

Part II Organizational Action *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ [See attachment](#)

18 Can any resulting loss be recognized? ▶ [See attachment](#)

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [See attachment](#)

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ▶  Date ▶ July 16, 2021

Paid Preparer Use Only	Print your name ▶ Michael J. Tokich	Preparer's signature	Title ▶ SVP CFO	Check <input type="checkbox"/> if self-employed	PTIN
	Print/Type preparer's name		Date	Firm's EIN ▶	
	Firm's name ▶			Phone no.	
	Firm's address ▶				

STERIS plc
EIN: 98-1455064
Attachment to Form 8937

Part II

Line 14. Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action.

On June 2, 2021, pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of January 12, 2021, as amended March 1, 2021, by and among STERIS plc ("STERIS"), Cantel Medical Corp. ("Cantel"), Canyon Holdco Inc., a wholly owned subsidiary of Cantel ("Canyon Holdco"), Solar New US Holding Corporation, an indirect wholly owned subsidiary of STERIS ("US Holdco"), Crystal Merger Sub I, LLC, a wholly owned subsidiary of US Holdco ("Crystal Merger Sub"), and Grand Canyon Merger Sub, Inc., a wholly owned subsidiary of Canyon Holdco ("Canyon Merger Sub"), (i) Cantel merged with and into Canyon Merger Sub, with Cantel surviving in the merger (the "Pre-Closing Merger"), (ii) immediately following the Pre-Closing Merger, Cantel converted from a Delaware corporation into a Delaware limited liability company pursuant to Delaware law (the "Pre-Closing Conversion"), (iii) immediately following the Pre-Closing Conversion, Crystal Merger Sub merged with and into Canyon Holdco, with Canyon Holdco surviving in the merger (the "First Merger"), and (iv) immediately following the First Merger, Canyon Holdco merged with and into US Holdco, with US Holdco surviving in the merger (the "Second Merger").

Pursuant to the Pre-Closing Merger, each share of Cantel converted into one share of Canyon Holdco pursuant to Delaware law, such that immediately following the Pre-Closing Merger, the former shareholders of Cantel held shares of Canyon Holdco.

Pursuant to the First Merger, the shareholders of Canyon Holdco received \$16.93 in cash and 0.33787 of a STERIS share (the "Merger Consideration") for each share of Canyon Holdco that they surrendered in the First Merger. With respect to any fractional shares of STERIS, the shareholders of Canyon Holdco were treated as receiving such fractional shares of STERIS and immediately selling such fractional shares to STERIS for cash.

Line 15. Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.

The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders.

Further discussion of material U.S. federal income tax consequences of each transaction described above in Line 14 can be found in the Registration Statement on Form S-4, filed by STERIS with the Securities and Exchange Commission on March

2, 2021, as amended (the “Form S-4”), under the heading MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES OF THE PRE-CLOSING MERGER, THE PRE-CLOSING CONVERSION, THE FIRST MERGER AND THE SECOND MERGER (available at: <https://sterisplc.gcs-web.com/static-files/6b67f7c9-d91e-4ef1-a046-e48713bbba37>).

Consistent with Form S-4, the First Merger and the Second Merger, taken together, will be reported as, and STERIS believes that the First Merger and the Second Merger, taken together, qualified as, a reorganization described in section 368(a)(1)(A) by reason of section 368(a)(2)(D) of the Internal Revenue Code of 1986, as amended (the “Code”) for U.S. federal income tax purposes.

No ruling from the Internal Revenue Service (the “IRS”) has been requested or is intended to be obtained as to the U.S. federal income tax consequences of the First Merger and the Second Merger.

Assuming that the First Merger and the Second Merger are treated in the manner described above, with respect to holders of Canyon Holdco stock that are U.S. taxpayers not in a special class of holders subject to special rules as described further in the Form S-4 (“U.S. holders”):

- A U.S. holder who receives the Merger Consideration generally will recognize gain, but not loss, in the amount of the lesser of (i) the cash (excluding cash received in lieu of a fractional STERIS share) portion of the Merger Consideration and (ii) the excess, if any, of the fair market value of the shares of STERIS stock such U.S. holder received in the First Merger over the basis such U.S. holder had in the shares of Canyon Holdco stock surrendered in the First Merger, subject to the provisions below;
- A U.S. holder who is a “five percent transferee shareholder” of STERIS, as defined in Treasury Regulations promulgated under section 367(a) of the Code (*i.e.*, a U.S. holder who owns, actually or constructively, at least five percent of the total voting power or the total value of the shares of STERIS immediately after the First Merger), will qualify for a U.S. federal income tax treatment described in the first bullet point above only if the U.S. holder files with the IRS a “gain recognition agreement,” as defined in such Treasury Regulations. Other considerations not here described may apply to such U.S. holder. Any such U.S. holder should consult its own tax advisor concerning the decision to file a gain recognition agreement, the procedures to be followed in connection with that filing, and other applicable considerations;
- A U.S. holder will have an aggregate adjusted tax basis in STERIS shares received in the First Merger (including any fractional share of STERIS stock deemed received and exchanged for cash) equal to the aggregate adjusted tax basis of Canyon Holdco shares surrendered by that U.S. holder in the First Merger, increased by the amount of gain recognized (as described above) and decreased by the cash (except cash received in lieu of fractional STERIS shares)

portion of the Merger Consideration. If a U.S. holder acquired different blocks of Canyon Holdco shares (or its predecessor Cantel) at different times or different prices, such U.S. holder may need to determine its adjusted tax basis separately with respect to each block of Canyon Holdco shares. U.S. holders should consult their own tax advisors as to the determination of the basis of STERIS shares received in the First Merger.

- A U.S. holder of Canyon Holdco stock who received cash instead of a fractional STERIS share generally will be treated as having received the fractional STERIS share pursuant to the First Merger and then having sold to STERIS that fractional STERIS share for cash. As a result, a U.S. holder of Canyon Holdco stock generally will recognize gain or loss equal to the difference between the amount of cash received and the tax basis allocated to such fractional STERIS share, as described above.

Line 16. Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.

As described in Part II, Line 15 above, a U.S. holder who surrendered Canyon Holdco stock pursuant to the First Merger will have the aggregate tax basis in STERIS stock received in the First Merger equal to the aggregate tax basis of the Canyon Holdco stock surrendered in the First Merger, increased by the amount of gain recognized (as described above), and decreased by the cash (excluding cash received in lieu of fractional STERIS shares) portion of the Merger Consideration.

The amount of gain that a U.S. holder recognizes will equal to the lesser of (i) the cash (excluding cash received in lieu of a fractional STERIS share) portion of the Merger Consideration and (ii) the excess, if any, of the fair market value of the shares of STERIS stock such U.S. holder received in the First Merger (including the fractional STERIS shares deemed received) over the basis such U.S. holder had in the shares of Canyon Holdco stock surrendered in the First Merger, subject to the rules under section 367(a) of the Code and the Treasury Regulations promulgated thereunder. U.S. holders are strongly encouraged to consult their own tax advisors regarding the application of section 367(a) to them in light of their particular circumstances.

U.S. federal income tax law does not specify how to determine fair market value of STERIS stock for purposes of determining the amount of gain recognized. However, one approach is to utilize the average of the highest and lowest quoted prices per each share of STERIS stock (\$192.39 and \$188.10, respectively) on the New York Stock Exchange on the closing date of the First Merger. Using this approach, the fair market value of STERIS stock on the closing date of the First Merger would be approximately \$190.25.

Line 17. List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.

The applicable Internal Revenue Code sections upon which the tax treatment of the Distribution is based are sections 302(a), 356(a), 358(a), 367(a), 368(a) and 1001.

Line 18. Can any resulting loss be recognized?

No loss may be recognized by U.S. holders of Canyon Holdco stock upon receipt of the Merger Consideration pursuant to the First Merger, except with respect to cash received in lieu of a fractional STERIS share.

Line 19. Provide any other information necessary to implement the adjustment, such as the reportable tax year.

The First Merger occurred on June 2, 2021. For a U.S. holder of Canyon Holdco stock with a calendar tax year, gain or loss, if any, recognized in connection with the First Merger is taken into account in 2021.

This Form 8937 does not constitute tax advice. U.S. holders are urged to consult their tax advisors regarding the particular consequences of the First Merger and the Second Merger, including the applicability and effect of all U.S. federal, state and local, and non-U.S. tax laws.