



Sotera Health

2023 Responsibility Report





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Letter from our **CEO**

Our work at Sotera Health underscores our responsibility and the critical nature of our mission, Safeguarding Global Health®. We have a history of fulfilling our mission with a combined tenure across our three best-in-class businesses of nearly 200 years. Through Sterigenics' safe sterilization services, Nordion's expertise in gamma technologies and complex global logistics and Nelson Labs' thought leadership and lab testing to solve our customers' toughest problems, we help to ensure the safety of patients, healthcare workers, our employees and the communities in which we operate across the globe. All the while, we take seriously our commitments to create a better, more sustainable future, work toward a more equal and inclusive world, and build a stronger more resilient Sotera Health.

I am pleased to present Sotera Health's 2023 Responsibility Report, in which we outline progress on our key ESG initiatives. Since our inaugural report published in 2022, we have made meaningful progress in our environmental and social responsibility, combined with our continued strong leadership and governance.

With support from our Board, Executive Leadership Team, ESG Steering Committee, our shareholders and our more than 3,100 employees across Sotera Health we remain committed to progressing our Corporate Responsibility.

Key highlights include:

- Established a global sustainability vision which includes the implementation of consistent tracking of sustainability metrics;
- Transparent reporting of key leading and lagging EHS performance metrics;
- Continued investment in Sterigenics ethylene oxide facilities to continue to reduce emissions beyond already safe levels;
- Constructively interacting with our federal and local regulators in support of their efforts to update ethylene oxide and safety standards;
- Unwavering commitment to safety for patients, employees and the communities in which we operate;
- Continued company-wide Diversity, Equity and Inclusion training and Unconscious Bias training;
- Deepening our customer engagement through annual Voice of Customer surveys;
- Appointment of Karen A. Flynn to our Board as a new independent director; and
- Maintaining robust corporate governance practices including on-going investor outreach to shareholders representing 60% of outstanding shares not held by affiliates.

As I reflect on the year, I am proud of the progress we have made on our ESG initiatives and our commitment to continuous improvement. We remain steadfast in fulfilling our mission, Safeguarding Global Health®, while remaining committed to our Company values.

Michael B. Petras, Jr., Chairman and CEO, Sotera Health



We remain steadfast in fulfilling our mission, Safeguarding Global Health®, while remaining committed to our Company values.

ABOUT



Sotera
Health

Company Highlights

Sotera Health Company (Nasdaq: SHC) is a leading global provider of mission-critical end-to-end sterilization solutions, lab testing and advisory services for the healthcare industry. The name Sotera Health was inspired by Soteria, the Greek goddess of safety, and reflects the Company's unwavering commitment to its mission, **Safeguarding Global Health®**.



5,000+ customers
in 50+ countries



90+ years of
sterilization and lab services



Network of
63 global facilities



Over 3,100 employees
across the globe

Alignment with UN Sustainable Development Goals



Good
HEALTH
and well-being



Gender
EQUALITY

Our Values



Safety



Customer Focus



People



Integrity



Excellence

Our Three Businesses

STERILIZATION SERVICES

Leader in sterilization services



Comprehensive sterilization services

Gamma technologies

Expert lab testing and advisory services

Provider of mission-critical and government-mandated sterilization services

Global leader in supply of Cobalt-60, the key input for gamma sterilization

Provider of mission-critical medical device and pharmaceutical lab testing and advisory services

48
locations

2,000+
customers

2
locations

40+
customers

13
locations

3,000+
customers

Living Our Mission

At Sotera Health, we are steadfast in our commitment to our mission, Safeguarding Global Health®. Our work helps to ensure the safety of millions of patients and healthcare workers around the globe, as well as the communities in which we operate and our 3,100+ global team members. While our high-quality testing, our safe and reliable sterilization services and our Cobalt-60 supply expertise enable the safety of the global healthcare industry, it is our team's commitment to living our mission every day that makes an extraordinary difference.

For Patients & Healthcare Workers Worldwide

- Our lab and sterilization services touch the lives of millions of patients around the world
- For over 90 years, we have been providing critical testing and sterilization services for the healthcare industry
- Our work helps to prevent infection, tests and sterilizes critical supplies, and verifies the safety of medical products
- Many medical supplies used in a doctor's office, lab, or hospital have been tested or sterilized by our Company



For Our Communities

- Our highly regulated businesses consistently continue to meet or exceed all federal and local requirements
- We have invested tens of millions of dollars at our Sterigenics ethylene oxide facilities to ensure our operations are safe and reduce emissions beyond already safe levels



For Our Employees

- We are committed to providing our employees with safe working conditions
- Our robust EHS management system is designed based on stringent international standards (ISO 14001 & 45001)
- Proactive facility-level safety protocols help to ensure a safe working environment for all our employees every day
- Our benefits offer our employees and their families healthcare and wellness programs that nurture good health



• Every Day

Safeguarding Global Health[®] Moments



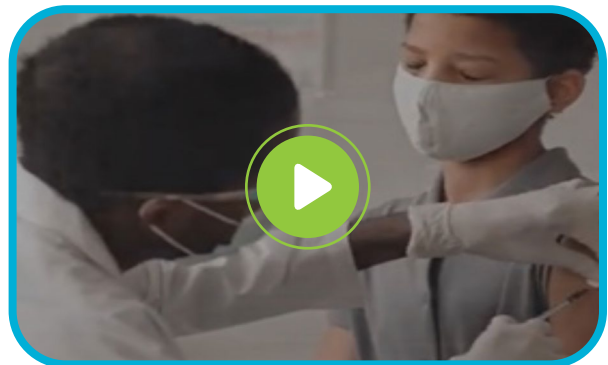
Nelson Labs ensures the safety of neonatal feeding tubes through their toxicological and extractables and leachables expertise.



Sterigenics sterilizes aortic stents for patients in need of cardiac procedures.



Regulatory Compliance Associates provides regulatory expertise to help mitigate US antibiotic drug shortages.



Sterigenics and Nelson Labs ensure the safety of vaccines for patients worldwide.



Nordion supplies specialized Co-60 for the treatment of breast cancer tumors.

Our ESG Program: Year 2 of Our Journey

Environmental Responsibility

We know that our purpose is greater than our products and services. That's why responsibility is the foundation of what we stand for and what we strive to achieve. Across our global network, we approach our EHS initiatives with the same passion, dedication and commitment as the mission-critical services we provide.

- Launched a company-wide EHS management system and safety culture program
- Expanded utilization of VelocityEHS® to manage data and ensure compliance
- Continued investment in enhanced emission controls in ethylene oxide ("EO") facilities
- Established a global sustainability vision to include the implementation of consistent tracking of sustainability metrics, such as energy, emissions, water and waste
- Harmonized and expanded global compliance audit programs



Social Responsibility and Stakeholder Engagement

Every day at Sotera Health, our work has real purpose. It's meaningful, critical and aligned with our mission. Through our global team of over 3,100 employees, who are engaged, inclusive, and committed to our values, we deliver high-quality service and are dedicated to providing excellent customer, community and stakeholder care.

- Continued to monitor employee engagement with pulse surveys and track action item progress
- Increased the number of activities sponsored by the Sotera Health Women's Network
- Sustained programs and activities demonstrating commitment to CEO Action for Diversity and Inclusion Pledge
- Completed our leadership development program, *Leading For Our Future*, focused on defining future corporate responsibility opportunities
- Conducted annual Voice of Customer survey and initiated action plans

Governance

At Sotera Health, good corporate governance is fundamental to our business and our values. Integrity and Excellence, two of the Company's core values, are central to the long-term success of our Company. We are committed to governance policies and practices that advance these values and our business goals, including Board-level oversight of our ESG initiatives.

- Board meets Nasdaq diversity standards
- Karen A. Flynn joined Board as new independent director
- 91% of Board members meet Nasdaq director independence standards
- Completed investor outreach to shareholders representing 60% of outstanding shares not held by affiliates
- Conducted a formal update of the Company Enterprise Risk Management assessment
- ESG topics are regular agenda items for the Nominating and Corporate Governance Committee ("Governance Committee") and full Board; management regularly reports to the Governance Committee and Board on ESG topics
- Implemented an annual Say-on-Pay vote





ENVIRONMENTAL RESPONSIBILITY



Environmental Management



As we work to live our mission every day, it is imperative we safeguard the health of our employees and the communities in which we operate. Sotera Health has policies and programs in place to comply with applicable local and federal environmental policies and regulations. Responsibility is integral to everything we do - it's the foundation of what we stand for and what we strive to achieve.

- Kathy Hoffman, Senior Vice President, Global Environmental, Health and Safety, Sotera Health



One Sotera Health EHS Program:



Consistent Metrics and Scorecards



Common EHS Software Suite



ISO-aligned Management System



Sustainability Program



Compliance Assurance Program

Environmental, Health and Safety is something we live, and learn about, every day of the year. The EHS team conducted a significant refresh of our EHS culture program in 2023. In addition to our continuous focus on EHS every day, more formal events include leadership webinars, safety talks, and global activities. Webinars covered topics including sustainability, error prevention, and stop work authority. Safety talks reviewed our Sotera Health EHS Policy, potentially significant events, Sotera Health Safeguards, hazard recognition and reporting, and security. Across our global locations, we celebrated Earth Day, Health and Safety Month, and Security Month.

EHS Scorecard

Global EH&S Metrics	Units	2022
Lagging Indicators		
Total Recordable Injury Rate	cases/100 employees/year	1.32
Lost Time Injury Rate	cases/100 employees/year	0.51
Lost Time Severity Rate	lost days/100 employees/year	23.03
Leading Indicators		
Potentially Significant Events (PSE) ¹	#	38
Safety Improvements ²	#	4,521
Safety Improvement Rate	#/100 employees/year	145
ISO Certifications (14001, 45001)	#	7

¹ PSE is an incident that had the potential to cause serious harm to people, the environment or property/equipment.

² Safety Improvements are the number of employee reported EHS suggestions, near misses or unsafe conditions for the annual year.

Our Global Sustainability Vision



In 2023, we implemented the VelocityEHS® Greenhouse Gas module across all applicable global locations to enable accurate tracking and reporting of key sustainability measures. This will allow us to establish a foundational baseline of metrics from which we can establish, and subsequently measure, future sustainability goals.

Sustainability Metrics¹



Energy (in Gigajoules “GJ”)

1,154,110 GJ Energy Consumed ²	395,791 GJ Grid Electricity	34% Grid Electricity
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GHG³ (in Metric Tons of Carbon Dioxide Equivalent “MT CO2e”)

40,403 MT CO2e Scope 1 ⁴	32,905 MT CO2e Scope 2 ⁵	73,308 MT CO2e Total (Scope 1 & 2)
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Water⁶ (in Megaliters “ML”)

177 ML Water Withdrawal



Waste

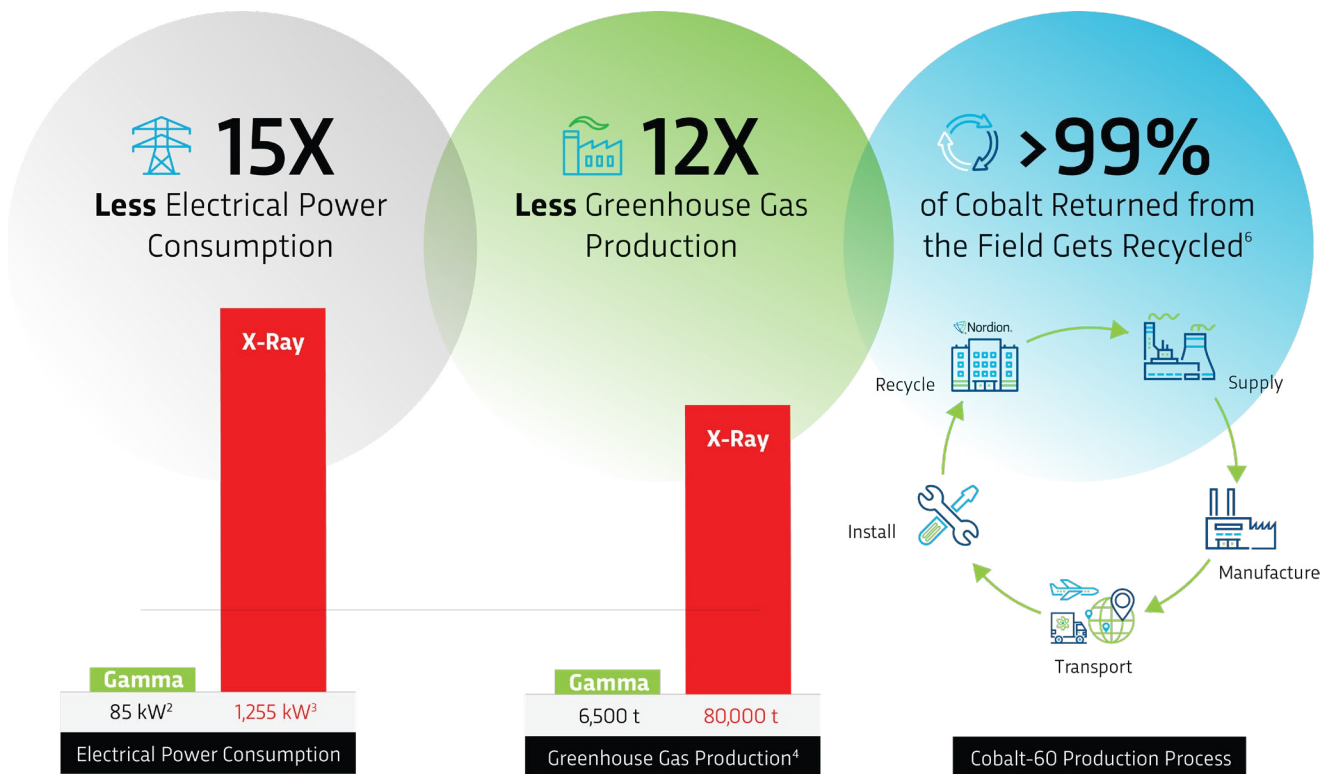
92% Glycol Reclaimed	99.97% Co-60 Recycled
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- All metrics are for calendar year 2022. Unless otherwise noted, scope includes all production facilities and associated warehouses and main office locations with >10,000 ft² or 50 employees where Sotera Health businesses have operational control. 2022 is the first year for which energy, GHG and water data has been reported. This data has not been independently verified/assured.
- Includes all fuel and electricity use. Excludes a small amount of indirect purchased steam, compressed air and cooling water at one facility.
- Includes emissions of CO₂, CH₄, N₂O, HFCs, PFCs, and SF₆.
- Excludes direct emission of CO₂ resulting from oxidation of ethylene oxide in pollution control systems.
- Calculated using location-based emission factors.
- Scope includes 22 facilities meeting the criteria in note 1 located in areas of water scarcity as defined by the World Wide Fund's Water Risk Filter Depletion Rating (B1.1) of 3-5. <https://riskfilter.org/>

Cobalt Sustainability¹

Gamma irradiation has significant environmental advantages over other industrial sterilization modalities. Its proven track-record of safety, reliability and dependability make Gamma processing a safe, secure, energy-efficient and sustainable sterilization solution.

Nordion provides reliable, long-term, end-to-end Cobalt-60 supply and services. With a 75-year history of safety and quality, Nordion is the leading global provider of Gamma technologies that benefits the lives of millions.



Gamma vs X-Ray: Comparison of Environmental Impact⁵

1. Analysis builds on the analytical framework examined by the Gamma Industry Processing Alliance (GIPA) and the International Irradiation Association (iia) and published as *A Comparison of Gamma, E-beam, X-ray and Ethylene Oxide Technologies for the Industrial Sterilization of Medical Devices and Healthcare Products* on August 31, 2017.
2. Includes estimates for operation of irradiator and related handling equipment plus warehouse and office.
3. Includes estimates for operation of accelerator including cooling and related handling equipment plus warehouse and office.
4. Estimates over 20-year operating life using average current California electricity emissions intensity. For Cobalt-60, reflects transportation of initial load plus annual replenishment shipments to California, production in Ottawa from Canadian and overseas sources of Cobalt-60.
5. Large scale industrial X-ray vs. 5 MCi gamma facility.
6. From 2019 to 2021, Nordion has recycled more than 99% of the Co-60 in its end-of-life program.

Continuous Commitment to Safety



Safety

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

Safety is a cornerstone of our Company and is one of our core values. We are committed to furthering our focus on safety through measuring and reporting lagging and leading safety metrics, on-going safety training, hazard recognition and reporting, along with Safety Week exercises and publishing a quarterly global safety newsletter.

Safety Week is the time of the year to reiterate our organization's commitment to ensuring a safe workplace. It is a great opportunity to remind our employees about safety awareness and have them reflect on how they can keep their environment safe and free of danger. Highlights from our Safety Week include:

Sterigenics Minerbio tests their evacuation plans



Sterigenics Shanghai performed an emergency drill with local fire department and fire extinguisher training



Sterigenics Grand Prairie conducted an ethylene oxide release drill



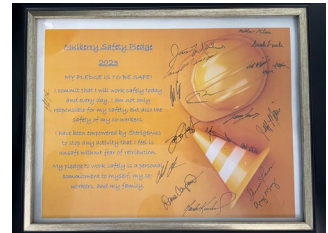
Sterigenics Thailand held forklift operator training and skills challenge



Nelson Labs Europe conducted CPR and first aid training



Nordion employees played Safety Trivia and held lunch and learn sessions



Employees at Sterigenics Mulberry committed to a 2023 Safety Pledge

We can recognize what a positive culture looks and feels like to work in, but building one takes time, openness, and willingness to learn from one another. Sotera Health is committed to growing and improving our safety culture. In 2022, Sotera Health launched EHS Matters, a global safety culture newsletter, translated in eight languages, to inform, educate and align our employees worldwide on important EHS topics.





SOCIAL RESPONSIBILITY



Employee Engagement



People

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



We are committed to creating a positive employee experience for our teams. We work to achieve this through our focus on the inclusion, well-being and development of all of our team members.

- Sally Turner, Chief Human Resources Officer

Stats	Last Report	Current ¹
# Employees	Over 3,000	Over 3,100
# Countries	13	13
Female (Global) ²	32%	32%
People of Color (U.S. Only) ²	36%	37%
Average Employee Tenure	7.6 years	7.8 years

Three Strategic Pillars of Employee Engagement:

1. Inclusion & Belonging

- **Expanded learning opportunities for our workforce on DEI Topics**
 - Continued Unconscious Bias training
 - Offered webinars on LGBTQ+ History, Neurodiversity, and Autism awareness
 - Held inclusive celebrations for PRIDE and National Hispanic Heritage Month
- **Continued Sotera Health Women's Network activities**
 - Webinar on receiving feedback
 - Making Your Voice Heard: Career development newsletter on effective communications and presentation skills
 - Interactive session with Ann Klee, Board member, on Creating Your Own "Personal Board of Directors"
- **Our Time of Understanding**
 - Held third annual conversations focused on building trust
 - 78% of employees globally participated in these conversations
- **Continue to monitor representation of women and people of color in leadership roles**
 - Through November, women represent 41% of global promotions during 2023 to manager roles

2. Well-Being

- **During Mental Health Awareness Month, provided resources to employees on mental health, financial well-being and mindfulness**
- **Held safety training and activities for employees during Safety Week**
- **Expanded Employee Assistance Program (EAP) globally**

3. Employee Growth & Development

- **Provided learning opportunities and career development resources through Sotera Health Women's Network**
- **Launched Individual Development Planning Guide**
- **Expanded offerings through 2023 Webinar Offerings**

¹ Through 9/30/23

² Self-reported employee data

Community Engagement

Giving back to the communities in which we operate is an important aspect of living our mission, Safeguarding Global Health®. Our ability to impact the safety and the health of our communities is positive for our employees around the globe and the community members that we touch. These are some examples of how our employees engage in the communities in which we operate.

Sterigenics Belgium
Blood Drive



Sterigenics Brazil
Wear Pink for Cancer



Sotera Health sponsors
Empower Sport's Thru The Zoo Run



Nordion
Sock Drive

Nelson Labs Salt Lake City
Back to School Supply Drive

Sterigenics Los Angeles
Backpacks for Kids Community Event



Stakeholder Engagement



Customer Focus

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

We are committed to living our values and fulfilling our customers' and stakeholders' needs and expectations.

The Sotera Health Academy provides curated content from our industry thought leaders at Sterigenics, Nelson Labs and Nordion. From introductory sterilization and lab testing topics to advanced, in-depth learnings, our expert advisors have created cutting-edge educational content and resources to help our customers mitigate risk, go to market faster, and achieve excellence in the medical and pharmaceutical industries.



165+
experts in their
field of study

1,500+
registered users

250+
webinars, whitepapers,
eBooks, podcasts, and more

Voice of Customer Survey

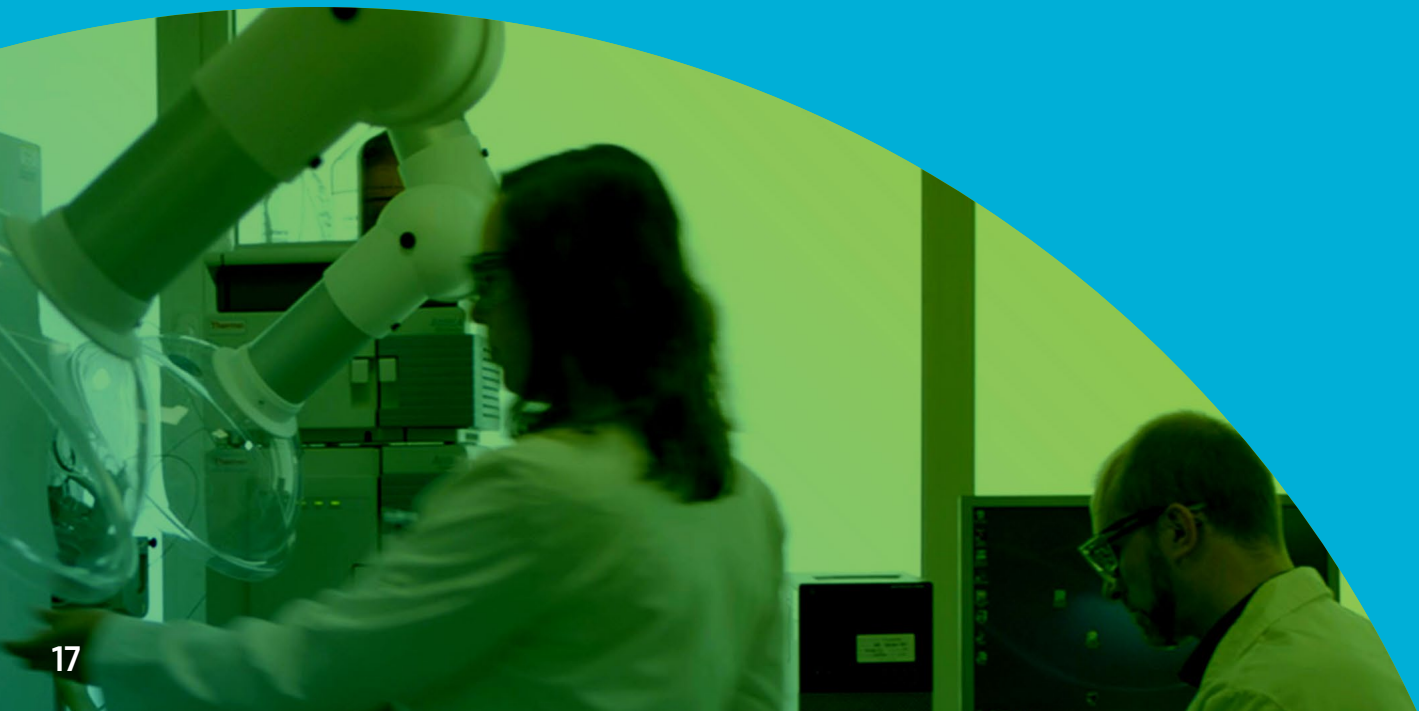
We conduct Voice of Customer surveys with our Sterigenics and Nelson Labs customers each year. In 2022, we received feedback from over 2,800 respondents. Each business has a Customer Action Team who conduct a thorough analysis of the data, create an action plan to address customer feedback and improve customer satisfaction and present recommendations to the Executive Leadership Team. Actions are implemented and progress is measured in the following annual survey.

2022 Customer Satisfaction Scores	Top 2 Box Satisfaction	Change vs 2021
Sterigenics	84%	+1 point
Nelson Labs	84%	+2 points

*Nordion does not conduct an annual voice of customer survey due to small customer base, with whom Nordion has on-going engagement.



LEADERSHIP & GOVERNANCE



Leadership and Governance



The Board of Directors is committed to the effective oversight of Sotera Health's business and believes firmly that a strong governance framework built on a foundation of Integrity and Excellence, two of the Company's core values, is a cornerstone of Corporate Responsibility.

- Ann R. Klee, Nominating and Corporate Governance Committee Chairperson



Integrity

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



Excellence

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

Our approach to ESG governance is grounded in our core values of integrity and excellence. Our ESG governance structure is designed to effectively manage ESG risks, while enabling us to identify opportunities that accelerate our business strategy and provide value to all our stakeholders. To do this, we promote sound governance structures; responsible business practices that create sustainable value; accountability of leadership; and systems of risk identification and mitigation.

Our ESG governance structure is comprised of the following groups:

- The Board of Directors
- Executive ESG Leaders
- Executive ESG Committee
- Stakeholder Input

At the most senior level, our Governance Committee, on behalf of our Board of Directors, oversees the executive ESG Leaders, along with the executive ESG Committee's implementation of our ESG initiatives, and helps drive our overall Corporate Responsibility strategy. Management and the executive ESG Committee update the Governance Committee on ESG strategy and initiatives at least twice annually, and the full Board, and the Leadership Development and Compensation Committee of the Board, also receive at least annual reports from Management on ESG-related initiatives.

The executive ESG Committee is co-chaired by our Chief Marketing Officer and Deputy General Counsel and reports directly to our CEO. Our executive ESG Leaders are responsible for reviewing our ESG strategy, assessing and prioritizing ESG projects and goals, and helping ensure transparent reporting and disclosure. Our ESG Committee is comprised of our CFO, CHRO, SVP EH&S and several functional subject-matter experts with oversight relevant to our ESG strategy. The Committee plays a leading role in ESG goal setting, implementation and tracking of our ESG initiatives, and risk identification and mitigation.



[View our Nominating and Corporate Governance Committee charter](#)

Enterprise Risk Management (ERM)

ERM Process & Identified Risks

The annual ERM process is an important component of the overall Sotera Health ERM program framework for the governance, assessment, monitoring, and reporting of enterprise risks. The risk assessment directly supports the alignment of organization strategies, goals, and risk-mitigation. The primary goal is to identify and prioritize risks which could adversely impact our operations, strategic objectives or business performance.

Sotera Health’s ERM risk assessment was performed using the steps below:

1

Developed initial risk profile

2

Conducted ERM discussions across business teams to identify top areas of risk

3

Conducted interviews with Management to identify contributing factors and mitigation activities

4

Developed Risk Summaries and Risk Ratings

5

Reviewed risk ratings and plans with Executive Leadership and presented ERM risk assessment to Board of Directors

The results of our enterprise risk assessment have led us to focus on six initial areas. We plan to build upon these initial areas with further areas of focus to create long-term value and impact for our Company and our stakeholders. We intend this process to complement our more comprehensive business initiatives intended to address the broader range of risks outlined in our annual and periodic reports filed with the SEC.

Risk Name	Risk Statement
Business Continuity & Organizational Resiliency	Our ability to respond to an unplanned disruption to normal business operations that could cause a significant impact to the performance of the organization.
Cybersecurity	Our ability to prevent, detect, and respond to a cyber attack, breach, or threat in a manner that minimizes the probability of exposure, loss, or disruption of business operations. This includes the ability to appropriately protect and use company and customer data.
Environmental Health & Safety	Our ability to maintain resources, processes and systems to monitor, mitigate against, and respond appropriately to health and safety risks that may result in personal injury, environmental harm, regulatory penalties and sanctions, liability claims or reputational damage.
Quality	Our ability to maintain our quality standards, identify changing quality requirements, review requirements for applicability to our business and implement operational changes to demonstrate compliance and avoid patient harm, penalties, operational constraints and reputational harm resulting from non-compliance.
Supply Disruption & Geopolitical	Our ability to maintain adequate supply, quality, and cost levels in the event of incidents or disruption to the supply chain that may be further impacted due to a concentration of suppliers and limited alternatives/ substitutes.
Systems & Equipment	Our ability to maintain our systems and equipment to prevent obsolescence, meet regulatory requirements and prevent unplanned downtime or a health and safety related incident.

Shareholder Engagement in 2022

Shareholder feedback is a valuable input and is incorporated into relevant Board and committee discussions. Our executive ESG Committee, which reports to our Chief Executive Officer (“CEO”) and provides regular reports to the Governance Committee, seeks opportunities to connect with our investors to discuss current and ongoing ESG trends and hear their views about governance policies and practices. In 2022, we reached out to institutional shareholders representing approximately 60% of shares not held by affiliates to solicit feedback on ESG matters and address shareholder questions. An external ESG consultant also provides input on these discussions. These governance engagements are in addition to the discussions that our senior leadership and investor relations teams regularly have with institutional and other shareholders regarding governance and numerous other issues.

Scope of Outreach

60%

We reached out in 2022 to shareholders representing approximately 60% of outstanding shares not held by affiliates on ESG topics

Whom We Met With

40%

We met in 2022 with shareholders representing approximately 40% of outstanding shares not held by affiliates on ESG topics

The table below highlights key themes that shareholders raised about governance matters during our 2022 engagement and how management and the Board are addressing these issues. Shareholder feedback is shared with the Governance Committee and the Board. Our ESG Committee has been following up again with institutional shareholders during 2023 to seek feedback on ESG matters and address shareholder questions, and an external ESG consultant has continued to provide guidance. We look forward to reporting further on this 2023 engagement next year.

What We Heard	What We Do
Classified board is disfavored by some investors	Governance Committee regularly reviews board governance structure, including board classification, to confirm that a classified board remains appropriate
Board and appropriate committees should review ESG topics	ESG topics are regular agenda items for the Governance Committee and full Board; management regularly reports to the Governance Committee and Board on ESG topics; and the Company published its first-ever Corporate Responsibility Report in 2022 and published a Corporate Responsibility report again in 2023
Ensure directors are independent	All of our directors with the single exception of our CEO are independent under Nasdaq standards and we added a fourth independent director unaffiliated with significant shareholders in November of 2023
Oversight and disclosure related to EO risks and litigation	Continued robust and transparent disclosure of EO risks and developments in investor communications; website dedicated to EO education and updates; regular investor updates on EO developments; and comprehensive Board oversight of EO risks and litigation
Appropriate governance oversight of business risk generally	Roll out of enterprise risk management program in 2022, reporting to the Audit Committee, with each Board committee also considering risk in its areas of oversight
Enhance executive compensation disclosures	Expanded disclosures in our 2022 and 2023 Proxy Statements
Disclosure of more information around ESG goals and metrics	Published our Corporate Responsibility Reports, with additional data reporting; introduced VelocityEHS® to upgrade tracking and accurately determine baseline levels and from which we will establish future sustainability goals

Board Skills, Experience and Attributes

Our Board is comprised of a group of individuals with diverse skills, experience and attributes, which provides us with a wide range of perspectives and judgment necessary to guide our strategies, monitor their execution, and advance the interests of our shareholders. Our Governance Committee regularly evaluates the composition of our Board. The table below summarizes several of the key characteristics of each of our directors relevant to their Board service. The table is intended as a high-level summary and not an exhaustive list of each director's skills or contributions to our Board.

	Healthcare / MedTech	Finance	International	Legal / Regulatory	Technology & Science	ESG	C-Suite / Operations	Strategy	Diversity ¹
									
Ruoxi Chen	•	•	•					•	•
Sean L. Cunningham	•	•	•					•	
David A. Donnini	•	•	•					•	
Karen A. Flynn	•		•	•	•		•	•	•
Ann R. Klee	•		•	•		•		•	•
Robert B. Knauss		•	•	•				•	
Constantine S. Mihas	•	•	•					•	
James C. Neary	•	•	•					•	
Michael B. Petras, Jr.	•	•	•	•		•	•	•	
Vincent K. Petrella		•	•	•			•	•	
David E. Wheadon	•		•	•	•		•	•	•

All directors and director nominees must demonstrate integrity, strength of character and judgment, and have extensive business experience, specific areas of expertise and the ability to devote adequate time and effort to Board responsibilities.

1. Diversity of gender and race or ethnicity. Mses. Flynn and Klee have self-identified as female; Mr. Chen has self-identified as Asian, and Dr. Wheadon has self-identified as African American or Black.

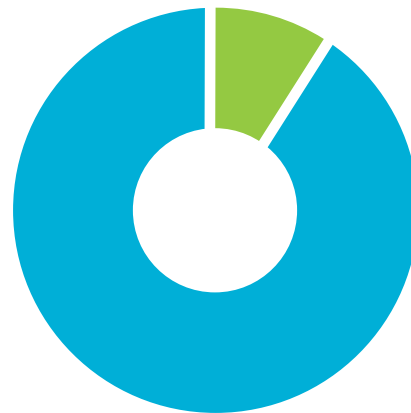
Board Diversity

Our Board composition reflects our commitment to diversity. Currently, of the eleven directors on our Board, two have self-identified as women, one has self-identified as Asian, one has self-identified as African American or Black, one has self-identified as a member of the LGBTQ+ community, and our directors range in age from 40 to 70. We value diversity and are committed to achieving a mix of Board members that represents a diversity of skills, experience and backgrounds, including with respect to age, gender identity, sexual orientation, race, ethnicity, education, cultural background and professional experience. In furtherance of this commitment, in 2022, the Board adopted amendments to the charter of the Governance Committee and the Corporate Governance Guidelines to include an explicit commitment to include candidates with the aforementioned diversity characteristics on slates of potential nominees to fill new positions on the Board.



4 of 11

directors are female or
racially or ethnically diverse



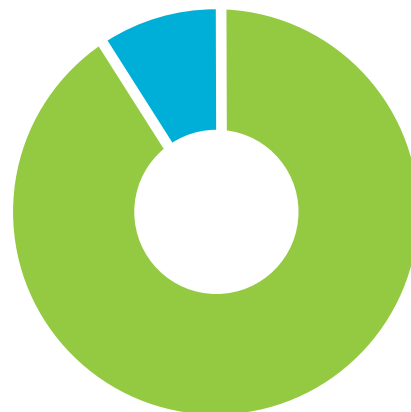
9%

of directors identify
as LGBTQ+



33%

of the standing committees of
the Board are chaired by women



10

directors are
independent

Policies and Standards

- ⑧ [Human Rights Policy](#)
- ⑧ [Commitment to Environmental Sustainability](#)
- ⑧ [Global Code of Conduct Employee Attestation](#)

