



## STERIS Announces Financial Results for Fiscal 2019 Second Quarter

11/06/18

- **Second quarter revenue grows 7% as reported and 9% on a constant currency organic basis**
- **As reported EPS grows 21% and adjusted EPS grows 17%**
- **Company increases outlook for full year fiscal 2019**
- **Company plans redomicile to Ireland**

DERBY, U.K. - (November 6, 2018) - STERIS plc (NYSE: STE) ("STERIS" or the "Company") today announced financial results for its fiscal 2019 second quarter ended September 30, 2018. Revenue as reported for the quarter increased 7% to \$679.0 million compared with \$634.2 million in the second quarter of fiscal 2018, with growth across all segments. Constant currency organic revenue (see Non-GAAP Financial Measures) growth was 9% for the second quarter of fiscal 2019.

"We continue to see strong demand from our Customers, which is reflected in our higher than anticipated second quarter revenue," said Walt Rosebrough, President and Chief Executive Officer of STERIS. "Based on our performance to date and plans for the rest of the year, we are increasing our full year expectation for constant currency organic revenue growth to 5-6%, and the range for our adjusted earnings per diluted share is now \$4.74 - \$4.84. We are pleased with our progress across the business and look forward to completing another record year."

As reported, net income for the second quarter was \$77.5 million, or \$0.91 per diluted share, compared with net income of \$64.5 million, or \$0.75 per diluted share in the second quarter of fiscal 2018. Adjusted net income (see Non-GAAP Financial Measures) for the second quarter of fiscal 2019 was \$93.6 million, or \$1.10 per diluted share, compared with adjusted net income for the previous year's second quarter of \$80.3 million or \$0.94 per diluted share.

### Segment Results

**Healthcare Products** revenue as reported grew 6% in the quarter to \$321.5 million compared with \$302.1 million in the second quarter of fiscal 2018, driven by 12% growth in capital equipment revenue and 6% growth in service revenue during the quarter. Consumable revenue increased 1% in the second quarter, with growth limited by divestitures. Constant currency organic revenue growth for Healthcare Products was 11% during the quarter. Healthcare Products operating income was \$72.5 million compared with \$63.2 million in last year's second quarter. The increase in profitability was primarily due to the increased volume and favorable currency offset by continued investment in research and development spending.

**Healthcare Specialty Services** as reported revenue grew 7% in the quarter to \$124.6 million compared with \$116.1 million in the second quarter of fiscal 2018. Constant currency organic revenue growth was also 7%. Healthcare Specialty Services operating income was \$15.5 million compared with \$16.0 million in last year's second quarter, primarily due to investments in outsourced reprocessing in the United States.

Fiscal 2019 second quarter revenue for **Applied Sterilization Technologies** increased 7% as reported to \$135.7 million compared with \$126.5 million in the same period last year. Constant currency organic revenue increased 8%. The underlying driver of growth was increased volume from the segment's core medical device Customers. Segment operating income increased to \$53.5 million in the second quarter of fiscal 2019 compared with operating income of \$48.5 million in the same period last year, due primarily to the revenue growth.

**Life Sciences** second quarter revenue as reported grew 9% to \$97.2 million compared with \$89.5 million in the second quarter of fiscal 2018, driven primarily by 27% growth in capital equipment revenue in the quarter. In addition, consumables and service revenue each grew 2% in the quarter. Constant currency organic revenue grew 9% in the quarter. Operating income was \$33.3 million compared with \$31.3 million in the prior year's second quarter, driven primarily by volume.

### Cash Flow

Net cash provided by operations for the first six months of fiscal 2019 was \$226.7 million, compared with \$217.4 million in fiscal 2018. Free cash flow (see Non-GAAP Financial Measures) for the first six months of fiscal 2019 was \$169.7 million compared with \$144.0 million in the prior year. The improvement in free cash flow is primarily due to an increase in net income and the timing of capital spending.

### Fiscal 2019 Outlook

Based on first half results and expectations for the remainder of the year, the Company is increasing its full year expectations for constant currency organic revenue growth from 4-5% to 5-6%. As reported revenue is anticipated to grow approximately 5%. As reported revenue is expected to be negatively impacted by approximately \$30 million, with the impact of divestitures being about \$25 million plus \$5 million of negative impact from currency based on the forward rates as of September 30, 2018. As a result of increased expectations for revenue, as well as a lower effective tax rate, adjusted earnings per diluted share are now anticipated to be in the range of \$4.74 - \$4.84, increased from prior expectations of \$4.63 - \$4.75. Reflected in the revised outlook for earnings is an adjusted effective tax rate of approximately 20%, reduced from prior expectations of 21-22%.

Free cash flow for fiscal 2019 is expected to be approximately \$340 million, and capital spending is anticipated to be approximately \$190 million.

### Dividend Announcement

STERIS's Board of Directors has authorized a quarterly interim dividend of \$0.34 per share. The dividend is payable December 21, 2018 to shareholders of record at the close of business on November 28, 2018.

### Company Plans Redomicile to Ireland

STERIS is also announcing today that it intends to redomicile the Company from the United Kingdom to Ireland. If approved by STERIS shareholders, the proposed redomiciliation would occur through a court-approved scheme of arrangement under English law, and STERIS shareholders will receive one ordinary share in the new Irish parent company ("STERIS Ireland") for each ordinary share of the current U.K. parent that they hold. The Company anticipates that, for U.S. tax purposes, shareholders owning less than five percent of the ordinary shares outstanding will not recognize a

gain or loss on the receipt of STERIS Ireland ordinary shares.

Given the protracted uncertainty surrounding the outcome of negotiations between the United Kingdom and the European Union regarding the terms of the United Kingdom's withdrawal from the European Union ("Brexit"), STERIS has evaluated many alternatives. Following this evaluation, the Board concluded that redomiciling to Ireland is the best path forward for STERIS to preserve certain financial benefits it currently enjoys as a company domiciled in a European Union member country, including preserving the benefits of certain treaty arrangements. A redomiciliation is not expected to materially change the day-to-day operations of the business, and STERIS anticipates that the ordinary shares of STERIS Ireland will trade on the New York Stock Exchange under ticker symbol "STE". Additional information regarding the redomiciliation will be available in the Joint Proxy and Registration Statement on Form S-4, which will be filed today with the U.S. Securities and Exchange Commission (the "SEC"). The costs associated with the planned redomiciliation are excluded from adjusted earnings per diluted share presented in this release.

#### **Conference Call**

As previously announced, STERIS management will host a conference call today at 10:00 a.m. Eastern time. The conference call can be heard live over the Internet at [www.steris-ir.com](http://www.steris-ir.com) or via phone by dialing 1-833-535-2199 in the United States or 1-412-902-6776 internationally, then asking to join the conference call for STERIS plc.

For those unable to listen to the conference call live, a replay will be available beginning at 12:00 p.m. Eastern Time on November 6, 2018, either over the Internet at [www.steris-ir.com](http://www.steris-ir.com) or via phone. To access the replay of the call, please use the access code 10124898 and dial 1-877-344-7529 in the United States or 1-412-317-0088 internationally.

#### **About STERIS**

STERIS's mission is to help our Customers create a healthier and safer world by providing innovative healthcare and life science product and service solutions around the globe. For more information, visit [www.steris.com](http://www.steris.com).

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#### **Non-GAAP Financial Measures**

Adjusted net income, free cash flow and constant currency organic revenue are non-GAAP measures that may be used from time to time and should not be considered replacements for GAAP results. Non-GAAP financial measures are presented in this release with the intent of providing greater transparency to supplemental financial information used by management and the Board of Directors in their financial analysis and operational decision making. These amounts are disclosed so that the reader has the same financial data that management uses with the belief that it will assist investors and other readers in making comparisons to our historical operating results and analyzing the underlying performance of our operations for the periods presented. The Company believes that the presentation of these non-GAAP financial measures, when considered along with our GAAP financial measures, provides a more complete understanding of the factors and trends affecting our business than could be obtained absent this disclosure.

Adjusted net income excludes the amortization of intangible assets acquired in business combinations, acquisition-related transaction costs, integration costs related to acquisitions, the re-measurement of deferred taxes and taxation of prior unremitted earnings impacts of the TCJA, and certain other unusual or non-recurring items. STERIS believes this measure is useful because it excludes items that may not be indicative of or are unrelated to our core operating results and provides a baseline for analyzing trends in our underlying businesses.

The Company defines free cash flow as cash flows from operating activities less purchases of property, plant, equipment and intangibles, plus proceeds from the sale of property, plant, equipment, and intangibles. STERIS believes that free cash flow is a useful measure of the Company's ability to fund future principal debt repayments and growth outside of core operations, pay cash dividends, and repurchase ordinary shares.

To measure the percentage organic revenue growth, the Company removes the impact of significant acquisitions and divestitures that affect the comparability and trends in revenue. To measure the percentage constant currency organic revenue growth, the impact of changes in currency exchange rates and acquisitions and divestitures that affect the comparability and trends in revenue are removed. The impact of changes in currency exchange rates is calculated by translating current year results at prior year average currency exchange rates.

Because non-GAAP financial measures are not standardized, it may not be possible to compare these financial measures with other companies'

non-GAAP financial measures having the same or similar names. These adjusted financial measures should not be considered in isolation or as a substitute for reported sales, gross profit, operating income, net earnings and net earnings per diluted share, the most directly comparable GAAP financial measures. These non-GAAP financial measures are an additional way of viewing aspects of the Company's operations that, when viewed with GAAP results and the reconciliations to corresponding GAAP financial measures below, provide a more complete understanding of the business. The Company strongly encourage investors and shareholders to review its financial statements and publicly-filed reports in their entirety and not to rely on any single financial measure.

### **Forward-Looking Statements**

This release and the referenced conference call may contain statements concerning certain trends, expectations, forecasts, estimates, or other forward-looking information affecting or relating to STERIS or its industry, products or activities that are intended to qualify for the protections afforded "forward-looking statements" under the Private Securities Litigation Reform Act of 1995 and other laws and regulations. Forward-looking statements speak only as to the date the statement is made and may be identified by the use of forward-looking terms such as "may," "will," "expects," "believes," "anticipates," "plans," "estimates," "projects," "targets," "forecasts," "outlook," "impact," "potential," "confidence," "improve," "optimistic," "deliver," "orders," "backlog," "comfortable," "trend," and "seeks," or the negative of such terms or other variations on such terms or comparable terminology. Many important factors could cause actual results to differ materially from those in the forward-looking statements including, without limitation, disruption of production or supplies, changes in market conditions, political events, pending or future claims or litigation, competitive factors, technology advances, actions of regulatory agencies, and changes in laws, government regulations, labeling or product approvals or the application or interpretation thereof. Other risk factors are described in STERIS's securities filings, including Item 1A of STERIS's Annual Report on Form 10-K for the year ended March 31, 2018. Many of these important factors are outside of STERIS's control. No assurances can be provided as to any result or the timing of any outcome regarding matters described in STERIS's securities filings or otherwise with respect to any regulatory action, administrative proceedings, government investigations, litigation, warning letters, cost reductions, business strategies, earnings or revenue trends or future financial results. References to products are summaries only and should not be considered the specific terms of the product clearance or literature. Unless legally required, STERIS does not undertake to update or revise any forward-looking statements even if events make clear that any projected results, express or implied, will not be realized. Other potential risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements include, without limitation, (a) the receipt of approval of STERIS's shareholders of the redomiciliation transaction, (b) any regulatory or court approvals required for the redomiciliation transaction not being obtained on the terms expected or on the anticipated schedule, (c) the parties' ability to meet expectations regarding the timing, completion and accounting and tax treatments of the redomiciliation transaction, (d) operating costs, Customer loss and business disruption (including, without limitation, difficulties in maintaining relationships with employees, Customers, clients or suppliers) being greater than expected following the redomiciliation transaction, (e) STERIS's ability to meet expectations regarding the accounting and tax treatment of the Tax Cuts and Jobs Act ("TCJA") or the possibility that anticipated benefits resulting from the TCJA will be less than estimated, (f) changes in tax laws or interpretations that could increase our consolidated tax liabilities, including, if the redomiciliation transaction is consummated, changes in tax laws that would result in STERIS Ireland being treated as a domestic corporation for United States federal tax purposes, (g) the potential for increased pressure on pricing or costs that leads to erosion of profit margins, (h) the possibility that market demand will not develop for new technologies, products or applications or services, or business initiatives will take longer, cost more or produce lower benefits than anticipated, (i) the possibility that application of or compliance with laws, court rulings, certifications, regulations, regulatory actions, including without limitation those relating to FDA warning notices or letters, government investigations, the outcome of any pending FDA requests, inspections or submissions, or other requirements or standards may delay, limit or prevent new product introductions, affect the production and marketing of existing products or services or otherwise affect STERIS's performance, results, prospects or value, (j) the potential of international unrest, economic downturn or effects of currencies, tax assessments, tariffs and/or other trade barriers, adjustments or anticipated rates, raw material costs or availability, benefit or retirement plan costs, or other regulatory compliance costs, (k) the possibility of reduced demand, or reductions in the rate of growth in demand, for STERIS's products and services, (l) the possibility of delays in receipt of orders, order cancellations, or delays in the manufacture or shipment of ordered products or in the provision of services, (m) the possibility that anticipated growth, cost savings, new product acceptance, performance or approvals, or other results may not be achieved, or that transition, labor, competition, timing, execution, regulatory, governmental, or other issues or risks associated with STERIS's businesses, industry or initiatives including, without limitation, those matters described in STERIS's 10-K for the year ended March 31, 2018 and other securities filings, may adversely impact STERIS's performance, results, prospects or value, (n) the impact on STERIS and its operations, or tax liabilities, of Brexit or the exit of other member countries from the EU, and the Company's ability to respond to such impacts, (o) the impact on STERIS and its operations of any legislation, regulations or orders, including but not limited to any new trade or tax legislation, regulations or orders, that may be implemented by the U.S. administration or Congress, or of any responses thereto, (p) the possibility that anticipated financial results or benefits of recent acquisitions, or of STERIS's restructuring efforts, or of recent divestitures will not be realized or will be other than anticipated, and (q) the effects of contractions in credit availability, as well as the ability of STERIS's Customers and suppliers to adequately access the credit markets when needed.

### **Additional Information and Where to Find It**

In connection with the issuance of ordinary shares of STERIS Ireland to STERIS shareholders pursuant to the redomiciliation transaction, both companies will file relevant materials with the SEC, including a Registration Statement on Form S-4 that contains a prospectus of STERIS Ireland as well as a proxy statement of STERIS relating to the scheme of arrangement that forms a part of the redomiciliation transaction, which we refer to together as the Joint Proxy and Registration Statement on Form S-4.

INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE JOINT PROXY AND REGISTRATION STATEMENT ON FORM S-4 AND ANY OTHER DOCUMENTS FILED WITH THE SEC IN CONNECTION WITH THE REDOMICILIATION TRANSACTION CAREFULLY AND IN THEIR ENTIRETY, BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE REDOMICILIATION TRANSACTION, THE PARTIES TO THE REDOMICILIATION TRANSACTION AND THE RISKS ASSOCIATED WITH THE REDOMICILIATION TRANSACTION. Those documents, if and when filed, as well as STERIS's and STERIS Ireland's other public filings with the SEC may be obtained without charge at the SEC's website at [www.sec.gov](http://www.sec.gov), at STERIS's website at [www.steris-ir.com](http://www.steris-ir.com) or by contacting STERIS Investor Relations at 440-392-7245.

### **Participants in the Solicitation**

STERIS, its directors and certain of its executive officers may be considered participants in the solicitation of proxies in connection with the transactions contemplated by the Joint Proxy and Registration Statement on Form S-4. Information about the directors and executive officers of STERIS is set forth in its Annual Report on Form 10-K for the year ended March 31, 2018, which was filed with the SEC on May 30, 2018, and its proxy statement for its 2018 annual meeting of shareholders, which was filed with the SEC on June 5, 2018. Other information regarding potential

participants in the proxy solicitations and a description of their direct and indirect interests, by security holdings or otherwise, is contained in the Joint Proxy and Registration Statement on Form S-4.

STERIS is organized under the laws of England and Wales. STERIS Ireland will be organized under the laws of Ireland. Some of the officers and directors of STERIS and STERIS IRELAND are or will be residents of countries other than the United States. As a result, it may not be possible to sue STERIS, STERIS Ireland or such persons in a non-US court for violations of U.S. securities laws. It may be difficult to compel STERIS, STERIS IRELAND and their respective affiliates to subject themselves to the jurisdiction and judgment of a U.S. court or for investors to enforce against them the judgments of U.S. courts.

[STERIS 2Q19 Financial Tables](#)