assets with indefinite lives, as well as other long-lived assets and intangible assets with definite lives; the effects of unionization efforts and labor regulations in countries in which we operate; adverse changes to our tax positions in U.S. or non-U.S. jurisdictions or the interpretation and application of U.S. tax legislation or other changes in U.S. or non-U.S. taxation of our operations; and our significant leverage and how this significant leverage could adversely affect our ability to raise additional capital, limit our ability to react to challenges confronting our Company or broader changes in our industry or the economy, limit our flexibility in operating our business through restrictions contained in our debt agreements and/or prevent us from meeting our obligations under our existing and future agreements governing our indebtedness. For additional discussion of these risks and uncertainties, please refer to the Company’s filings with the Securities and Exchange Commission, such as its Annual Report on Form 10-K and quarterly reports. We do not undertake any obligation to publicly update or revise these forward-looking statements, except as otherwise required by law.

This presentation includes Adjusted EBITDA, Adjusted EBITDA Margin, Tax Rate Applicable to Adjusted Net Income, Adjusted Net Income, Adjusted EPS, Net Debt and Net Leverage Ratio, which are unaudited financial measures that are not based on any standardized methodology prescribed by GAAP. Adjusted EBITDA, Adjusted EBITDA Margin, Tax Rate Applicable to Adjusted Net Income, Adjusted Net Income, Adjusted EPS, Net Debt and Net Leverage Ratio may be calculated differently from, and therefore may not be comparable to, similarly titled measures used by other companies. Adjusted EBITDA, Adjusted EBITDA Margin, Tax Rate Applicable to Adjusted Net Income, Adjusted Net Income, Adjusted EPS, Net Debt and Net Leverage Ratio should not be considered in isolation from, or as a substitute for, financial information prepared in accordance with GAAP.

This presentation refers to, and in other communications with investors the Company may refer to, net sales or revenues or other historical financial information on a “constant currency” basis, which is a non-GAAP financial measure defined in the Appendix to this presentation.

We use these non-GAAP financial measures as the principal measures of our operating performance. Management believes these measures allow management to more effectively evaluate our operating performance and compare the results of our operations from period to period without the impact of certain non-cash items and non-routine items that we do not expect to continue at the same level in the future and other items that are not core to our operations. We believe that these measures are useful to our investors because they provide a more complete understanding of the factors and trends affecting our business than could be obtained without these measures and their disclosure. In addition, we believe these measures will assist investors in making comparisons to our historical operating results and analyzing the underlying performance of our operations for the periods presented. Our management also uses these measurements in their financial analysis and operational decision-making and Adjusted EBITDA serves as the key metric for the attainment of our primary annual incentive program. These measures may be calculated differently from, and therefore may not be comparable to, a similarly titled measure used by other companies.

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

This presentation also contains estimates and other statistical data made by independent parties and by the Company relating to market size and growth and other data about the Company’s industry and estimated total and serviceable addressable markets. This data involves a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. We have not independently verified this market data. While we are not aware of any misstatements regarding any industry or similar data presented herein, such data involve risks and uncertainties and are subject to change based on various factors, including those described under the headings of “Risk Factors” and “Cautionary Note Regarding Forward-Looking Statements” in the Company’s Annual Report on Form 10-K, and in the Company’s other SEC filings. In addition, projections, assumptions and estimates of the Company’s future performance and the future performance of the markets in which the Company operates are necessarily subject to a high degree of uncertainty and risk.

The Sotera Health name, our logo and other trademarks mentioned in this presentation are the property of their respective owners. All Company data and financial information included in this presentation is as of June 30, 2025, unless otherwise stated.

Speakers



Michael B. Petras, Jr.
Chairman and Chief Executive Officer



Jonathan M. Lyons
Senior Vice President and Chief Financial Officer

Safeguarding Global Health®



~**5,000** customers in over
50 countries



Over **3,000** employees



Provide **end-to-end**
solutions for our customers
in highly-regulated markets



Integrated global network of
62 facilities located in
13 countries

Trusted partnerships with blue-chip customers

Customer relationships average 10+ years across top 25 customers

Customers include 40+ of top 50 medical device companies,
and 9 of top 10 pharmaceutical companies⁽¹⁾

70%+ of revenue tied to multi-
year contracts⁽¹⁾

Strong cash flow generation and
disciplined capital allocation

⁽¹⁾ For the year ended December 31, 2024.

Our Role in the Healthcare Supply Chain



**R&D, materials
and packaging
optimization**



**Pre-FDA filing tests
and clinical trials**



**Product
manufacturing**



Sterilization



**Quality control
tests**



Distribution

 **Sterigenics.** ✓

 **Nordion.** ✓

 **Nelson Labs.** ✓

Three Integrated and Outstanding Business Segments

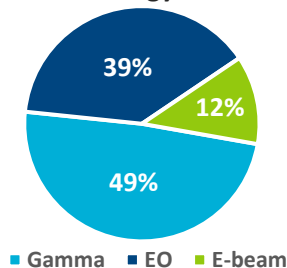


Global leader in comprehensive sterilization solutions

Providing **2,000+** customers⁽¹⁾ peace of mind through **quality, reliability, and safety**

48 facilities located across **13** countries and **4** continents

Sterigenics Technology Mix⁽¹⁾

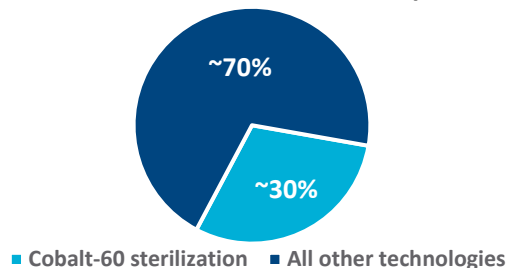


World's Largest Provider of Cobalt-60 sealed sources

Providing customers **end-to-end solutions** across the Cobalt-60 supply chain

One of a Kind, CNSC licensed, Class 1B nuclear processing **facility**

Global Cobalt-60 Single-Use Medical Device Sterilization Split

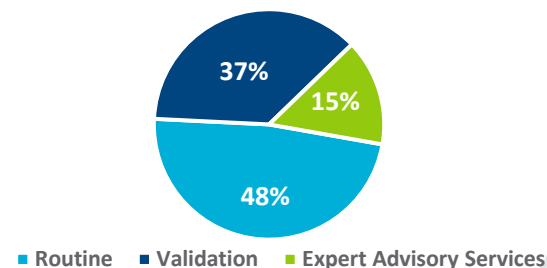


Global leader in microbiological and analytical lab testing

~**3,000** customers⁽¹⁾ trust our **quality and reliability** to help ensure lifesaving products are safe

Microbiology and analytical chemistry services include **900+ tests**

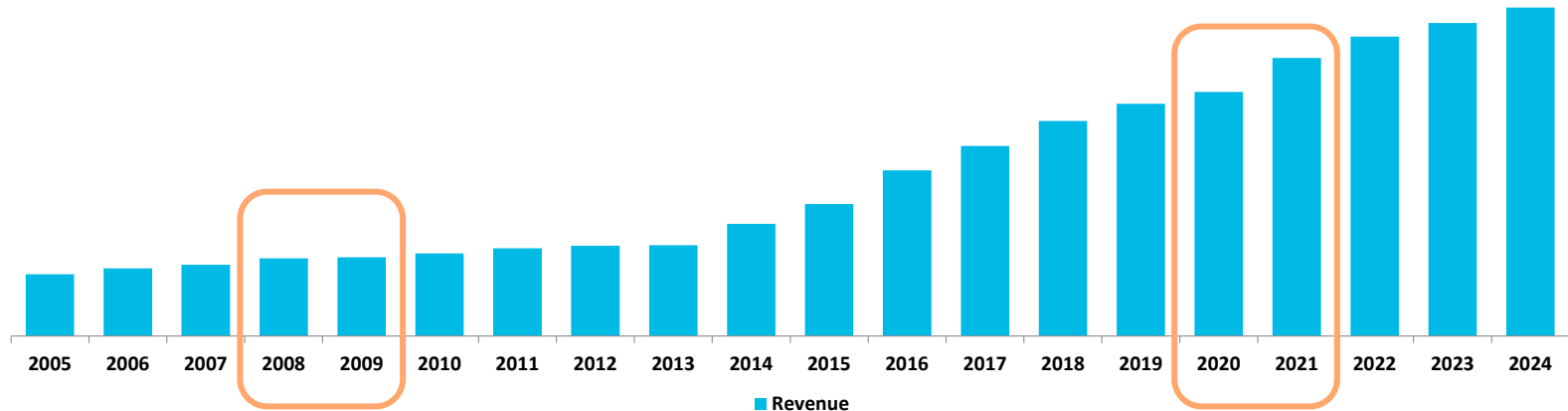
Nelson Labs Service Mix⁽¹⁾



(1) For the year ended December 31, 2024.

Sotera Health Revenue Growth

Our business model has demonstrated **resilience** through **consistent revenue growth every year since 2005, including the great recession of 2008 and the COVID pandemic**



Our Mission in Action: Safeguarding Global Health®

- Together, **Sterigenics** and **Nelson Labs** play a critical role in patient safety and supporting FDA approval of groundbreaking treatments.
- From **validation testing**—such as biocompatibility and packaging, to **routine sterilization**, our teams contributed to the launch of **new infusion sets** for advanced Parkinson's therapy.
- This innovative drug delivery device helps **improve quality of life** by managing tremors and rigid body movements.
- Our **expertise** helps customers commercialize new products and is a great example of how we play an essential role in **Safeguarding Global Health®**.



One Example of How We Live Our Mission Every Day

Q2 2025 Highlights

Business & Market Update

- Strong total company revenue, Adj EBITDA⁽¹⁾ growth, and margin expansion vs Q2 '24
- Sterigenics Q2 '25 double-digit revenue growth vs Q2 '24
- Nordion grew revenue approximately 3% vs Q2 '24
- Nelson Labs 514 bps segment income margin improvement vs Q2 '24

Q2 '25 vs Q2 '24 Financial Performance

Net Revenues	↑ 6.4%, 6.0% CC ⁽¹⁾⁽²⁾
Adjusted EBITDA	↑ 9.8%, 9.5% CC
Adjusted EBITDA margin ⁽¹⁾	↑ 156 bps to 51.2%
Adjusted EPS ⁽¹⁾	↑ +\$0.01 to \$0.20

Capital Deployment & Liquidity

- Capital deployment priorities continue to be organic growth, leverage reduction and M&A opportunities
- As of 6/30/25, strong liquidity of \$918M and no outstanding borrowings on the revolving line of credit
- Net Leverage Ratio⁽¹⁾ improved to 3.5x as of 6/30/25 vs 3.7x as of 12/31/24

Other Activities

- Sterigenics to add new X-ray sterilization capabilities in the Southeast US
- Nelson Labs to double cleanroom capacity at Salt Lake City headquarters, to support growing demand for sterility assurance testing
- Signed \$34M binding term sheet on 7/23/25 to settle 129 EO claims in Illinois; expected to be finalized this winter

(1) This is a non-GAAP financial measure. Please refer to Non-GAAP Financial Measures provided in the Appendix.

(2) CC = constant currency.

Financials

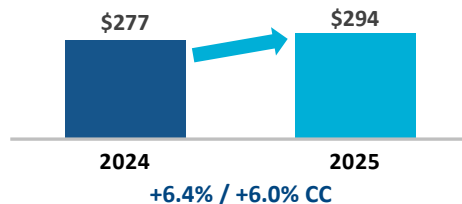


Q2 2025 Consolidated Financial Performance

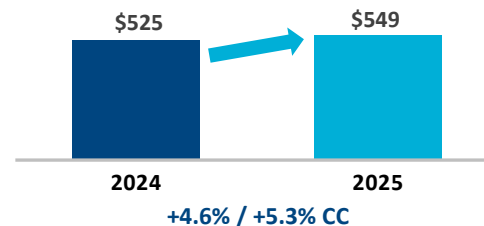
\$ In millions, except Adjusted EPS and
Adjusted EBITDA margin

Revenue

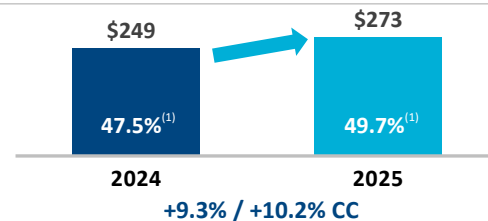
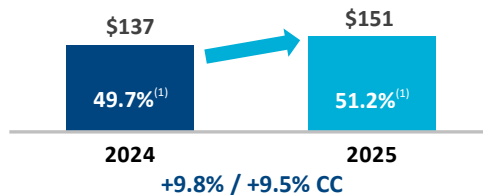
Second Quarter



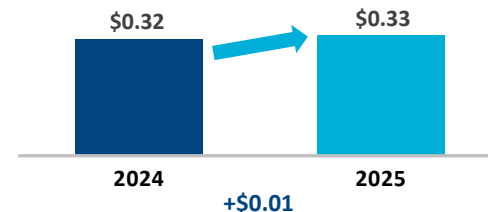
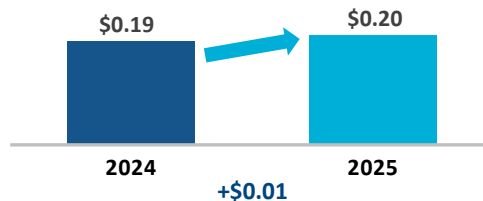
Year-to-Date



Adjusted EBITDA



Adjusted EPS

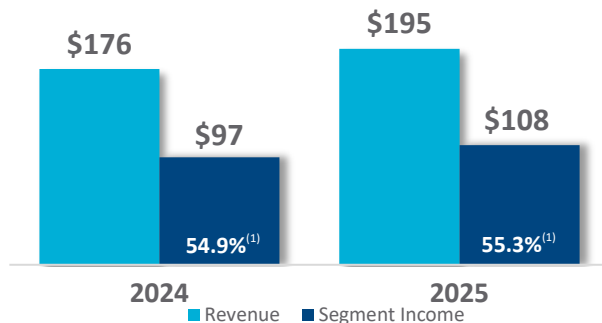


(1) Adjusted EBITDA margin is equal to Adjusted EBITDA divided by net revenues. Please refer to Non-GAAP Financial Measures provided in the Appendix.

Sterigenics Financial Performance

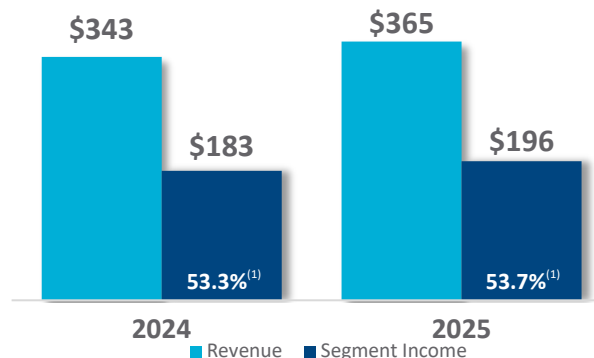
\$ In millions

Second Quarter



Revenue +10.5% / +10.0% CC
Segment Income +11.3% / +11.1% CC

Year-to-Date



Revenue +6.3% / +7.1% CC
Segment Income +7.2% / +8.2% CC

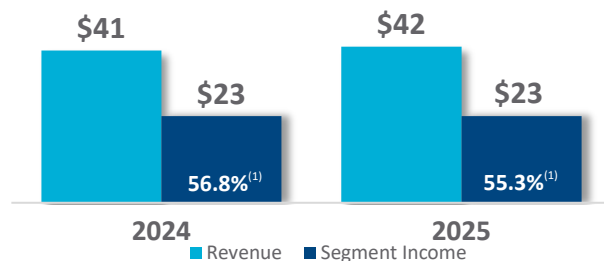
- Revenue growth for the quarter driven by favorable volume/mix, pricing, and changes in foreign currency exchange rates.
- Segment income and segment income margin increased for the quarter driven by favorable volume/mix and pricing, partially offset by inflation.

⁽¹⁾ Segment income margin is equal to segment income divided by net segment revenues.

Nordion Financial Performance

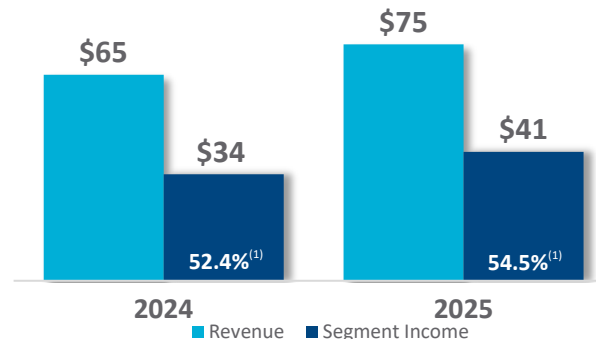
\$ In millions

Second Quarter



Revenue +2.9% / +3.4% CC
Segment Income +0.2% / +0.7% CC

Year-to-Date



Revenue +14.9% / +16.8% CC
Segment Income +19.6% / +21.0% CC

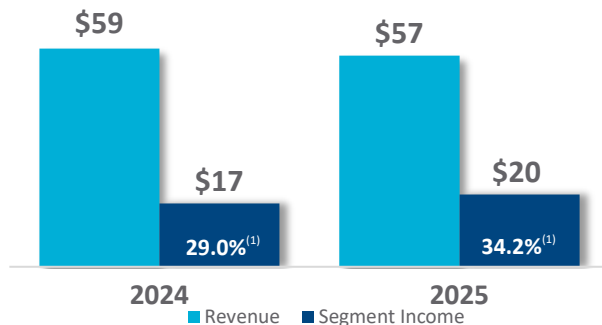
- Revenue growth for the quarter driven by favorable pricing and volume/mix, partially offset by unfavorable changes in foreign currency exchange rates.
- Segment income margin decrease for the quarter attributed to supplier mix.

⁽¹⁾ Segment income margin is equal to segment income divided by net segment revenues.

Nelson Labs Financial Performance

\$ In millions

Second Quarter



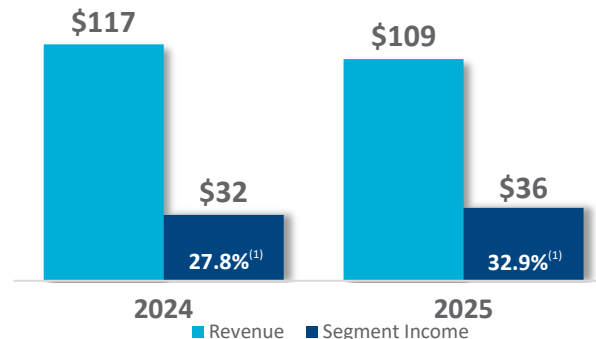
Revenue

-3.3% / -4.4% CC

Segment Income

+13.9% / +12.1% CC

Year-to-Date



Revenue

-6.3% / -6.4% CC

Segment Income

+10.6% / +10.3% CC

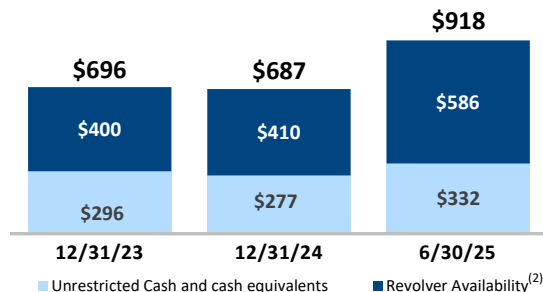
- Improvement in core lab testing services, favorable pricing, and changes in foreign currency exchange rates were offset by a decline in expert advisory services revenue.
- Segment income and segment income margin increases driven by volume/mix improvements, lab optimization, and favorable pricing.

⁽¹⁾ Segment income margin is equal to segment income divided by net segment revenues.

Net Leverage, Liquidity and Investments

\$ In millions

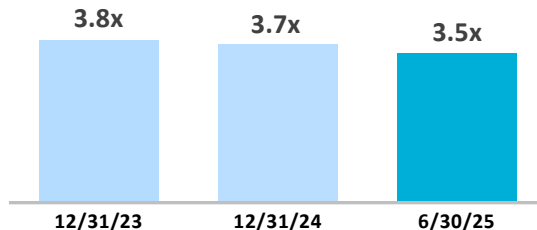
Liquidity



Liquidity Position

- As of 6/30/25 strong liquidity position of \$918M and no outstanding borrowings on the revolving line of credit

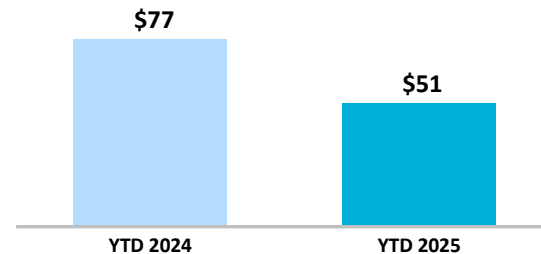
Net Leverage Ratio



Target of 2.0x-3.0x by 2027

- Net Leverage Ratio improved to 3.5x as of 6/30/25
- Adjusted EBITDA growth and cash generation drove improvement in Net Leverage Ratio

Capital Expenditures⁽¹⁾



Target of ~\$110M for FY 2027

- **Sterigenics:** 2 active capacity expansions; continued EO facility investments
- **Nordion:** Cobalt-60 development projects
- **Nelson Labs:** Pharma expansion & cleanroom expansion

(1) Excludes any Capital Expenditures included in accounts payable or accruals at the end of the applicable period.

(2) Revolving Credit Facility availability is calculated as maximum facility size less letters of credit. Maximum facility size was \$423.8M as of 12/31/24, increased to \$600M as of April 30, 2025.

2025 Outlook

On the following slides, Sotera Health presents an overview of its full-year 2025 outlook, including certain non-GAAP financial measures. As outlined in the Company's August 8, 2025 press release, Sotera Health does not provide a reconciliation of the forward-looking Adjusted EBITDA, Tax Rate Applicable to Adjusted Net Income, Adjusted Net Income and Adjusted EPS to the most directly comparable GAAP measure, as this cannot be done without unreasonable effort due to the variability and low visibility with respect to certain costs, including, among others, uncertainties caused by changes to the regulatory landscape, restructuring items and certain fair value measurements, all of which are potential adjustments for future earnings. The variability of these forward-looking items could have a potentially unpredictable, and a potentially significant, impact on our future GAAP results.

Full-year 2025 Outlook⁽¹⁾

	Prior Outlook	August 8th Outlook
Net Revenues ⁽²⁾	+4.0% to +6.0%	+4.5% to +6.0%
Net Revenues Currency Impact ⁽³⁾	~(1.25%)	Neutral
Adj EBITDA ⁽²⁾	+4.5% to +6.5%	+6.0% to +7.5%
Adj EBITDA Currency Impact ⁽³⁾	~(1.50%)	Neutral
Adj EPS ⁽²⁾	\$0.70 to \$0.76	\$0.75 to \$0.82

(1) The outlook provided on this slide contains a number of assumptions, including, among others, the Company's current expectations regarding supply chain continuity, particularly for the supply of EO and Co-60, the impact of inflationary trends, including their impact on energy prices and the supply of labor. Our outlook is based on current plans and expectations and is subject to several known and unknown risks and uncertainties, including those set forth on the slide titled "Cautionary Note Regarding Forward-Looking Statements and Non-GAAP Financial Measures."

(2) Excludes the impact of translational currency.

(3) Assumes average foreign exchange rates for second-quarter 2025 remain constant for the remainder of 2025.

Full-year 2025 Outlook⁽¹⁾ – Additional Items

	Prior Outlook	August 8th Outlook
Interest Expense	\$155M to \$165M	\$155M to \$165M
Tax Rate Applicable to Adj Net Income ⁽²⁾	33% to 35%	31.5% to 33.5%
Weighted Average Diluted Shares	286M to 287M	286M to 287M
Capital Expenditures	\$190M to \$210M	\$170M to \$180M

(1) The outlook provided on this slide contains a number of assumptions, including, among others, the Company's current expectations regarding supply chain continuity, particularly for the supply of EO and Co-60, the impact of inflationary trends, including their impact on energy prices and the supply of labor. Our outlook is based on current plans and expectations and is subject to several known and unknown risks and uncertainties, including those set forth on the slide titled "Cautionary Note Regarding Forward-Looking Statements and Non-GAAP Financial Measures."

(2) This is a non-GAAP financial measure. Please refer to Non-GAAP Financial Measures provided in the Appendix.

Other 2025 Outlook Items

General Commentary

- Raised revenue outlook to 4.5% - 6.0%; raised Adjusted EBITDA outlook to 6.0% - 7.5%, both on a constant currency basis
 - No FX impact expected on FY '25 revenue and Adjusted EBITDA, based on average second-quarter '25 exchange rates
- Total company price expected to be approximately at the mid-point of the 3% - 4% long-term range
- Outlook assumes no M&A activity

Cadence

- Sterigenics constant currency revenue growth in the mid-single to high-single digits for FY '25
- Nordion constant currency revenue growth in the mid-single digits for FY '25
 - Nordion Q4 2025 revenues expected to be down mid-teens versus Q4 2024
- Nelson Labs constant currency revenue down low-single digits for FY '25, with a return to growth in Q4 '25
 - FY '25 segment income margin improvement

Capital Deployment & Net Leverage

- Capital deployment priorities continue to be organic growth, leverage reduction and opportunistic M&A
- Reduced capital expenditures range to \$170M - \$180M
- Net Leverage Ratio expected to improve compared to year-end '24

Our Company Key Priorities

1

**Excellence in
serving our
customers with
end-to-end
solutions**

2

**Win in growth
markets**

3

**Driving
operational
excellence to
enhance free
cash flow**

4

**Disciplined
capital
deployment**

Strong Execution to Generate Value for Our Stakeholders

Appendix



Non-GAAP Financial Measures

(unaudited)

(dollars in thousands, except per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Segment revenues:				
Sterigenics	\$ 194,839	\$ 176,354	\$ 364,523	\$ 342,851
Nordion	42,431	41,244	74,988	65,251
Nelson Labs	57,071	58,996	109,353	116,668
Total net revenues	\$ 294,341	\$ 276,594	\$ 548,864	\$ 524,770
Segment income:				
Sterigenics	\$ 107,745	\$ 96,778	\$ 195,749	\$ 182,596
Nordion	23,477	23,420	40,899	34,205
Nelson Labs	19,513	17,137	35,926	32,478
Total segment income	150,735	137,335	272,574	249,279
Less adjustments:				
Interest expense, net	\$ 40,651	\$ 40,388	\$ 81,527	\$ 82,159
Depreciation and amortization ^(a)	34,948	39,830	75,682	80,260
Share-based compensation ^(b)	8,149	10,206	15,418	18,863
Loss on refinancing of debt ^(c)	80	23,400	80	24,090
(Gain) Loss on foreign currency and derivatives not designated as hedging instruments, net ^(d)	(3,018)	(698)	(1,127)	532
Business optimization expenses ^(e)	2,430	613	4,477	1,784
Professional services relating to EO sterilization facilities ^(f)	14,035	7,818	26,363	14,157
Illinois EO litigation settlements ^(g)	34,000	—	64,943	—
Accretion of asset retirement obligation ^(h)	563	636	1,137	1,278
Consolidated income before income taxes	\$ 18,897	\$ 15,142	\$ 4,074	\$ 26,156

Non-GAAP Financial Measures (continued)

- a) Includes depreciation of Co-60 held at gamma irradiation sites. The three and six months ended June 30, 2025 exclude accelerated depreciation associated with business optimization activities.
- b) Represents share-based compensation expense related to employees and Non-Employee Directors.
- c) Represents the write-off of unamortized debt issuance costs and discounts, as well as certain other costs incurred related to the Refinancing Term Loans, the Secured Notes and the Revolving Credit Facility.
- d) Represents the effects of (i) fluctuations in foreign currency exchange rates and (ii) non-cash mark-to-fair value of embedded derivatives relating to certain customer and supply contracts at Nordion.
- e) Represents (i) certain costs related to divestitures, acquisitions and the integration of acquisitions, (ii) professional fees and other costs associated with business optimization, cost saving and other process enhancement projects, and (iii) legal, consulting and other fees associated with the secondary offerings and shareholder engagement.
- f) Represents litigation and other professional fees associated with our EO sterilization facilities.
- g) Represents (i) the cost to settle 97 pending and threatened EO claims against Sterigenics in Illinois pursuant to the term sheet entered into on April 3, 2025 and (ii) the cost to settle 129 pending and threatened EO claims against Sterigenics in Illinois pursuant to the term sheet entered into on July 23, 2025.
- h) Represents non-cash accretion of ARO related to Co-60 gamma and EO sterilization facilities, which are based on estimated site remediation costs for any future decommissioning of these facilities and are accreted over the life of the asset.

Non-GAAP Financial Measures

(unaudited)

(dollars in thousands, except per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Net income (loss)	\$ 7,962	\$ 8,754	\$ (5,298)	\$ 15,077
Amortization of intangible assets	11,924	19,755	30,598	39,879
Share-based compensation ^(a)	8,149	10,206	15,418	18,863
Loss on refinancing of debt ^(b)	80	23,400	80	24,090
(Gain) Loss on foreign currency and derivatives not designated as hedging instruments, net ^(c)	(3,018)	(698)	(1,127)	532
Business optimization expenses ^(d)	2,430	613	4,477	1,784
Professional services relating to EO sterilization facilities ^(e)	14,035	7,818	26,363	14,157
Illinois EO litigation settlements ^(f)	34,000	—	64,943	—
Accretion of asset retirement obligation ^(g)	563	636	1,137	1,278
Income tax benefit associated with pre-tax adjustments ^(h)	(20,063)	(15,297)	(41,485)	(24,844)
Adjusted Net Income	56,062	55,187	95,106	90,816
Interest expense, net	40,651	40,388	81,527	82,159
Depreciation ⁽ⁱ⁾	23,024	20,075	45,084	40,381
Income tax provision applicable to Adjusted Net Income ^(j)	30,998	21,685	50,857	35,923
Adjusted EBITDA^(k)	\$ 150,735	\$ 137,335	\$ 272,574	\$ 249,279
Net Revenues	\$ 294,341	\$ 276,594	\$ 548,864	\$ 524,770
Adjusted EBITDA Margin	51.2 %	49.7 %	49.7 %	47.5 %
Weighted average number of shares outstanding				
Basic	283,933	282,894	283,747	282,403
Diluted ^(l)	285,756	284,541	285,684	284,264
Earnings (Loss) per share				
Basic	\$ 0.03	\$ 0.03	\$ (0.02)	\$ 0.05
Diluted	0.03	0.03	(0.02)	0.05
Adjusted earnings per share				
Basic	\$ 0.20	\$ 0.20	\$ 0.34	\$ 0.32
Diluted	0.20	0.19	0.33	0.32

Non-GAAP Financial Measures (continued)

- a) Represents share-based compensation expense related to employees and Non-Employee Directors.
- b) Represents the write-off of unamortized debt issuance costs and discounts, as well as certain other costs incurred related to the Refinancing Term Loans, the Secured Notes and the Revolving Credit Facility.
- c) Represents the effects of (i) fluctuations in foreign currency exchange rates and (ii) non-cash mark-to-fair value of embedded derivatives relating to certain customer and supply contracts at Nordion.
- d) Represents (i) certain costs related to divestitures, acquisitions and the integration of acquisitions, (ii) professional fees and other costs associated with business optimization, cost saving and other process enhancement projects, and (iii) legal, consulting and other fees associated with the secondary offerings and shareholder engagement.
- e) Represents litigation and other professional fees associated with our EO sterilization facilities.
- f) Represents (i) the cost to settle 97 pending and threatened EO claims against Sterigenics in Illinois pursuant to the term sheet entered into on April 3, 2025 and (ii) the cost to settle 129 pending and threatened EO claims against Sterigenics in Illinois pursuant to the term sheet entered into on July 23, 2025.
- g) Represents non-cash accretion of ARO related to Co-60 gamma and EO sterilization facilities, which are based on estimated site remediation costs for any future decommissioning of these facilities and are accreted over the life of the asset.
- h) Represents the income tax impact of adjustments calculated based on the tax rate applicable to each item. We eliminate the effect of tax rate changes as applied to tax assets and liabilities and unusual items from our presentation of adjusted net income.
- i) Includes depreciation of Co-60 held at gamma irradiation sites. The three and six months ended June 30, 2025 excludes accelerated depreciation associated with business optimization activities.
- j) Represents the difference between the income tax provision or benefit as determined under U.S. GAAP and the income tax provision or benefit associated with pre-tax adjustments described in footnote (h).
- k) \$24.4 million and \$23.4 million of the adjustments for the three months ended June 30, 2025 and 2024, respectively, and \$48.6 million and \$47.2 million of the adjustments for the six months ended June 30, 2025 and 2024, respectively, are included in cost of revenues, primarily consisting of amortization of intangible assets, depreciation, and accretion of asset retirement obligations.
- l) For the six months ended June 30, 2025, the diluted weighted average shares outstanding presented in this table reflects the amount that would be reported under U.S. GAAP if the Company were to have net income in the six months ended June 30, 2025.

Non-GAAP Financial Measures

(unaudited)

(dollars in thousands, except per share amounts)

	Year Ended December 31,		Twelve Months Ended June 30,
	2023	2024	2025
Net income	\$ 51,376	\$ 44,398	\$ 24,023
Amortization of intangible assets	81,348	79,377	70,096
Share-based compensation ^(a)	32,364	36,896	33,451
Loss on refinancing of debt ^(b)	—	24,168	158
(Gain) loss on foreign currency and derivatives not designated as hedging instruments, net ^(c)	(1,552)	2,448	789
Business optimization expenses ^(d)	7,662	9,368	12,061
Professional services and other expenses relating to EO sterilization facilities ^(e)	45,312	32,694	44,900
Illinois EO litigation settlement ^(f)	—	—	64,943
Georgia EO litigation settlement ^(g)	35,000	—	—
Accretion of asset retirement obligations ^(h)	2,413	2,638	2,497
Income tax benefit associated with pre-tax adjustments ⁽ⁱ⁾	(49,597)	(33,487)	(50,128)
Adjusted Net Income	204,326	198,500	202,790
Interest expense, net	142,878	164,691	164,059
Depreciation ^(j)	76,577	82,420	87,123
Income tax provision applicable to Adjusted Net Income ^(k)	104,248	102,963	117,897
Adjusted EBITDA^(l)	\$ 528,029	\$ 548,574	\$ 571,869

Non-GAAP Financial Measures (continued)

- a) Represents share-based compensation expense related to employees and Non-Employee Directors.
- b) Represents the write-off of unamortized debt issuance costs and discounts, as well as certain other costs incurred related to the Refinancing Term Loans, the Secured Notes and the Revolving Credit Facility.
- c) Represents the effects of (i) fluctuations in foreign currency exchange rates and (ii) non-cash mark-to-fair value of embedded derivatives relating to certain customer and supply contracts at Nordion.
- d) Represents (i) certain costs related to divestitures, acquisitions and the integration of acquisitions, (ii) professional fees and other costs associated with business optimization, cost saving and other process enhancement projects, and (iii) legal, consulting and other fees associated with the secondary offerings and shareholder engagement. The year ended December 31, 2023 includes a \$1.0 million cancellation fee received from a tenant in connection with the termination of an office space lease at the Nordion facility.
- e) Represents litigation and other professional fees associated with our EO sterilization facilities.
- f) Represents (i) the cost to settle 97 pending and threatened EO claims against Sterigenics in Illinois pursuant to the term sheet entered into on April 3, 2025, and (ii) the cost to settle 129 pending and threatened EO claims against Sterigenics in Illinois pursuant to the term sheet entered into on July 23, 2025.
- g) Represents the cost to settle 79 pending EO claims in Georgia under a settlement term sheet entered into on December 21, 2023.
- h) Represents non-cash accretion of asset retirement obligations related to Co-60 gamma and EO processing facilities, which are based on estimated site remediation costs for any future decommissioning of these facilities and are accreted over the life of the asset.
- i) Represents the income tax impact of adjustments calculated based on the tax rate applicable to each item. We eliminate the effect of tax rate changes as applied to tax assets and liabilities, and unusual items from our presentation of adjusted net income.
- j) Includes depreciation of Co-60 held at gamma irradiation sites. The year ended December 31, 2024 and twelve months ended June 30, 2025 exclude accelerated depreciation associated with business optimization activities.
- k) Represents the difference between the income tax provision/benefit as determined under U.S. GAAP and the income tax benefit associated with pre-tax adjustments described in footnote (i).
- l) \$94.1 million and \$97.1 million of the adjustments for the years ended December 31, 2023 and 2024, respectively, and \$98.5 million of the adjustments for the twelve months ended June 30, 2025 are included in cost of revenues, primarily consisting of amortization of intangible assets, depreciation, and accretion of asset retirement obligations.

Non-GAAP Financial Measures (continued)

	As of December 31,		As of June 30,
	2023	2024	2025
Current portion of long-term debt	\$ 4,797	14,803	14,820
Long-term debt less current portion	2,223,674	2,208,100	2,202,651
Current portion of finance leases	8,771	2,923	3,237
Finance leases less current portion	63,793	95,286	95,420
Total Debt	2,301,035	2,321,112	2,316,128
Less: cash and cash equivalents	(296,407)	(277,242)	(332,437)
Total Net Debt	\$ 2,004,628	\$ 2,043,870	\$ 1,983,691
Adjusted EBITDA^(a)	\$ 528,029	\$ 548,574	\$ 571,869
Net Leverage	3.8x	3.7x	3.5x

(a) Represents Adjusted EBITDA for the years ended December 31, 2023, December 31, 2024 and the twelve months ended June 30, 2025, respectively. Refer to the reconciliations of Adjusted EBITDA to net income (loss) for additional detail.

Non-GAAP Financial Measures Definitions

- **Adjusted Net Income** is defined as net income (loss) before amortization and certain other adjustments that we do not consider in our evaluation of our ongoing operating performance from period to period.
- **Adjusted EBITDA** is defined as Adjusted Net Income before interest expense, depreciation (including depreciation of Co-60 used in our operations) and income tax provision applicable to Adjusted Net Income.
- **Adjusted EBITDA margin** is equal to Adjusted EBITDA divided by net revenues.
- **Adjusted EPS** is defined as Adjusted Net Income divided by the weighted average number of diluted shares outstanding.
- **Net Debt** is equal to our total debt net of unamortized debt issuance costs and debt discounts, less cash and cash equivalents.
- **Net Leverage Ratio** is equal to Net Debt divided by Adjusted EBITDA.
- **Segment income margin** is equal to segment income divided by net segment revenues.
- We calculate **constant currency (CC)** net revenues by translating prior year net revenues in local currency at the average exchange rates applicable for the current period. The translated results are then used to determine year-over-year percentage increases or decreases. We generally refer to such amounts calculated on a constant currency basis as excluding the impact of foreign currency exchange rates.