United States Securities and Exchange Commission

Washington, D. C. 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

☒

For the fiscal year ended March 31, 2021

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file number 001-38848

STERIS plc

(Exact name of registrant as specified in its charter)

Ireland	**98-1455064**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
70 Sir John Rogerson's Quay, Dublin 2, Ireland	**D02 R296**
(Address of principal executive offices)	(Zip code)

353 1 232 2000

(Registrant's telephone number, including area code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

Title of each class	Trading symbol(s)	Name of Exchange on Which Registered
Ordinary Shares, $0.001 par value	STE	New York Stock Exchange
2.700% Senior Notes due 2031	STE/31	New York Stock Exchange
3.750% Senior Notes due 2051	STE/51	New York Stock Exchange

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes x No o

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No x

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	x	Accelerated filer	☐
Non-accelerated filer	o	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No x

The aggregate market value of Ordinary Shares held by non-affiliates of the registrant as of September, 30, 2020 was $14,957.7 million.

The number of Ordinary Shares outstanding as of May 21, 2021: 85,369,640

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for the 2021 Annual Meeting – Part III

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PART I

Throughout this Annual Report, references to STERIS plc, "STERIS," "us," or "our," mean STERIS Ireland and its subsidiaries for periods from and after the Redomiciliation and STERIS UK and its subsidiaries for periods prior to the Redomiciliation (as such terms are hereinafter defined), unless otherwise noted. References in this Annual Report to a particular "year," "fiscal," "fiscal year," or "year-end" mean our fiscal year, which ends on March 31. For example, fiscal year 2021 ended on March 31, 2021.

ITEM 1. BUSINESS

INTRODUCTION

STERIS plc is a leading provider of infection prevention and other procedural products and services. WE HELP OUR CUSTOMERS CREATE A HEALTHIER AND SAFER WORLD by providing innovative healthcare and life science products and services around the globe. We offer our Customers a unique mix of innovative consumable products, such as detergents, gastrointestinal ("GI") endoscopy accessories, barrier product solutions, and other products and services, including: equipment installation and maintenance, microbial reduction of medical devices, instrument and scope repair solutions, laboratory testing services, on-site and off-site reprocessing, and capital equipment products, such as sterilizers and surgical tables, and connectivity solutions such as operating room (“OR”) integration.

On March 28, 2019, STERIS plc, a public limited company organized under the laws of England and Wales (“STERIS UK”), completed a redomiciliation from the United Kingdom to Ireland (the “Redomiciliation”). The Redomiciliation was achieved through the insertion of a new Irish public limited holding company (“STERIS Ireland”) on top of STERIS UK pursuant to a court-approved scheme of arrangement under English law (the “Scheme”). Following the Scheme effectiveness, STERIS UK was re-registered as a private limited company with the name STERIS Limited, and STERIS Emerald IE Limited, a company established in Ireland and a wholly-owned direct subsidiary of STERIS Ireland, was interposed as the direct parent company of STERIS UK.

STERIS plc's registered office is located in Dublin, Ireland. STERIS plc has approximately 13,000 employees worldwide. Through our field sales and service and a network of dealers and distributors, we serve Customers in more than 100 countries around the world.

We operate and report our financial information in three reportable business segments: Healthcare, Applied Sterilization Technologies and Life Sciences. Non-allocated operating costs that support the entire Company and items not indicative of operating trends are excluded from segment operating income. We disclose a measure of segment income that is consistent with the way management operates and views the business. The accounting policies for reportable segments are the same as those for the consolidated Company.

Prior to April 1, 2020, we operated and reported our financial information in four reportable business segments: Healthcare Products, Healthcare Specialty Services, Life Sciences, and Applied Sterilization Technologies. The Healthcare Products and Healthcare Specialty Services segments were combined and are now reported as one segment, simply called Healthcare, consistent with the way management now operates and views the business. Prior periods have been recast in the financial tables below for comparability.

The bulk of our revenues are derived from the healthcare and pharmaceutical industries. Much of the growth in these industries is driven by the aging of the population throughout the world, as an increasing number of individuals are entering their prime healthcare consumption years, and is dependent upon advancement in healthcare delivery, acceptance of new technologies, government policies, and general economic conditions. The pharmaceutical industry has been impacted by increased regulatory scrutiny of cleaning and validation processes, mandating that manufacturers improve their processes. Within healthcare, there is increased concern regarding the level of hospital acquired infections around the world; increased demand for medical procedures, including preventive screenings such as endoscopies and colonoscopies; and a desire by our Customers to operate more efficiently, all of which are driving increased demand for many of our products and services. During fiscal 2021, we experienced reduced demand for certain products and services resulting from the reduction of deferrable surgical procedures and increased demand for other products and services from our pharmaceutical Customers focused on vaccines and biologics and increased demand in the Applied Sterilization Technologies segment for personal protective equipment product services, as a result of the COVID-19 pandemic.

The COVID-19 pandemic began to impact our business late in fiscal 2020. The pandemic and related public health recommendations and mandated precautions to mitigate the spread of COVID-19, including deferral of surgical procedures and treatments and shelter-in-place orders or similar measures, have negatively affected and are expected to continue to negatively affect some of our operations, which may impact our financial position and cash flows. We have experienced and expect to continue to experience unpredictable fluctuations in demand for certain of our products and services, including some products and services that are experiencing increased demand. To date, we do not believe that the COVID-19 pandemic has had a material impact on our operations, as we have been able to continue to operate our manufacturing facilities and meet the demand for essential products and services of our Customers. During fiscal 2021, in response to the to the pandemic, we implemented several measures that we believe helped us protect the health and safety of our employees, preserve liquidity and enhance our financial flexibility.We allowed employees to work remotely when possible and implemented additional safety measures in compliance with applicable regulations to allow personnel to continue to work in our facilities. We suspended all non-essential travel and enacted a temporary hiring freeze on certain positions. To manage liquidity, we suspended our stock repurchase program and deferred certain planned capital expenditures; however, we continued to invest in expansion projects as planned. We do not believe that these actions will negatively impact our long-term ability to generate revenues or meet existing and future financial obligations.

While we have been impacted and expect this situation to continue to have an impact on our business, the full impact to our results of operations and financial position cannot be reasonably estimated at this time. For additional information and our risk factors related to the COVID-19 pandemic, please refer to Part I Item 1A titled, "Risk Factors".

On January 12, 2021, we announced the signing of a definitive agreement to acquire Cantel Medical Corp. (NYSE: CMD "Cantel"), through a U.S. subsidiary. Cantel is a global provider of infection prevention products and services primarily to endoscopy and dental Customers. For additional information please refer to Item 7 titled, "Management's Discussion and Analysis of Financial Condition and Results of Operations".

INFORMATION RELATED TO BUSINESS SEGMENTS

Our chief operating decision maker is our President and Chief Executive Officer (“CEO”). The CEO is responsible for performance assessment and resource allocation. The CEO regularly receives discrete financial information about each reportable segment and uses this information to assess performance and allocate resources. The accounting policies of the reportable segments are the same as those described in Note 1 to the Consolidated Financial Statements titled, “Nature of Operations and Summary of Significant Accounting Policies,” of this Annual Report.

HEALTHCARE SEGMENT

Description of Business. Our Healthcare segment offers infection prevention and procedural products and services for healthcare providers worldwide, including consumable products, equipment maintenance and installation services, and capital equipment. These offerings aid our Customers in improving the safety, quality, productivity, and utility consumption of their surgical, sterile processing, gastrointestinal, and emergency environments. Our Healthcare segment also provides a range of products and managed services including: hospital sterilization services and instrument and scope repairs to acute care hospitals and other healthcare settings that aid our Customers in improving the safety, quality and productivity of their operations.

Products Offered. Our products include cleaning chemistries and sterility assurance products, accessories for GI procedures, washers, sterilizers and other pieces of capital equipment essential to the operations of a sterile processing department ("SPD") and equipment used directly in the operating room, including surgical tables, lights, equipment management services, and connectivity solutions.

Services Offered. Our Healthcare segment service associates install, maintain, upgrade, repair, and troubleshoot capital equipment throughout the world. We offer various preventive maintenance programs and repair services to support the effective operation of capital equipment over its lifetime. Our Healthcare segment also provides comprehensive instrument and endoscope repair and maintenance services (on-site or at one of our dedicated facilities), custom process improvement consulting and outsourced instrument sterile processing (on-site at the hospital and in off-site reprocessing centers).

Customer Concentration. Our Healthcare segment sells consumables, services and capital equipment, to Customers in many countries throughout the world. For the year ended March 31, 2021, no Customer represented more than 10% of the Healthcare Product segment's total revenues.

Competition. We compete with a number of large companies that have significant product portfolios and global reach, as well as a number of small companies with very limited product offerings and operations in one or a limited number of countries. On a product basis, competitors include 3M, Belimed, Cantel Medical, Ecolab, Getinge, Hill-Rom, Fortive, Stryker and Skytron. On a service line basis, competitors include BBraun, Berendsen plc, CleanLease (Clean Lease Fortex), Karl Storz, Mobile, Northfield, Olympus, Owens & Minor, Pentax, Rentex Awé and Rentex Floren and Sterilog Limited.

APPLIED STERILIZATION TECHNOLOGIES SEGMENT

Description of Business. Our Applied Sterilization Technologies ("AST") segment provides contract sterilization and testing services for medical device and pharmaceutical manufacturers. Our Customers are primarily medical device and pharmaceutical manufacturers.

Services Offered. We offer a wide range of sterilization modalities as well as an array of testing services that complements the manufacturing of sterile products. Our locations are in major population centers and core distribution corridors throughout the Americas, Europe and Asia. Our technical services group supports Customers in all phases of product development, materials testing, and process validation.

Customer Concentration. Our Applied Sterilization Technologies segment's services are offered to Customers throughout the world. For the year ended March 31, 2021, no Customer represented more than 10% of the segment's revenues.

Competition. Applied Sterilization Technologies operates in a highly regulated industry and competes with Sterigenics International, Inc., other smaller contract sterilization companies and manufacturers that sterilize products in-house.

LIFE SCIENCES SEGMENT

Description of Business. Our Life Sciences segment designs, manufactures and sells consumable products, equipment maintenance, specialty services and capital equipment primarily to pharmaceutical manufacturers around the world.

Products Offered. These products include formulated cleaning chemistries, barrier products, sterility assurance products, steam and vaporized hydrogen peroxide sterilizers and washer disinfectors.

Services Offered. Our Life Sciences segment service associates install, maintain, upgrade, repair, and troubleshoot equipment throughout the world. We offer various preventive maintenance programs and repair services to support the effective operation of capital equipment over its lifetime.

Customer Concentration. Our Life Sciences segment sells consumables, services and capital equipment, to Customers in many countries throughout the world. For the year ended March 31, 2021, no Customer represented more than 10% of the Life Sciences segment's total revenues.

Competition. Our Life Sciences segment operates in highly regulated environments where the most intense competition results from technological innovations, product performance, convenience and ease of use, and overall cost-effectiveness. We compete for pharmaceutical Customers with a number of large companies that have significant product portfolios and global reach, as well as a number of small companies with very limited product offerings and operations in one or a limited number of countries. Competitors include Belimed, Ecolab, Fedegari, Getinge, MECO, Stilmas, and Techniplast.

INFORMATION WITH RESPECT TO OUR BUSINESS IN GENERAL

Sources and Availability of Raw Materials. We purchase raw materials, sub-assemblies, components, and other supplies needed in our operations from numerous suppliers in the United States and internationally. The principal raw materials and supplies used in our operations include stainless and carbon steel, organic and inorganic chemicals, fuel, and plastic components. These raw materials and supplies are generally available from several suppliers and in sufficient quantities that we do not currently expect any significant sourcing problems in fiscal 2022. We have long-term supply contracts for certain materials for which there are few suppliers, or those that are single-sourced in certain regions of the world, such as EO and cobalt-60, which are necessary to our AST operations. In addition, we have developed a plan to expand our irradiation processing capacity with accelerator-based technologies, which may reduce the potential supply risk.

Intellectual Property. We protect our technology and products by, among other means, obtaining United States and foreign patents. There can be no assurance, however, that any patent will provide adequate protection for the technology, system, product, service, or process it covers. In addition, the process of obtaining and protecting patents can be long and expensive. We also rely upon trade secrets, technical know-how, and continuing technological innovation to develop and maintain our competitive position.

As of March 31, 2021, we held approximately 450 United States patents and approximately 1,780 in other jurisdictions and had approximately 140 United States patent applications and 335 patent applications pending in other jurisdictions. Patents for individual products extend for varying periods according to the date of filing or grant and legal term of patents in various countries where a patent is obtained. The actual protection a patent provides varies from country to country and depends in part upon the type of patent, the scope of its coverage, and the availability of legal remedies in each country.

Our products are sold around the world under various brand names and trademarks. We consider our brand names and trademarks to be valuable in the marketing of our products. As of March 31, 2021, we had a total of approximately 1,670 trademark registrations worldwide.

Quality Assurance. We manufacture, assemble, and package products in several countries. Each of our production facilities are dedicated to particular processes and products. Our success depends upon Customer confidence in the quality of our production process and the integrity of the data that supports our product safety and effectiveness. We have implemented quality assurance procedures to support the quality and integrity of scientific information and production processes.

Government Regulation. Our business is subject to various degrees of governmental regulation in the countries in which we operate. In the United States, the United States Food and Drug Administration (“FDA”), the United States Environmental Protection Agency (“EPA”), the United States Nuclear Regulatory Commission (“NRC”), and other governmental authorities regulate the development, manufacture, sale, and distribution of our products and services. Our international operations also are subject to a significant amount of government regulation, including country-specific rules and regulations and U.S. regulations applicable to our international operations. Government regulations include detailed inspection of, and controls over, research and development, clinical investigations, product approvals and manufacturing, marketing and promotion, sampling, distribution, record-keeping, storage, and disposal practices.

Compliance with applicable regulations is a significant expense for us. Past, current or future regulations, their interpretation, or their application could have a material adverse impact on our operations. Also, additional governmental regulation may be passed that could prevent, delay, revoke, or result in the rejection of regulatory clearance of our products. We cannot predict the effect on our operations resulting from current or future governmental regulation or the interpretation or application of these regulations.

If we fail to comply with any applicable regulatory requirements, sanctions could be imposed on us. For more information about the risks we face regarding regulatory requirements, see Part I, Item 1A of this Annual Report titled, "Risk Factors". We are subject to extensive regulatory requirements and must receive and maintain regulatory clearance or approval for many products and operations. Failure to receive or maintain, or delays in receiving, clearance or approvals may hurt our revenues, profitability, financial condition, or value.

In the past, we have received warning letters, paid civil penalties, conducted product recalls and field corrections, and been subject to other regulatory sanctions. We believe that we are currently compliant in all material respects with applicable regulatory requirements. However, there can be no assurance that future or current regulatory, governmental, or private action will not have a material adverse affect on us or on our performance, results, or financial condition.

Environmental Matters. We are subject to various laws and governmental regulations concerning environmental matters and employee safety and health in Ireland, the United States and other countries. We have made, and continue to make, significant investments to comply with these laws and regulations. We cannot predict the future capital expenditures or operating costs required to comply with environmental laws and regulations. We believe that we are currently compliant with applicable environmental, health, and safety requirements in all material respects. However, there can be no assurance that future or current regulatory, governmental, or private action will not have a material adverse affect on our performance, results, or financial condition. Please refer to Note 10 of our consolidated financial statements titled, "Commitments and Contingencies" for further information.

In the future, if a loss contingency related to environmental matters, employee safety, health or conditional asset retirement obligations is significantly greater than the current estimated amount, we would record a liability for the obligation and it may result in a material impact on net income for the annual or interim period during which the liability is recorded. The investigation and remediation of environmental obligations generally occur over an extended period of time, and therefore we do not know if these events would have a material adverse affect on our financial condition, liquidity, or cash flow, nor can there be any assurance that such liabilities would not have a material adverse affect on our performance, results, or financial condition.

Competition. The markets in which we operate are highly competitive and generally highly regulated. Competition is intense in all of our business segments and includes many large and small competitors. Brand, design, quality, safety, ease of use, serviceability, price, product features, warranty, delivery, service, and technical support are important competitive factors to us. We expect to face continued competition in the future as new infection prevention, sterile processing, contamination control, gastrointestinal and surgical support products and services enter the market. We believe many organizations are working with a variety of technologies and sterilizing agents. Also, a number of companies have developed disposable medical instruments and other devices designed to address the risk of contamination.

We believe that our long-term competitive position depends on our success in discovering, developing, and marketing innovative, cost-effective products and services. We devote significant resources to research and development efforts and we believe STERIS is positioned as a global competitor in the search for technological innovations. In addition to research and development, we invest in quality control, Customer programs, distribution systems, technical services, and other information services.

There can be no assurance that we will develop significant new products or services, or that the new products or services we provide or develop in the future will be more commercially successful than those provided or developed by our competitors. In addition, some of our existing or potential competitors may have greater resources than us. Therefore, a competitor may succeed in developing and commercializing products more rapidly than we do. Competition, as it relates to our business segments and product categories, is discussed in more detail in the section above titled, “Information Related to Business Segments.”

Employees. As of March 31, 2021, we had approximately 13,000 employees throughout the world including certain locations subject to collective bargaining agreements and works council representation. We believe we generally have good relations with our employees.

Methods of Distribution. Sales and service activities are supported by a staff of regionally based clinical specialists, system planners, corporate account managers, and in-house Customer service and field support departments. We also contract with distributors and dealers in select markets.

Customer training is important to our business. We provide a variety of courses at Customer locations, at our training and education centers, and over the internet. Our training programs help Customers understand the science, technology, and operation of our products and services. Many of our operator training programs are approved by professional certifying organizations and offer continuing education credits to eligible course participants.

Seasonality. Our financial results have been, from time to time, subject to seasonal patterns. We cannot assure you that these patterns will continue.

Backlog. We define backlog as the amount of unfilled capital equipment purchase orders at a point in time. At March 31, 2021, we had a backlog of $286.2 million. Of this amount, $206.3 million and $79.9 million related to our Healthcare and Life Sciences segments, respectively. At March 31, 2020, we had backlog orders of $242.5 million. Of this amount, $170.1 million and $72.4 million related to our Healthcare and Life Sciences segments, respectively.

Availability of Securities and Exchange Commission Filings. We make available free of charge on or through our website our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K, and amendments to these reports, as soon as reasonably practicable after we electronically file such material with, or furnish such material to, the Securities and Exchange Commission (“SEC”). You may access these documents, as well as other SEC filings related to the Company, on the Investor Relations page of our website at http://www.steris-ir.com. You may also obtain copies of these documents by accessing the SEC’s website at http://www.sec.gov. The content on or accessible through any website referred to in this Annual Report on Form 10-K is not incorporated by reference into this Form 10-K unless expressly noted.

We also make available free of charge on our website our Corporate Governance Guidelines, our Director Code of Ethics, and our Code of Business Conduct, as well as the Charters of the Audit Committee, the Compensation and Organization Development Committee, the Nominating and Governance Committee, and the Compliance Committee of the Company’s Board of Directors.

INFORMATION ABOUT OUR EXECUTIVE OFFICERS

The following table presents certain information regarding our executive officers at March 31, 2021. All executive officers serve at the pleasure of the Board of Directors.

Name	Age	Position
Karen L. Burton	53	Vice President, Controller and Chief Accounting Officer
Daniel A. Carestio	48	Senior Vice President and Chief Operating Officer
Mary Clare Fraser	51	Vice President and Chief Human Resources Officer
Julia K. Madsen	56	Senior Vice President, Life Sciences
Cary L. Majors	46	Senior Vice President, North America Commercial Operations
Walter M Rosebrough, Jr.	67	President and Chief Executive Officer
Renato G. Tamaro	52	Vice President and Corporate Treasurer
Michael J. Tokich	52	Senior Vice President and Chief Financial Officer
J. Adam Zangerle	54	Senior Vice President, General Counsel, and Corporate Secretary

The following discussion provides a summary of each executive officer's recent business experience through March 31, 2021:

Karen L. Burton serves as Vice President, Controller and Chief Accounting Officer. She assumed this role in January 2017. She served as Vice President, Corporate Controller from May 2008 to January 2017.

Daniel A. Carestio serves as Senior Vice President and Chief Operating Officer. He assumed this role in August 2018. From February 2018 to August 2018 he served as Senior Vice President, Sterilization and Disinfection. From August 2015 to February 2018, he served as Senior Vice President, STERIS Applied Sterilization Technologies and Life Sciences. From 2011 to August 2015, he served as Vice President, Sales and Marketing for Isomedix Services and General Manager of Life Sciences. Mr. Carestio is also a director of STERIS plc.

Mary Clare Fraser serves as Vice President and Chief Human Resources Officer. She assumed this role when she joined STERIS in July 2020. From February 2003 to July 2020 she held various positions with Parker-Hannifin Corporation, a global motion control technologies company, serving most recently from September 2019 to July 2020, as Vice President Human Resources of its Aerospace Group, from March 2017 to September 2019 as its Corporate Director of Human Resources and from July 2013 to March 2017 as Vice President Human Resources of its Fluid Connectors Group.

Julia K. Madsen serves as Senior Vice President, Life Sciences. She assumed this role in July 2020. From August 2015 to July 2020 she served as Vice President and General Manager Life Sciences, Consumables and held various Life Sciences Consumables positions from 1995 to July 2015.

Cary L. Majors serves as Senior Vice President, North America Commercial Operations. He assumed this role in August 2019. From April 2014 to August 2019 he served as Vice President, North America Commercial Operations.

Walter M Rosebrough, Jr. serves as President and Chief Executive Officer. He assumed this role when he joined STERIS in October 2007. Mr. Rosebrough is also a Director of STERIS plc and Varex Imaging Corporation.

Renato G. Tamaro serves as Vice President and Corporate Treasurer. He assumed this role in August 2017. From March 2006 to July 2017, he served as Assistant Treasurer.

Michael J. Tokich serves as Senior Vice President and Chief Financial Officer. He assumed this role in August 2017. From February 2014 to July 2017, he served as the Senior Vice President, Chief Financial Officer and Treasurer.

J. Adam Zangerle serves as Senior Vice President, General Counsel, and Corporate Secretary. He assumed this role in July 2018. From July 2013 to July 2018 he served as Vice President, General Counsel, and Secretary.

EMPLOYEES AND HUMAN CAPITAL MANAGEMENT

Strategy and Overview

People are the key to our success, which is reflected in our two core Values of People and Teamwork. We are committed to the safety and success of our people. We expect the performance of every person to continually improve with personal initiative and proper support. We expect our people to treat each other with mutual respect. Our ideal business team is engaged, diverse, inclusive and talented, and we create programs and policies in support of these goals.

We believe unity of purpose and teamwork enables us to do far more than we could individually. We draw strength from each other and encourage communication with fairness, candor, respect and courage. Our collaboration turns interesting ideas into great products and services for our Customers.

Our senior management team and Board receive regular updates on our people, including data and metrics on retention, engagement and safety which are used to determine our human resources priorities, programs and training.

Employees by Segment

As of March 31, 2021, we had approximately 13,000 employees throughout the world including certain locations subject to collective bargaining agreements and works council representation. We believe we generally have good relations with our employees.

The average number of persons employed by STERIS plc and its subsidiaries during each of the following fiscal years was as follows:

	Fiscal 2021	Fiscal 2020
Healthcare	8,529	8,352
Applied Sterilization Technologies	2,686	2,547
Life Sciences	868	837
Corporate	687	623
Total employees	12,770	12,359

Diversity

We recruit the best available people who are aligned with and embody our core Values. We are committed to equality, assessing candidates based on qualifications. We believe that our success is dependent on attracting and retaining people from a cross-section of our communities who understand their markets, and in doing so we continue to create a competitive advantage for STERIS.

Our success depends on our ability to attract and retain talented employees, and we intend to do so without regard to race, color, social or economic status, religion, national origin, marital status, age, veteran status, sexual orientation, gender identity, or any protected status. It is the policy of the Company to make all decisions regarding employment, including hiring, compensation, training, promotions, transfers, or lay-offs, based on the job requirements and skills of the individuals and utilizing the principle of equal employment opportunity without discrimination. STERIS has annual training on Anti-Harassment, and has provided training on Creating and Inclusive Environment and Unconscious Bias.

Total directors and employee's distribution by gender is shown in the table below:

	March 31, 2021		March 31, 2020	
	Male	Female	Male	Female
Non-Executive Directors	6	2	5	2
Senior Managers	507	179	492	176
Other employees of the Company	8,420	3,970	8,019	3,905

Directors and United States employees by race is shown in the table below:

	March 31, 2021		March 31, 2020	
	White	Minority [(1)]	White	Minority [(1)]
Non-Executive Directors	75%	25%	71%	29%
Senior Managers	90%	10%	89%	11%
Other employees of the Company	68%	32%	67%	33%

(1) A minority person is defined as a person who identifies as American Indian/Alaskan Native, Asian, Black or African American, Hispanic or Latino, Native Hawaiian or Other Pacific Island, or two or more races.

Health, Safety & Environment

We realize the importance of Health, Safety & Environment (HSE) to the well-being of our Customers, employees, community, the environment, and ultimately our shareholders. To that end, our HSE teams and management are committed to supporting HSE programs with ongoing involvement through our continuous improvement process. Our ultimate goal is to be an incident-free company. The cornerstone of this initiative is the belief that incidents result from unsafe acts or conditions, both of which are preventable. We apply the U.S. Occupational Safety and Health Administration recordkeeping practices worldwide. Key metrics for purposes of benchmarking performance include Total Recordable Cases (TRC) and Days Away From Work (DAFW) injury and illness incident rates, both of which are presented in the table below:

	STERIS plc		Industry Benchmarks [(2)]	
	Fiscal 2021	Fiscal 2020	Average	Best in Class
Total Recordable Cases Rate [(1)]	0.91	1.48	2.5	1.28
Days Away From Work Rate [(1)]	0.37	0.45	1.25	0.42

[(1)] We apply the U.S. Occupational Safety and Health Administration (OSHA) recordkeeping practices worldwide. All rates are based on 100 full-time employees ("FTE") working one year. 100 FTEs equals 200,000 work hours. TRC includes work-related injuries or illnesses requiring medical attention beyond first-aid. DAWF includes work-related injuries or illnesses that cause an employee to be away from work at least one full day after the date of the incident.

[(2)] Our external benchmarks include the OSHA average and 1st Quartile injury/illness rates which are derived from the Bureau of Labor Statistics.

Employee Engagement and Development

We believe that engaged employees are more productive, innovative, and satisfied in their work. Examples of how we engage our employees include quarterly management meetings, a robust intranet for communication with our global teams and various communications efforts within each department. In addition, our global human resources team has programs focused on career development for employees at all levels.

Our employee turnover rate was 11% and 15% for fiscal 2021 and 2020, respectively and we are continuously working towards a goal of achieving 10% or under excluding retirements and reductions in force. Although reductions in force are sometimes necessary, we work to avoid them and they must always be approved by executive management. Every year we encourage all associates to participate in our Employee Engagement Survey which is administered by a third party on a confidential basis. This process has been valuable in helping us recognize things we do well and foster an open conversation about how we can make STERIS an even better place to work. We are pleased to report that 89% and 86% of our people completed our 2021 and 2020 surveys, respectively. In our most recent survey, overall employee engagement was 77%, and the fourteen principal factors that we measure all improved since 2020, and have generally for a decade. The results indicate that the majority of our people are committed to serving our Customers, are proud to work for STERIS, and have confidence in the stability of our business.

We are committed to supporting the development of our people. Employees benefit from hands-on continuous improvement (Lean) training, a web-based learning management system, and STERIS University. In addition, we provide annual Code of Conduct training, Harassment Prevention training and other key, required training at all levels of the Company. In our manufacturing and service organizations, we provide training for employees who do not have the appropriate experience or background. This training is conducted through a combination of hands-on and module-based training. Our focus is on safety, quality and consistency in approach and outcome. As a Lean organization, we have created standard work instructions for many processes and refresher courses are offered regularly for existing employees. Where possible, we look to provide cross-training for employees looking to expand their knowledge or grow into new roles. We encourage all employees to create individual development plans and provide the support to assist in that effort.

Compensation and Benefits

Our total rewards offerings include an array of programs to support our employees' financial, physical, and mental well-being, including providing competitive salaries, variable performance pay, healthcare benefits, tuition assistance, paid time off, annual merit increases, and incentive plans based on the national norms of their employment. Total employee compensation is presented in the table below:

(in thousands)	Fiscal 2021	Fiscal 2020
Wages and salaries	$ 943,503	$ 905,972
Social security costs	58,695	56,019
Share based compensation expense	25,966	23,811
Pension and post-retirement benefits expense	26,944	23,899
Other, primarily employee benefits	79,927	81,186
Total employee costs	$ 1,135,035	$ 1,090,887

COVID-19 Pandemic

Early in calendar year 2020, we implemented several measures to help protect our workforce during the COVID-19 pandemic, including the following:

- Implemented work from home for those employees whose role supported it and put programs in place to support those who did not have the flexibility to work remotely.
- Implemented paid furlough at 100% salary for all employees underutilized due to the pandemic.
- In the U.S., provided pandemic-related paid-time-off for factory and field based personnel who could not work from home and supported COVID vaccination efforts by offering paid-time-off for vaccinations and arranging on-site vaccination clinics where supported by employee interest.
- Implemented additional cleaning protocols in all facilities, limited travel, and discontinued in person meetings where practical.
- Provided additional personal protective equipment for field-based personnel supporting critical care environments.
- Regularly communicated with employees with regional and global updates.

ITEM 1A. RISK FACTORS

This section describes certain risk factors that could affect our business, financial condition and results of operations. You should consider these risk factors when evaluating the forward-looking statements contained in this Annual Report on Form 10-K, because our actual results and financial condition might differ materially from those projected in the forward-looking statements should these risks occur. We face other risks besides those highlighted below. These other risks include additional uncertainties not presently known to us or that we currently believe are immaterial, but may ultimately have a significant impact. In addition, the impact of the COVID-19 pandemic may also exacerbate any of these risks, which could have a material effect on us. Should any of these risks, described below or otherwise, actually occur, our business, financial condition, performance, prospects, value, or results of operations could be negatively affected.

LEGAL, REGULATORY AND TAX RISKS

Market Risks

Doing Business Internationally

Compliance with multiple, and potentially conflicting, international laws and regulations, import and export limitations, anti-corruption laws, and exchange controls may be difficult, burdensome or expensive.

We are subject to compliance with various laws and regulations, including the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act, and similar anti-bribery laws, which generally prohibit companies and their intermediaries from making improper payments to officials for the purpose of obtaining or retaining business. We are also subject to limitations on trade with persons in sanctioned countries. While our employees and agents are required to comply with these laws, we cannot assure you that our internal policies and procedures will always protect us from violations of these laws, despite our commitment to legal compliance and corporate ethics.

The COVID-19 pandemic has disrupted our operations and could have a material adverse effect on our business and financial condition.

The COVID-19 pandemic, along with the response to the pandemic by governmental and other actors, has disrupted our operations. We have experienced temporary mandatory and voluntary facility closures in certain jurisdictions in which we operate. Furthermore, we have experienced less demand for certain of our products and services as a result of deferrals of certain medical procedures, and other factors, which we believe was exacerbated by the impact of stay-at-home orders. Additionally, the COVID-19 outbreak has caused temporary disruptions in our supply chain.

Long-term facility closures or other restrictions could materially adversely affect our ability to adequately staff, supply or otherwise maintain our operations. Such restrictions also may have a substantial impact on our Customers and our sales cycles. The COVID-19 pandemic may put pressure on overall spending for our products and services, and may cause our Customers to modify spending priorities or delay or abandon purchasing decisions. Moreover, because a large number of our employees have been working from home, we may be subject to increased vulnerability to cyber and other information technology risks. We have modified, and may further modify, our business practices in response to the risks and negative impacts associated with the COVID-19 pandemic. However, there can be no assurance that these measures will be temporary or successful.

The impact of the COVID-19 pandemic continues to evolve and its ultimate duration, severity and disruption to our business, Customers and supply chain, and the related financial impact to us, cannot be accurately forecasted at this time. Should such disruption continue for an extended period, the adverse effect on our business, results of operations and financial condition could be more severe. Additionally, weak economic conditions, the pace for economic recovery, and raising inflation, could result in extended weak demand for our products and services. Furthermore, future public health crises are possible and could involve some or all of the risks discussed above.

Changes in economic climate may adversely affect us.

Adverse economic cycles or conditions, and Customer, regulatory or government response to those cycles or conditions, have affected and could further affect our results of operations. The onset of these cycles or conditions may not be foreseeable and there can be no assurance when they will begin to improve after they occur. There also can be no assurance as to the strength or length of any recovery from a business downturn or recession. Credit and liquidity problems may make it difficult for some businesses to access credit markets and obtain financing and may cause some businesses to curtail spending to conserve cash in anticipation of persistent business slowdowns and liquidity needs. If our Customers have difficulty financing their purchases due to tight credit markets or related factors or because of other operational or utilization problems they may be experiencing or otherwise decide to curtail their purchases, our business could be adversely affected. Our exposure to bad debt losses could also increase if Customers are unable to pay for products previously ordered and delivered.

Many of our Customers are governmental entities or other entities that rely on government healthcare systems or government funding. If government funding for healthcare becomes limited or restricted in countries in which we operate, including as a result of the impacts of the COVID-19 pandemic, our Customers may be unable to pay their obligations on a timely basis or to make payment in full and it may become necessary to increase reserves. In addition, there can be no assurance that there will not be an increase in collection difficulties. Prospectively, additional adverse effects resulting from these conditions may include decreased healthcare utilization, further pricing pressure on our products and services, and/or weaker overall demand for our products and services, particularly capital products.

***Our acquisition activity and ability to grow organically may be adversely affected if we are unable to continue to access the financial markets*.**

Our recent acquisitions have been financed largely through cash on hand and borrowings under our bank credit facilities and through public note offerings in early April of fiscal 2022. Future acquisitions, including the pending acquisition of Cantel Medical Corp ("Cantel"), or other capital requirements will necessitate additional cash. To the extent our existing sources of cash are insufficient to fund these or other future activities, we have and may need to raise additional funds through new or expanded borrowing arrangements or equity. There can be no assurance that we will be able to obtain additional funds beyond those available under existing bank credit facilities on terms favorable to us, or at all, or that such facilities can be replaced when they terminate.

Healthcare Laws and Reimbursement

Changes in healthcare laws or government and other third-party payor reimbursement levels to healthcare providers, or failure to meet healthcare reimbursement or other requirements, might negatively impact our business.

We sell many of our products and services to hospitals and other healthcare providers and pharmaceutical manufacturers. Many of these Customers are subject to or supported by government programs or receive reimbursement for services from third-party payors, such as government programs, including Medicare and Medicaid in the U.S., private insurance plans, and managed care programs. Reimbursement systems vary significantly by country. Government-managed healthcare systems control reimbursement for healthcare services in many countries. Public budgetary constraints may significantly impact the ability of hospitals, pharmaceutical manufacturers, and other Customers supported by such systems to purchase our products. Government or other third-party payors may deny or change coverage, reduce their current levels of reimbursement for healthcare services, or otherwise implement measures to regulate pricing or contain costs. In addition, our costs may increase more rapidly than reimbursement levels or permissible pricing increases or we may not satisfy the standards or requirements for reimbursement.

Among other provisions, the U.S. Patient Protection and Affordable Care Act, as amended by the Health Care and Education Affordability Reconciliation Act, imposed an excise tax on medical devices manufactured or offered for sale in the United States. Late in 2019, U.S. Congress enacted legislation that repealed the excise tax, which had been suspended during calendar years 2016 through 2019. In addition, we have been required to commit significant resources to "Sunshine Act" compliance. Various additional health care reform proposals have emerged at the federal and state level, and we are unable to predict which, if any, of those proposals will be enacted.

Product and Service Related Regulations and Claims

We are subject to extensive regulatory requirements and must receive and maintain regulatory clearance or approval for many products and operations. Failure to receive or maintain, or delays in receiving, clearance or approvals may hurt our revenues, profitability, financial condition, or value.

Our operations are subject to extensive regulation in the countries where we do business. In the United States, our products and services are regulated by the FDA and other regulatory authorities. In many foreign countries, sales of our products and services are subject to extensive regulations that may or may not be comparable to those of the FDA. In Europe, our products are regulated primarily by country and community regulations of those countries within the European Economic Area and must conform to the requirements of those authorities.

Government regulation applies to nearly all aspects of testing, manufacturing, safety, labeling, storing, recordkeeping, reporting, promoting, distributing, and importing or exporting of medical devices, products, and services. In general, unless an exemption applies, a sterilization, decontamination or medical device or product or service must receive regulatory approval or clearance before it can be marketed or sold. Modifications to existing products or the marketing of new uses for existing products also may require regulatory approvals, approval supplements or clearances. If we are unable to obtain any required approvals, approval supplements or clearances for any modification to a previously cleared or approved device, we may be required to cease manufacturing and sale, or recall or restrict the use of such modified device, pay fines, or take other action until such time as appropriate clearance or approval is obtained.

Regulatory agencies may refuse to grant approval or clearance, or review and disagree with our interpretation of approvals or clearances, or with our decision that regulatory approval is not required or has been maintained. Regulatory submissions may require the provision of additional data and may be time consuming and costly, and their outcome is uncertain. Regulatory agencies may also change policies, adopt additional regulations, or revise existing regulations, each of which could prevent or delay approval or clearance of devices, or could impact our ability to market a previously cleared, approved, or unregulated device. Our failure to comply with the regulatory requirements of the FDA or other applicable regulatory requirements in the United States or elsewhere might subject us to administratively or judicially imposed sanctions. These sanctions include, among others, warning letters, fines, civil penalties, criminal penalties, injunctions, debarment, product seizure or detention, product recalls and total or partial suspension of production, sale and/or promotion.

The COVID-19 pandemic may disrupt the operations of regulatory bodies with responsibility for oversight of healthcare and health and medical products. Such disruptions could result in the focus and prioritization of regulatory resources on emergent matters, which could divert regulatory resources away from more routine regulatory matters that are not COVID-19 related but that have the potential to impact our business. For example, there could be delays in FDA review of applications for marketing authorization, including those which may be necessary for or in connection with proposed changes to our products or the changes to the processes by which they are manufactured. It is unknown how long these disruptions could continue, were they to occur. Any elongation or de-prioritization or delay in regulatory review resulting from such disruptions could materially affect our ongoing device design, development, and commercialization plans.

Our products are subject to recalls and restrictions, even after receiving United States or foreign regulatory clearance or approval.

Ongoing medical device reporting regulations require that we report to appropriate governmental authorities in the United States and/or other countries when our products cause or contribute to a death or serious injury or malfunction in a way that would be reasonably likely to contribute to a death or serious injury if the malfunction were to recur. Governmental authorities can require product recalls or impose restrictions for product design, manufacturing, labeling, clearance, or other issues. For the same reasons, we may voluntarily elect to recall or restrict the use of a product. Any recall or restriction could divert managerial and financial resources and might harm our reputation among our Customers and other healthcare professionals who use or recommend our products and services.

We may be adversely affected by product liability claims or other legal actions or regulatory or compliance matters.

We face an inherent business risk of exposure to product liability claims and other legal and regulatory actions. A significant increase in the number, severity, amount, or scope of these claims and actions may, as described above with respect to recalls and restrictions, result in substantial costs and harm our reputation or otherwise adversely affect product sales and our business. Product liability claims and other legal and regulatory actions may also distract management from other business responsibilities.

We are also subject to a variety of other types of claims, proceedings, investigations, and litigation initiated by government agencies or third parties and other potential risks and liabilities. These include compliance matters, product regulation or safety, taxes, employee benefit plans, employment discrimination, health and safety, environmental, antitrust, customs, import/export, government contract compliance, financial controls or reporting, intellectual property, allegations of misrepresentation, false claims or false statements, commercial claims, claims regarding promotion of our products and services, or other similar or different matters. Any such claims, proceedings, investigations or litigation, regardless of the merits, might result in substantial costs, restrictions on product use or sales, or otherwise injure our business.

Administratively or judicially imposed or agreed sanctions might include warning letters, fines, civil penalties, criminal penalties, loss of tax benefits, injunctions, product seizure, recalls, suspensions or restrictions, re-labeling, detention, and/or debarment. We also might be required to take actions such as payment of substantial amounts, or revision of financial statements, or to take, or be subject to, the following types of actions with respect to our products, services, or business: redesign, re-label, restrict, or recall products; cease manufacturing and selling products; seizure of product inventory; comply with a court injunction restricting or prohibiting further marketing and sale of products or services; comply with a consent decree, which could result in further regulatory constraints; dedication of significant internal and external resources and costs to respond to and comply with legal and regulatory issues and constraints; respond to claims, litigation, and other proceedings brought by Customers, users, governmental agencies, and others; disruption of product improvements and product launches; discontinuation of certain product lines or services; or other restrictions or limitations on product sales, use or operation, or other activities or business practices.

Some product replacements or substitutions may not be possible or may be prohibitively costly or time consuming. The impact of any legal, regulatory, or compliance claims, proceeding, investigation, or litigation, is difficult to predict.

We maintain product liability and other insurance with coverages believed to be adequate. However, product liability or other claims may exceed insurance coverage limits, fines, penalties and regulatory sanctions may not be covered by insurance, or insurance may not continue to be available or available on commercially reasonable terms. Additionally, our insurers might deny claim coverage for valid or other reasons or may become insolvent.

Our business and financial condition could be adversely affected by difficulties in acquiring or maintaining a proprietary intellectual ownership position.

To maintain our competitive position for our products, we need to obtain patent or other proprietary rights for new and improved products and to maintain and enforce our existing patents and other proprietary rights. We typically apply for patents in the United States and in strategic other countries. We may also acquire patents through acquisitions. We may encounter difficulties in obtaining or protecting patents.

We rely on a combination of patents, trademarks, trade secrets, know-how, and confidentiality agreements to protect the proprietary aspects of our technology. These measures afford only limited protection, and competitors may gain access to our intellectual property and proprietary information. Litigation may be necessary to enforce or defend our intellectual property rights, to protect our trade secrets, and to determine the validity and scope of our proprietary rights. Litigation may also be brought against us claiming that we have violated the intellectual property rights of others. Litigation may be costly and may divert management's attention from other matters. Additionally, in some foreign countries with weaker intellectual property rights, it may be difficult to maintain and enforce patents and other proprietary rights or defend against claims of infringement.

Tax and Trade Risk

We might be adversely impacted by tax legislation or challenges to our tax positions.

We are subject to the tax laws at the federal, state or provincial, and local government levels in the many jurisdictions in which we operate or sell products or services. Tax laws might change in ways that adversely affect our tax positions, effective tax rate and cash flow. The tax laws are extremely complex and subject to varying interpretations. We are subject to tax examinations in various jurisdictions that might assess additional tax liabilities against us. Our tax reporting positions might be challenged by relevant tax authorities, we might incur significant expense in our efforts to defend those challenges, and we might be unsuccessful in those efforts. Developments in examinations and challenges might materially change our provision for taxes in the affected periods and might differ materially from our historical tax accruals. Any of these risks might have a materially adverse impact on our business operations, our cash flows and our financial position or results of operations.

Current economic and political conditions make tax rules in any jurisdiction subject to significant change.

The U.S. Tax Cuts and Jobs Act ("TCJA") was signed into law on December 22, 2017. Guidance continues to be issued clarifying the application of this new legislation and new changes have been proposed in the U.S. that could increase our total tax expense. We cannot predict the overall impact that the additional guidance and proposed changes may have on our business. Some jurisdictions have raised tax rates and it is reasonable to expect that other global taxing authorities will be reviewing current legislation for potential modifications in reaction to the implementation of the TCJA, current economic conditions, and COVID-19 response costs.

In addition, further changes in the tax laws of other jurisdictions could arise, including as a result of the base erosion and profit shifting (BEPS) project undertaken by the Organization for Economic Cooperation and Development (OECD). The OECD, which represents a coalition of member countries, has issued recommendations that, in some cases, would make substantial changes to numerous long-standing tax positions and principles. These contemplated changes, to the extent adopted by OECD members and/or other countries, could increase tax uncertainty and may adversely impact our provision for income taxes.

Our tax rate is uncertain and may vary from expectations, which could have a material impact on our results of operations and earnings per share.

There can be no assurance that we will be able to maintain any particular worldwide effective corporate tax rate. We cannot give any assurance as to what our effective tax rate will be in the future because of, among other things, uncertainty regarding the tax policies of the jurisdictions in which we and our affiliates operate. Our actual effective tax rate may vary from our expectations, and such variance may be material. Additionally, tax laws or their implementation and applicable tax authority practices in any particular jurisdiction could change in the future, possibly on a retroactive basis, and any such change could have a material adverse impact on us and our affiliates.

Changes in tax treaties and trade agreements could negatively impact our costs, results of operations and earnings per share.

Legislative and regulatory action may be taken in the U.S. which, if ultimately adopted, could override or otherwise adversely impact tax treaties upon which we rely or broaden the circumstances under which STERIS plc would be considered a U.S. resident, each of which could materially and adversely affect our tax obligations. We cannot predict the outcome of any specific legislative or regulatory proposals. However, if proposals were adopted that had the effect of disregarding our organization in Ireland or limiting our ability as an Irish company to take advantage of tax treaties with the U.S., we could be subject to increased taxation and/or potentially significant expense.

Existing free trade laws and regulations provide certain beneficial duties and tariffs for qualifying imports and exports, subject to compliance with the applicable classification and other requirements. Changes in laws and regulations or policies governing the terms of foreign trade, and in particular, increased trade restrictions, including as a result of the COVID-19 pandemic, tariffs or taxes on imports from countries where we manufacture products could have a material adverse impact on our business and financial results.

Proposed legislation relating to the denial of U.S. federal or state governmental contracts to U.S. companies that redomicile abroad could adversely affect our business.

Various U.S. federal and state legislative proposals that would deny governmental contracts to redomiciled companies may adversely affect us if adopted into law. We are unable to predict the likelihood that any such proposed legislation might become law, the nature of regulations that may be promulgated under any future legislative enactments, or the effect such enactments or increased regulatory scrutiny could have on our business.

The U.S. Internal Revenue Service (the "IRS") may not agree that we are a foreign corporation for U.S. federal tax purposes.

Although we are organized under the laws of Ireland and are a tax resident in Ireland for Irish tax purposes, the IRS may assert that we should be treated as a U.S. corporation (and, therefore, a U.S. tax resident) for U.S. federal tax purposes pursuant to Section 7874 of the Internal Revenue Code of 1986, as amended (the "Code" and such Section, "Section 7874"). For U.S. federal tax purposes, a company generally is considered to be a tax resident in the jurisdiction of its organization. Because we are organized under the laws of Ireland, we would generally be classified as a non-U.S. corporation (and, therefore, a non-U.S. tax resident) under these rules. Section 7874, however, provides an exception to this general rule under which a non-U.S. organized entity may be treated as a U.S. corporation for U.S. federal tax purposes.

If we were to be treated as a U.S. corporation for U.S. federal tax purposes, we could be subject to substantial additional U.S. tax liability. Additionally, if we were treated as a U.S. corporation for U.S. federal tax purposes, non-U.S. holders of our ordinary shares would be subject to U.S. withholding tax on the gross amount of any dividends we paid to such shareholders. For Irish tax purposes, we are expected, regardless of any application of Section 7874, to be treated as an Ireland tax resident. Consequently, if we are treated as a U.S. corporation for U.S. federal tax purposes under Section 7874, we could be liable for both U.S. and Ireland taxes, which could have a material adverse effect on our financial condition and results of operations.

BUSINESS AND OPERATIONAL RISKS

Competition

Our businesses are highly competitive, and if we fail to compete successfully, our revenues and results of operations may be hurt.

We operate in a highly competitive global environment. Our businesses compete with other broad-line manufacturers, as well as many smaller businesses specializing in particular products or services, primarily on the basis of brand, design, quality, safety, ease of use, serviceability, price, product features, warranty, delivery, service, and technical support. We face increased competition from new infection prevention, sterile processing, contamination control, surgical support, cleaning consumables, gastrointestinal endoscopy accessories, contract sterilization, and other products and services entering the market. Competitors and potential competitors also are attempting to develop alternate technologies and sterilizing agents, as well as disposable medical instruments and other devices designed to address the risk of contamination.

Consolidations among our healthcare and pharmaceutical Customers may result in a loss of Customers or more significant pricing pressures.

A number of our Customers have consolidated. These consolidations are due in part to healthcare cost reduction measures initiated by competitive pressures as well as legislators, regulators and third-party payors. This may result in greater pricing pressures on us and in some cases loss of Customers. Additional consolidations could result in a loss of Customers or more significant pricing pressures.

Decreased availability or increased costs of raw materials or energy supplies or other supplies might increase our production costs or limit our production capabilities or curtail our operations.

We purchase raw materials, fabricated and other components, and energy supplies from a variety of suppliers. Key materials include stainless steel, organic and inorganic chemicals, fuel, cobalt-60, EO, and plastic components. The availability and prices of raw materials and energy supplies are subject to volatility and are influenced by worldwide economic conditions, speculative action, world supply and demand balances, inventory levels, availability of substitute materials, currency exchange rates, anticipated or perceived shortages, and other factors. Also, certain of our key materials and components have a limited number of suppliers. Some are single-sourced in certain regions of the world, such as cobalt-60 and EO, which are necessary to our AST operations. Changes in regulatory requirements regarding the use of, the unavailability or short supply of these products might disrupt or cause shutdowns of portions of our AST operations or have other adverse consequences. We have developed a plan to expand our irradiation processing capacity with accelerator-based technologies which may reduce the potential supply risk. Shortages in supply, increased regulatory or security requirements, or increases in the price of raw materials, components and energy supplies may adversely affect us.

Our operations, and those of our suppliers, are subject to a variety of business continuity hazards and risks, any of which could interrupt production or operations or otherwise adversely affect our performance, results, or value.

Business continuity hazards and other risks include: explosions, fires, earthquakes, public health crises, inclement weather, and other disasters; utility or other mechanical failures; unscheduled downtime; labor difficulties; inability to obtain or maintain any required licenses or permits; disruption of communications; data security, preservation and redundancy disruptions; inability to hire or retain key management or employees; disruption of supply or distribution; and regulation of the safety, security or other aspects of our operations.

The occurrence of these types of events has disrupted and may in the future disrupt or shut down operations, or otherwise adversely impact the production or profitability of a particular facility, or our operations as a whole. Certain casualties also might cause personal injury and loss of life, or severe damage to or destruction of property and equipment, and for casualties occurring at our facilities, result in liability claims against us. Although we maintain property and casualty insurance and liability and similar insurance of the types and in the amounts that we believe are customary for our industries, our insurance coverages have limits and we are not fully insured against all potential hazards and risks incident to our business.

We may be adversely affected by global climate change or by legal, regulatory or market responses to such change.

The long-term effects of climate change are difficult to assess and predict. The impacts may include physical risks (such as rising sea levels or frequency and severity of extreme weather conditions), social and human effects (such as population dislocations or harm to health and well-being), compliance costs and transition risks (such as regulatory or technology changes) and other adverse effects. The effects could impair, for example, the availability and cost of certain products, commodities and energy (including utilities), which in turn may impact our ability to procure goods or services required for the operation of our business at the quantities and levels we require. We bear losses incurred as a result of, for example, physical damage to or destruction of our facilities (such as distribution or fulfillment centers), loss or spoilage of inventory, and business interruption due to weather events that may be attributable to climate change could materially adversely affect our business operations, financial position or results of operation.

Our operations are subject to regulations and permitting, which may be changed or amended by the relevant authorities, and which may limit or eliminate our current operations or increase the complexity, burden, or expense of compliance and regulated materials or processes that we use in our operations may become the focus of litigation.

Our Applied Sterilization Technologies ("AST") segment is a technology-neutral contract sterilization service that offers our Customers a wide range of sterilization modalities through a worldwide network of over 50 contract sterilization and laboratory facilities. One of the modalities offered by our AST operations is Ethylene Oxide ("EO") sterilization. In the United States, several regulators, including the U.S. Environmental Protection Agency ("EPA"), U.S. Food and Drug Administration ("FDA"), and agencies at the state and local level, play a role in regulating the use of EO sterilization. In 2016, the EPA changed the cancer risk basis for EO and determined that EO is carcinogenic to humans. Recent announcements of the temporary or permanent closure of EO sterilization facilities operated by others have been associated with state and/or local regulatory or other legal action related to EO emissions at those facilities. Our AST operations have taken and will continue to take measures to comply with all applicable emissions regulations and to reduce emissions. However, no assurance can be given that current or future legislative or regulatory action, or current or future litigation to which we are or may become a party, will not significantly increase the costs of conducting our EO contract sterilization operations or curtail or eliminate the use of EO in our contract sterilization operations. A significant reduction in our EO contract sterilization activities may have a material adverse effect on our financial condition and results of operations. Further, we could be liable for damages and fines as a result of legislative or regulatory action or litigation, and any liability could exceed our insurance and indemnification coverage, if any, and have a material adverse effect on our financial condition. Additionally, for many medical devices, EO sterilization may be the only current method of sterilization that effectively sterilizes and does not damage the device during the sterilization process. In the event of regulatory, legislative, or legal action that curtails or eliminates EO sterilization, there could be a shortage of medical devices and consequently a decline in surgical procedures. A decline in surgical procedures could result in a decline in demand for the products and services provided by our Healthcare business, which may have a material adverse effect on our financial condition and results of operations.

We engage in acquisitions and affiliations, divestitures, and other business arrangements. Our growth may be adversely affected if we are unable to successfully identify, price, and integrate strategic business candidates or otherwise optimize our business portfolio.

Our success depends, in part, on strategic acquisitions and joint ventures, which are intended to complement or expand our businesses, divestiture of non-strategic businesses, and other actions intended to optimize our portfolio of businesses. This strategy depends upon our ability to identify, appropriately price, and complete these types of business development transactions or arrangements and to obtain any necessary financing. In the last several fiscal years we have made a number of acquisitions. We also completed several divestitures of non-strategic businesses or product lines during the last several years.

Our success with respect to these recent and future acquisitions will depend on our ability to integrate the businesses acquired, retain key personnel, realize identified cost synergies and otherwise execute our strategies. Our success will also depend on our ability to develop satisfactory working arrangements with our strategic partners in joint ventures or other affiliations, or to divest or realign businesses. Competition for strategic business candidates may result in increases in costs and price for acquisition candidates and market valuation issues may reduce the value available for divestiture of non-strategic businesses. These types of transactions are also subject to a number of other risks and uncertainties, including: delays in realizing or failure to realize anticipated benefits of the transactions; diversion of management's time and attention from other business concerns; difficulties in retaining key employees, Customers, or suppliers of the acquired or divested businesses; difficulties in maintaining uniform standards, controls, procedures and policies, or other integration or divestiture difficulties; adverse effects on existing business relationships with suppliers or Customers; other events contributing to difficulties in generating future cash flows; risks associated with the assumption of contingent or other liabilities of acquisition targets or retention of liabilities for divested businesses and difficulties in obtaining financing.

If our continuing efforts to create a lean business and in-source production to reduce costs are not successful, our profitability may be hurt or our business otherwise might be adversely affected.

We have undertaken various activities to create a lean business, including in-sourcing. We continue to look for opportunities to in-source production that is currently provided by third parties.These activities may not produce the full efficiencies and cost reduction benefits that we expect or efficiencies and benefits might be delayed. Implementation costs also might exceed expectations.

The COVID-19 pandemic or similar public health crises could have a material adverse impact on ability to staff our operations.

As supplier to Healthcare and Life Sciences Customers, we fall within a "critical infrastructure" sector, and are also considered an essential business and therefore exempt under various stay at home/shelter in place orders. Accordingly, our employees continue to work because of the importance of our operations to the health and well-being of citizens in the countries in which we operate. We have implemented telework policies wherever possible for appropriate categories of employees. However, our employees that are unable to telework continue to work at our facilities and those of our Customers, and we have implemented appropriate safety measures, such as social distancing and increased cleaning protocols. While we believe that we have taken appropriate measures to ensure the health and well-being of our employees, there can be no assurances that our measures will be sufficient to protect our employees in our workplace or that they may not otherwise be exposed to COVID-19 outside of our workplace. If a number of our essential employees become ill, incapacitated or are otherwise unable or unwilling to continue working during the current or any future health crises, our operations may be adversely impacted.

Our business and results of operations may be adversely affected if we are unable to recruit and retain qualified management and other personnel or other compliance matters adversely impact our personnel.

Our continued success depends, in large part, on our ability to hire and retain highly qualified people and if we are unable to do so, our business and operations may be impaired or disrupted. Competition for highly qualified people is intense and there is no assurance that we will be successful in attracting or retaining replacements to fill vacant positions, successors to fill retirements or employees moving to new positions, or other highly qualified personnel. In addition, legal, regulatory or compliance matters create significant distraction or diversion of significant or unanticipated resources or attention that could have a material adverse effect on the responsibilities and retention of qualified employees.

We could experience a failure of a key information technology system, process or site or a breach of information security, including a cybersecurity breach or failure of one or more key information technology systems, networks, processes, associated sites or service providers.

We rely extensively on information technology (IT) systems to conduct business. In addition, we rely on networks and services, including internet sites, data hosting and processing facilities and tools and other hardware, software and technical applications and platforms, some of which are managed, hosted, provided and/or used by third-parties or their vendors, to assist in conducting our business. Numerous and evolving cybersecurity threats pose potential risks to the security of our IT systems, networks and services, as well as the confidentiality, availability and integrity of our data. While we have made investments seeking to address these threats, including monitoring of networks and systems, hiring of experts, employee training and security policies for employees and third-party providers, the techniques used in these attacks change frequently and may be difficult to detect for periods of time and we may face difficulties in anticipating and implementing adequate preventative measures. If our IT systems are damaged or cease to function properly, the networks or service providers we rely upon fail to function properly, or we or one of our third-party providers suffer a loss or disclosure of our business or stakeholder information due to any number of causes ranging from catastrophic events or power outages to improper data handling or security breaches and our business continuity plans do not effectively address these failures on a timely basis, we may be exposed to reputational, competitive and business harm as well as litigation and regulatory action. In addition, the COVID-19 pandemic may increase the risk of such vulnerability and attacks, including unauthorized access or attacks exploiting the fact that a large number of employees are working remotely during government shutdowns and closures. Enforcement of the General Data Protection Regulation ("GDPR") was effective as of May 2018. The GDPR is focused on the protection of personal data not merely the privacy of personal data. The GDPR creates a range of new compliance obligations and will significantly increase financial penalties for noncompliance (including possible fines of up to 4% of global annual revenues for the preceding financial year or €20 million (whichever is higher) for the most serious infringements).

RISKS RELATED TO THE PENDING ACQUISITION OF CANTEL MEDICAL, CORP.

The market price of STERIS Shares may continue to fluctuate after the mergers.

Upon completion of the mergers, holders of Cantel Common Stock will become holders of STERIS Shares. The market price of STERIS Shares may fluctuate significantly following completion of the mergers and holders could lose some or all of the value of their investment in STERIS Shares. In addition, the stock market has experienced significant price and volume fluctuations in recent times, which, if they continue to occur, could have a material adverse effect on the market for, or liquidity of, the STERIS Shares, regardless of STERIS's actual operating performance.

Failure to complete the mergers or delays could negatively impact the price of STERIS Shares, as well as STERIS's respective future business and financial results.

The anticipated completion date of the mergers is June 2, 2021. However, the merger agreement contains conditions that remain to be satisfied or waived prior to the completion of the mergers. There can be no assurance that the remaining conditions to the mergers will be so satisfied or waived. If the conditions to the mergers are not satisfied or waived, STERIS and Cantel will be unable to complete the mergers and the merger agreement may be terminated. Furthermore, the delay in the fulfillment of such conditions could result in unanticipated expenditures of funds and other resources and/or reduce the benefits of the acquisition of Cantel, even if ultimately consummated.

The mergers may not be accretive, and may be dilutive, to STERIS's earnings per share and cash flow from operations per share, which may negatively affect the market price of STERIS Shares.

The mergers may not be accretive, and may be dilutive, to STERIS's earnings per share and cash flow from operations per share. Future events and conditions could decrease or delay any expected accretion, result in dilution or cause greater dilution than is currently expected, including adverse changes in market conditions, production levels, operating results, competitive conditions, laws and regulations affecting STERIS, capital expenditure obligations, higher than expected integration costs, lower than expected synergies and general economic conditions.

Any dilution of, or decrease or delay of any accretion to, STERIS's earnings per share or cash flow from operations per share could cause the price of the STERIS Shares to decline.

STERIS will incur significant transaction and merger-related costs in connection with the mergers, which may be in excess of those anticipated.

STERIS has incurred and will incur substantial expenses in connection with the negotiation and completion of the transactions contemplated by the merger agreement.

STERIS expects to continue to incur a number of non-recurring costs associated with completing the mergers and combining the operations of the two companies and achieving desired synergies. These fees and costs have been, and will continue to be, substantial. Most of the non-recurring expenses will consist of transaction costs related to the mergers and include, among others, employee retention costs, fees paid to financial, legal and accounting advisors, fees paid to banks and other financial institutions in conjunction with obtaining financing and other related costs, severance and benefit costs and filing fees.

STERIS will also incur transaction fees and costs related to formulating and implementing integration plans, costs to consolidate facilities and systems and employment-related costs. STERIS will continue to assess the magnitude of these costs, and additional unanticipated costs may be incurred in the mergers and the integration of the two companies' businesses. Although STERIS expects that the elimination of duplicative costs, as well as the realization of other efficiencies related to the integration of the businesses, should allow STERIS to offset integration-related costs over time, this net benefit may not be achieved in the near term, or at all. See the risk factor entitled "The integration of Cantel into STERIS may not be as successful as anticipated" below.

The costs described above, as well as other unanticipated costs and expenses, could have a material adverse effect on the financial condition and operating results of STERIS following the completion of the mergers.

Many of these costs will be borne by STERIS even if the mergers are not completed.

Lawsuits have been filed against Cantel, STERIS and the members of the Cantel Board of Directors challenging the adequacy of the disclosures made in the proxy statement/prospectus and an adverse ruling in one or more of these lawsuits may prevent the mergers from being completed.

Lawsuits arising out of the mergers have been filed and may be filed in the future. There can be no assurance that any of the defendants will be successful in the outcome of any potential future lawsuits. A preliminary injunction could delay or jeopardize the completion of the mergers, and an adverse judgment granting permanent injunctive relief could indefinitely enjoin the completion of the mergers.

Completion of the mergers will trigger change in control or other provisions in certain agreements to which Cantel is a party.

Completion of the mergers will trigger change in control or other provisions in certain agreements to which Cantel is a party. To the extent STERIS and Cantel are unable to negotiate waivers of those provisions, the counterparties may exercise their rights and remedies under the agreements, potentially terminating the agreements or seeking monetary damages. Even if STERIS and Cantel are able to negotiate waivers, the counterparties may require a fee for such waivers or seek to renegotiate the agreements on terms less favorable to Cantel.

We will incur a substantial amount of additional debt to complete the mergers. Our debt after completion of the mergers may limit our financial and business flexibility.

We intend to fund the cash consideration of the merger consideration, as well as the refinancing, prepayment, replacement, redemption, repurchase, settlement upon conversion, discharge or defeasance of certain existing indebtedness of Cantel and its subsidiaries, transaction expenses, general corporate expenses and working capital needs, through the incurrence of approximately $2.1 billion of new indebtedness, which includes $1.350 billion of senior notes issued April 1, 2021 and a new delayed draw term loan agreement in the amount of $750 million to be borrowed upon completion of the mergers. As of January 31, 2021, Cantel had approximately $1.0 billion of long-term indebtedness, including convertible debt, outstanding.

As of March 31, 2021, STERIS had approximately $1.7 billion of long-term indebtedness outstanding. STERIS's ability to repay all the forgoing obligations will depend on, among other things, STERIS's financial position and performance, as well as prevailing market conditions and other factors beyond our control.

Our increased indebtedness after completion of the mergers could have important consequences to shareholders of STERIS Shares, including Cantel Stockholders who receive STERIS Shares as a result of the mergers, including increasing STERIS's vulnerability to general adverse economic and industry conditions, limiting our ability to obtain additional financing to fund future working capital, capital expenditures and other general corporate requirements, requiring the use of a substantial portion of our cash flow from operations for the payment of principal and interest on its indebtedness, thereby reducing its ability to use its cash flow to fund working capital, acquisitions, capital expenditures and general corporate requirements, including dividend payments and stock repurchases, limiting our flexibility in planning for, or reacting to, changes in its business and its industry and creating a disadvantage compared to our competitors with less indebtedness.

The integration of Cantel into STERIS may not be as successful as anticipated.

The mergers involve numerous operational, strategic, financial, accounting, legal, tax and other risks; potential liabilities associated with the acquired businesses; and uncertainties related to design, operation and integration of Cantel's internal control over financial reporting. Difficulties in integrating Cantel into STERIS may result in Cantel performing differently than expected, in operational challenges or in the failure to realize anticipated expense-related efficiencies. STERIS's and Cantel's existing businesses could also be negatively impacted by the mergers. Potential difficulties that may be encountered in the integration process include, among other factors:

- the inability to successfully integrate the business of Cantel into STERIS in a manner that permits STERIS to achieve the full revenue and cost savings anticipated from the mergers;
- complexities associated with managing the larger, more complex, integrated business;
- not realizing anticipated operating synergies or incurring unexpected costs to realize such synergies;
- integrating personnel from the two companies while maintaining focus on providing consistent, high-quality products and services;
- potential unknown liabilities and unforeseen expenses, delays or regulatory conditions associated with the mergers;
- loss of key employees;
- integrating relationships with Customers, vendors and business partners;
- performance shortfalls at one or both of the companies as a result of the diversion of management's attention caused by completing the mergers and integrating Cantel's operations into STERIS; and
- the disruption of, or the loss of momentum in, each company's ongoing business or inconsistencies in standards, controls, procedures and policies.

Our performance may suffer if we do not effectively manage our expanded operations following the mergers

Following completion of the mergers, our success will depend, in part, on our ability to manage the expansion, which poses numerous risks and uncertainties, including the need to integrate the operations and business of Cantel into our existing business in an efficient and timely manner, to combine systems and management controls and to integrate relationships with Customers, vendors and business partners.

Even if STERIS and Cantel complete the mergers, we may fail to realize all of the anticipated benefits of the proposed mergers, or those benefits may take longer to realize than expected.

The success of the mergers will depend, in part, on our ability to realize the anticipated benefits and cost savings from combining the businesses, including the approximately $110 million in annualized pre-tax cost synergies that we expect to realize within the first four fiscal years after the completion of the mergers. The anticipated benefits and cost savings of the mergers may not be realized fully or at all, may take longer to realize than expected, may require more non-recurring costs and expenditures to realize than expected or could have other adverse effects that we do not currently foresee. Some of the assumptions that we made such as with respect to anticipated operating synergies or the costs associated with realizing such synergies, significant long-term cash flow generation, and the continuation of our investment grade credit profile, may not be realized. The integration process may result in the loss of key employees, the disruption of ongoing business or inconsistencies in standards, controls, procedures, and policies. There could be potential unknown liabilities and unforeseen expenses associated with the mergers that were not discovered while performing due diligence.

Uncertainties associated with the mergers may cause a loss of management personnel and other employees, which could adversely affect the future business and operations of STERIS.

STERIS and Cantel are dependent on the experience and industry knowledge of their officers and other employees to execute their business plans. Each company’s success until the mergers and our success after the mergers will depend in part upon our ability to retain management personnel and other employees. Current and prospective employees may experience uncertainty about their roles following the mergers, which may have an adverse effect on our ability to attract or retain management and other personnel. Accordingly, no assurance can be given that we will be able to attract or retain management, personnel and other employees that we would have previously been able to attract or retain.

The market price of STERIS Shares may decline in the future as a result of the sale of the STERIS Shares held by former Cantel Stockholders or current STERIS Shareholders.

Based on the number of shares of Cantel Common Stock outstanding as of February 28, 2021, we expect to issue approximately 14,300,000 STERIS Shares to Cantel Stockholders in the mergers. Following their receipt of STERIS Shares as stock consideration in the mergers, former Cantel Stockholders may seek to sell STERIS Shares delivered to them. Other STERIS Shareholders may also seek to sell STERIS Shares held by them. These sales (or the perception that these sales may occur), coupled with the increase in the outstanding number of STERIS Shares, may affect the market for, and the market price of, STERIS Shares in an adverse manner.

After completion of the mergers, we will record goodwill and other intangible assets that could become impaired and result in material non-cash changes to our results of operation in the future.

The mergers will be accounted for as an acquisition by STERIS in accordance with accounting principles generally accepted in the U.S., which is referred to as GAAP. Under the acquisition method of accounting, the assets and liabilities of Cantel and its subsidiaries will be recorded, as of completion, at their respective fair values and added to those of STERIS. Our reported financial condition and results of operations for periods after completion of the mergers will reflect Cantel balances and results after completion of the mergers but will not be restated retroactively to reflect the historical financial position or results of operations of Cantel and its subsidiaries for periods prior to the mergers.

Under the acquisition method of accounting, the total purchase price will be allocated to Cantel’s tangible assets and liabilities and identifiable intangible assets based on their fair values as of the date of completion of the mergers. The excess of the purchase price over those fair values will be recorded as goodwill. To the extent the value of goodwill or intangible becomes impaired, we may be required to incur material non-cash charges relating to such impairment. Our operating results may be significantly impacted from both the impairment and the underlying trends in the business that triggered the impairment.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

The following discussion sets forth materially important properties of the Company and its subsidiaries as of March 31, 2021. The Company believes that its facilities are adequate for operations and are maintained in good condition. The Company is confident that, if needed, it will be able to acquire additional facilities at commercially reasonable rates. In the following discussion “International” is defined as all countries other than Ireland and the United States.

The Company’s principal executive office is located in Dublin, Ireland and its primary administrative offices are located in Mentor, OH (U.S.).

The Company owns 43 and leases 11 contact sterilization locations, utilized in the Applied Sterilization Technologies Segment that are located in major population centers and core distribution corridors throughout the Americas, Europe and Asia.

The Company operates over 90 locations representing sales, administrative and operational locations in the U.S. and over 20 other countries, the majority of which are leased and support one or multiple business segments. Operational locations are primarily comprised of service centers and distribution warehouses. Our locations are geographically spread to be in close proximity to our Customers to ensure timely delivery of products and services.

The Company owns and leases several material manufacturing locations that support one or more of our Healthcare, Applied Sterilization and Life Sciences segments, which are disclosed in the following table:

Location	*U.S./INTL**	*Leased/Owned*
Montgomery, AL	U.S.	Owned/Leased
St. Louis, MO	U.S.	Owned/Leased
Mentor, OH	U.S.	Owned/Leased
Sharon Hill, PA	U.S.	Owned
Franklin Park, IL	U.S.	Leased
Point Richmond, CA	U.S.	Leased
Clemmons, NC	U.S.	Leased
Ontario, Canada	INTL	Leased
Quebec City, Canada	INTL	Owned
Tuusula, Finland	INTL	Owned/Leased
Bordeaux, France	INTL	Owned
Leicester, England	INTL	Owned/Leased
Shanghai, China	INTL	Leased
Guadalupe, Mexico	INTL	Leased
Bishop Stortford, England	INTL	Leased

* International includes all countries other than Ireland and the U.S.

ITEM 3. LEGAL PROCEEDINGS

Information regarding our legal proceedings is included in Item 7 of Part II, Management's Discussion and Analysis ("MD&A"), and Note 10 of our consolidated financial statements titled, "Commitments and Contingencies," and is incorporated herein by reference thereto.

ITEM 4. MINE SAFETY DISCLOSURES

None.

PART II

ITEM 5. MARKET FOR REGISTRANT'S ORDINARY EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information. Our ordinary shares are traded on the New York Stock Exchange under the symbol "STE."

Holders. As of March 31, 2021, there were approximately 1,204 holders of record of our ordinary shares.

Dividend Policy. The Company's Board of Directors decides the timing and amount of any dividends we may pay. The Board expects to be able to continue to pay cash dividends for the foreseeable future.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

On May 7, 2019, our Board of Directors authorized a share repurchase program resulting in a share repurchase authorization of approximately $79.0 million (net of taxes, fees and commissions). On July 30, 2019, our Board of Directors approved an increase in the May 7, 2019 authorization of an additional amount of $300.0 million (net of taxes, fees and commissions). As of March 31, 2021, there was approximately $333.9 million (net of taxes, fees and commissions) of remaining availability under the Board authorized share repurchase program. The share repurchase program has no specified expiration date.

Under the authorization, the Company may repurchase its shares from time to time through open market purchases, including 10b5-1 plans. Any share repurchases may be activated, suspended or discontinued at any time. Due to the uncertainty surrounding the COVID-19 pandemic, share repurchases were suspended on April 9, 2020.

From the start of fiscal 2021 through April 9, 2020, we repurchased 35,000 of our ordinary shares for the aggregate amount of $5.0 million (net of fees and commissions) pursuant to the authorizations.

During fiscal 2021, we obtained 91,567 of our ordinary shares in the aggregate amount of $9.6 million in connection with share based compensation award programs.

The following table presents information with respect to purchases STERIS made of its ordinary shares during the fourth quarter of fiscal year 2021:

	(a) Total Number of Shares Purchased	(b) Average Price Paid Per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans	(d) Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans at Period End (dollars in thousands)
January 1-31	—	$ —	—	$ 333,932
February 1-28	—	—	—	333,932
March 1-31	—	—	—	333,932
Total	— (1)	$ — (1)	—	$ 333,932

(1) Does not include 8 shares purchased during the quarter at an average price of $184.59 per share by the STERIS Corporation 401(k) Plan on behalf of an executive officer of the Company who may be deemed to be an affiliated purchaser.

ITEM 6. SELECTED FINANCIAL DATA

(in thousands, except per share data)	Years Ended March 31, 2021 [1]	2020 [1] [3]	2019 [2] [3]	2018 [2] [3]	2017 [2] [3]
Statements of Income Data:					
Revenues	**$ 3,107,519**	$ 3,030,895	$ 2,782,170	$ 2,619,996	$ 2,612,756
Gross profit	**1,343,100**	1,319,996	1,174,986	1,092,746	1,026,213
Restructuring expenses	**(2,914)**	673	30,987	103	215
Income from continuing operations	**548,368**	537,046	411,024	399,883	226,206
Income taxes	**120,663**	90,895	64,283	63,360	74,015
Net income attributable to shareholders	**397,400**	407,659	303,721	290,915	109,965
Basic income per ordinary share:					
Net income	**$ 4.66**	$ 4.81	$ 3.59	$ 3.42	$ 1.29
Shares used in computing net income per ordinary share – basic	**85,203**	84,778	84,577	85,028	85,473
Diluted income per ordinary share:					
Net income	**$ 4.63**	$ 4.76	$ 3.55	$ 3.39	$ 1.28
Shares used in computing net income per ordinary share – diluted	**85,898**	85,641	85,468	85,713	86,094
Dividends per ordinary share	**$ 1.57**	$ 1.45	$ 1.33	$ 1.21	$ 1.09
Balance Sheets Data:					
Working capital	**$ 633,834**	$ 720,429	$ 603,751	$ 591,195	$ 636,219
Total assets	**6,574,471**	5,440,867	5,088,283	5,200,334	4,924,455
Long-term indebtedness	**1,650,540**	1,150,521	1,183,227	1,316,001	1,478,361
Total liabilities	**2,683,003**	2,022,657	1,891,054	1,983,034	2,114,422
Total shareholders' equity	**3,880,990**	3,405,362	3,189,242	3,205,960	2,798,602

(1) See "Management's Discussion and Analysis of Financial Condition and Results of Operations."
(2) As a result of our adoption of ASU 2017-07, prior year amounts on our Consolidated Statements of Income have been reclassified to retroactively apply the components of the net periodic benefit cost of our defined benefit pension plans and our other post-retirements benefit plan.
(3) The table reflects the change in accounting principle from the last-in, first-out method to the first-in, first-out method of accounting for inventory for fiscal years 2020 and 2019. Fiscal years 2018 and 2017 have not been adjusted to reflect the change. For more information see Note 1 titled, "Nature of Operations and Summary of Significant Accounting Policies" of the notes to the consolidated financial statements.

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

INTRODUCTION

In Management's Discussion and Analysis ("MD&A"), we explain the general financial condition and the results of operations for STERIS and its subsidiaries including:

- what factors affect our business;
- what our earnings and costs were;
- why those earnings and costs were different from the year before;
- where our earnings came from;
- how this affects our overall financial condition;
- what our expenditures for capital projects were; and
- where cash will come from to fund future debt principal repayments, growth outside of core operations, repurchase ordinary shares, pay cash dividends and fund future working capital needs.

The MD&A also analyzes and explains the annual changes in the specific line items in the Consolidated Statements of Income. As you read the MD&A, it may be helpful to refer to information in Item 1, "Business," Item 6, "Selected Financial Data," and our consolidated financial statements, which present the results of our operations for fiscal 2021, 2020 and 2019 as well as Part I, Item 1A, "Risk Factors" and Note 10 of our consolidated financial statements titled, "Commitments and Contingencies" for a discussion of some of the matters that can adversely affect our business and results of operations. This information, discussion, and disclosure may be important to you in making decisions about your investments in STERIS.

FINANCIAL MEASURES

In the following sections of the MD&A, we may, at times, refer to financial measures that are not required to be presented in the consolidated financial statements under U.S. GAAP. We sometimes use the following financial measures in the context of this report: backlog; debt-to-total capital; and days sales outstanding. We define these financial measures as follows:

- Backlog – We define backlog as the amount of unfilled capital equipment purchase orders at a point in time. We use this figure as a measure to assist in the projection of short-term financial results and inventory requirements.
- Debt-to-total capital – We define debt-to-total capital as total debt divided by the sum of total debt and shareholders' equity. We use this figure as a financial liquidity measure to gauge our ability to borrow and fund growth.
- Days sales outstanding ("DSO") – We define DSO as the average collection period for accounts receivable. It is calculated as net accounts receivable divided by the trailing four quarters' revenues, multiplied by 365 days. We use this figure to help gauge the quality of accounts receivable and expected time to collect.

We, at times, may also refer to financial measures which are considered to be "non-GAAP financial measures" under SEC rules. We have presented these financial measures because we believe that meaningful analysis of our financial performance is enhanced by an understanding of certain additional factors underlying that performance. These financial measures should not be considered an alternative to measures required by accounting principles generally accepted in the United States. Our calculations of these measures may differ from calculations of similar measures used by other companies and you should be careful when comparing these financial measures to those of other companies. Additional information regarding these financial measures, including reconciliations of each non- GAAP financial measure, is available in the subsection of MD&A titled, "Non-GAAP Financial Measures."

Information on our financial condition and results of our operations for our 2020 fiscal year period can be found in Exhibit 99.1 titled, "Updates to the Company's Annual Report on Form 10-K for the year ended March 31, 2020", of our Form 8-K, filed with the SEC on February 9, 2021.

REVENUES– DEFINED

As required by Regulation S-X, we separately present revenues generated as either product revenues or service revenues on our Consolidated Statements of Income for each period presented. When we discuss revenues, we may, at times, refer to revenues summarized differently than the Regulation S-X requirements. The terminology, definitions, and applications of terms that we use to describe revenues may be different from terms used by other companies. We use the following terms to describe revenues:

- Revenues – Our revenues are presented net of sales returns and allowances.
- Product Revenues – We define product revenues as revenues generated from sales of consumable and capital equipment products.
- Service Revenues – We define service revenues as revenues generated from parts and labor associated with the maintenance, repair, and installation of our capital equipment. Service revenues also include hospital sterilization services, instrument and scope repairs, and linen management as well as revenues generated from contract sterilization and laboratory services offered through our Applied Sterilization Technologies segment.
- Capital Equipment Revenues – We define capital equipment revenues as revenues generated from sales of capital equipment, which includes steam sterilizers, low temperature liquid chemical sterilant processing systems, including SYSTEM 1 and 1E, washing systems, VHP® technology, water stills, and pure steam generators; surgical lights and tables; and integrated OR.
- Consumable Revenues – We define consumable revenues as revenues generated from sales of the consumable family of products, which includes SYSTEM 1 and 1E consumables, V-PRO consumables, gastrointestinal endoscopy accessories, sterility assurance products, skin care products, cleaning consumables, barrier product solutions and surgical instruments.
- Recurring Revenues – We define recurring revenues as revenues generated from sales of consumable products and service revenues.

GENERAL OVERVIEW AND EXECUTIVE SUMMARY

STERIS plc is a leading provider of infection prevention and other procedural products and services. WE HELP OUR CUSTOMERS CREATE A HEALTHIER AND SAFER WORLD by providing innovative healthcare and life science products and services around the globe. We offer our Customers a unique mix of innovative consumable products, such as detergents, gastrointestinal ("GI") endoscopy accessories, barrier product solutions, and other products and services, including: equipment installation and maintenance, microbial reduction of medical devices, instrument and scope repair solutions, laboratory testing services, on-site and off-site reprocessing, and capital equipment products, such as sterilizers and surgical tables, and connectivity solutions such as operating room (“OR”) integration.

On March 28, 2019, STERIS plc, a public limited company organized under the laws of England and Wales (“STERIS UK”), completed a redomiciliation from the United Kingdom to Ireland (the “Redomiciliation”). The Redomiciliation was achieved through the insertion of a new Irish public limited holding company (“STERIS Ireland”) on top of STERIS UK pursuant to a court-approved scheme of arrangement under English law (the “Scheme”). Following the Scheme effectiveness, STERIS UK was re-registered as a private limited company with the name STERIS Limited, and STERIS Emerald IE Limited, a company established in Ireland and a wholly-owned direct subsidiary of STERIS Ireland, was interposed as the direct parent company of STERIS UK.

We operate and report in three reportable business segments: Healthcare, Applied Sterilization Technologies and Life Sciences. We describe our business segments in Note 11 to our consolidated financial statements, titled "Business Segment Information."

The bulk of our revenues are derived from the healthcare and pharmaceutical industries. Much of the growth in these industries is driven by the aging of the population throughout the world, as an increasing number of individuals are entering their prime healthcare consumption years, and is dependent upon advancement in healthcare delivery, acceptance of new technologies, government policies, and general economic conditions. The pharmaceutical industry has been impacted by increased regulatory scrutiny of cleaning and validation processes, mandating that manufacturers improve their processes. Within healthcare, there is increased concern regarding the level of hospital acquired infections around the world; increased demand for medical procedures, including preventive screenings such as endoscopies and colonoscopies; and a desire by our Customers to operate more efficiently, all of which are driving increased demand for many of our products and services. During fiscal 2021, we experienced reduced demand for certain products and services resulting from the reduction of deferrable surgical procedures and increased demand for other products and services from our pharmaceutical Customers focused on vaccines and biologics and increased demand in the Applied Sterilization Technologies segment for personal protective equipment product services, as a result of the COVID-19 pandemic. For more information on the COVID-19 pandemic please refer to the subsection below, titled "COVID-19 Pandemic".

Acquisitions. On November 18, 2020, we acquired all of the outstanding units and equity of Key Surgical, LLC ("Key Surgical"). Key Surgical is a global provider of sterile processing, operating room and endoscopy consumable products serving hospitals and surgical facilities. Key Surgical is being integrated into our Healthcare segment. The total purchase price of the acquisition was $853.2 million, net of cash acquired, and remains subject to customary working capital adjustments.

On January 4, 2021, we purchased the remaining outstanding shares of an equity investment that we initially made in fiscal 2019. Total consideration was approximately $78.0 million, net of cash acquired and subject to any working capital adjustments. Total non-cash consideration for this transaction was $41.8 million, which consisted of the settlement of outstanding principal and interest on a loan receivable, the initial equity investment, and receivables related to capital equipment purchases that existed at the acquisition date. The business is being integrated into our Applied Sterilization Technologies business segment and we funded the transaction through a combination of cash on hand and credit facility borrowings.

We also completed two other tuck-in acquisitions during fiscal 2021, which continued to expand our product and service offerings in the Healthcare segment. Total aggregate consideration for these transactions was approximately $20.9 million, net of cash acquired and including deferred consideration of $1.2 million.

On January 12, 2021, we announced the signing of a definitive agreement to acquire Cantel Medical Corp. (NYSE: CMD "Cantel"), through a U.S. subsidiary. Cantel is a global provider of infection prevention products and services primarily to endoscopy and dental Customers. Under the terms of the agreement, we will acquire Cantel in a cash and stock transaction valued at $84.66 per Cantel common share, based on STERIS's closing share price of $200.46 on January 11, 2021. This represents a total equity value of approximately $3.6 billion and a total enterprise value of approximately $4.6 billion. The agreement has been unanimously approved by the Boards of Directors of both companies. We expect to fund the cash portion of the transaction consideration and repay or otherwise satisfy a significant amount of Cantel's existing debt obligations with approximately $2.1 billion of new debt, which is described in Note 6 of our Consolidated Financial Statements, titled "Debt". Cantel shareholder vote and regulatory approvals have been obtained and the acquisition is expected to occur on June 2, 2021.

Divestitures. During fiscal 2021, we sold an Applied Sterilization Technologies laboratory that was located in the Netherlands. We recorded proceeds of $0.5 million, net of cash divested, and recognized a pre-tax loss on the sale of $2.0 million in the selling, general and administrative expense line of the Consolidated Statements of Income. The business generated annual revenues of approximately $6.0 million.

COVID-19 Pandemic. The COVID-19 pandemic began to impact our business late in fiscal 2020. The pandemic and related public health recommendations and mandated precautions to mitigate the spread of COVID-19, including deferral of surgical procedures and treatments and shelter-in-place orders or similar measures, have negatively affected and are expected to continue to negatively affect some of our operations, which may impact our financial position and cash flows. We have experienced and expect to continue to experience unpredictable fluctuations in demand for certain of our products and services, including some products and services that are experiencing increased demand. To date, we do not believe that the COVID-19 pandemic has had a material impact on our operations, as we have been able to continue to operate our manufacturing facilities and meet the demand for essential products and services of our Customers. During fiscal 2021, in response to the to the pandemic, we implemented several measures that we believe helped us protect the health and safety of our employees, preserve liquidity and enhance our financial flexibility.We allowed employees to work remotely when possible and implemented additional safety measures in compliance with applicable regulations to allow personnel to continue to work in our facilities. We suspended all non-essential travel and enacted a temporary hiring freeze on certain positions. To manage liquidity, we suspended our stock repurchase program and deferred certain planned capital expenditures; however, we continued to invest in expansion projects as planned. We do not believe that these actions will negatively impact our long-term ability to generate revenues or meet existing and future financial obligations.

Highlights. Revenues increased $76.6 million, or 2.5%, to $3,107.5 million for the year ended March 31, 2021, as compared to $3,030.9 million for the year ended March 31, 2020. The increase reflects organic growth in the Applied Sterilization Technologies and Life Sciences segments and favorable fluctuations in currencies, which were partially offset by a decline in the Healthcare segment. Growth in the Applied Sterilization Technologies segment was primarily due to volume. Growth in the Life Sciences segment was due to increased demand for our products and services from our pharmaceutical Customers focused on vaccines and biologics. The decline in the Healthcare segment was primarily due to reduced demand for our products and services resulting from the reduction of deferrable surgical procedures as a result of the COVID-19 pandemic and reduced capital spending by Customers in response to the uncertainty surrounding the COVID-19 pandemic. The Healthcare decline was partially offset by the impact of our recent acquisitions and the recognition of $14.6 million of capital equipment revenues that were previously deferred, recorded in the first quarter of fiscal 2021 (for more information regarding this change refer to Note 1 of the consolidated statements, titled "Nature of Operations and Summary of Significant Accounting Policies").

Our gross profit percentage decreased slightly to 43.2% for fiscal 2021 as compared to 43.6% for fiscal 2020. The unfavorable impact of incremental costs associated with COVID-19 (60 basis points), unfavorable fluctuations in currencies (10 basis points) and mix and other adjustments (20 basis points), more than offset favorable pricing (50 basis points).

Fiscal 2021 operating income increased 2.1% to $548.4 million over fiscal 2020 operating income of $537.0 million. This increase was primarily attributable to higher gross margin attainment. Additional expenses from our recent acquisitions were partially offset by reduced selling, general, and administrative (“SG&A”) expenses during fiscal 2021, as certain expenses were suspended or decreased as a result of the COVID-19 pandemic.

Net cash flows from operations were $689.6 million and free cash flow was $450.9 million in fiscal 2021 compared to net cash flows from operations of $590.6 million and free cash flow of $380.2 million in fiscal 2020 (see subsection of MD&A titled, "Non-GAAP Financial Measures" for additional information and related reconciliation of non-GAAP financial measures to the most comparable GAAP measures). The fiscal 2021 increases in cash flows from operations and free cash flow were primarily due to working capital improvements, somewhat offset by higher capital expenditures.

Our debt-to-total capital ratio was 29.8% at March 31, 2021. During the year, we increased our quarterly dividend for the fifteenth consecutive year to $0.40 per share per quarter.

Outlook. In fiscal 2022 and beyond, we expect to continue to manage our costs, grow our business with internal product and service development, invest in greater capacity, and augment these value creating methods with potential acquisitions of additional products and services. In this regard, we are working diligently on the closing of our acquisition of Cantel Medical, which we continue to expect to occur on June 2, 2021.

NON-GAAP FINANCIAL MEASURES

We, at times, refer to financial measures which are considered to be “non-GAAP financial measures” under SEC rules. We, at times, also refer to our results of operations excluding certain transactions or amounts that are non-recurring or are not indicative of future results, in order to provide meaningful comparisons between the periods presented.

These non-GAAP financial measures are not intended to be, and should not be, considered separately from or as an alternative to the most directly comparable GAAP financial measures.

These non-GAAP financial measures are presented 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.

We believe that the presentation of these non-GAAP financial measures, when considered along with our GAAP financial measures and the reconciliation to the corresponding GAAP financial measures, provide the reader with a more complete understanding of the factors and trends affecting our business than could be obtained absent this disclosure. It is important for the reader to note that the non-GAAP financial measure used may be calculated differently from, and therefore may not be comparable to, a similarly titled measure used by other companies.

We define free cash flow as net cash provided by operating activities as presented in the Consolidated Statements of Cash Flows less purchases of property, plant, equipment, and intangibles plus proceeds from the sale of property, plant, equipment, and intangibles, which are also presented within investing activities in the Consolidated Statements of Cash Flows. We use this as a measure to gauge our ability to pay cash dividends, fund growth outside of core operations, fund future debt principal repayments, and repurchase shares. The following table summarizes the calculation of our free cash flow for the years ended March 31, 2021 and 2020:

	Years Ended March 31,	
(dollars in thousands)	2021	2020
Net cash flows provided by operating activities	**$ 689,640**	$ 590,559
Purchases of property, plant, equipment and intangibles, net	**(239,262)**	(214,516)
Proceeds from the sale of property, plant, equipment and intangibles	**569**	4,156
Free cash flow	**$ 450,947**	$ 380,199

RESULTS OF OPERATIONS

In the following subsections, we discuss our earnings and the factors affecting them. We begin with a general overview of our operating results and then separately discuss earnings for our operating segments.

FISCAL 2021 AS COMPARED TO FISCAL 2020

Revenues. The following table compares our revenues, in total and by type and geography, for the year ended March 31, 2021 to the year ended March 31, 2020:

(dollars in thousands)	Years Ended March 31, 2021	2020	Change	Percent Change
Total revenues	**$ 3,107,519**	$ 3,030,895	$ 76,624	2.5 %
Revenues by type:				
Service revenues	**1,663,979**	1,628,107	35,872	2.2 %
Consumable revenues	**725,951**	672,329	53,622	8.0 %
Capital equipment revenues	**717,589**	730,459	(12,870)	(1.8)%
Revenues by geography:				
Ireland revenues	**71,905**	63,821	8,084	12.7 %
United States revenues	**2,227,038**	2,211,722	15,316	0.7 %
Other foreign revenues	**808,576**	755,352	53,224	7.0 %

Revenues increased $76.6 million, or 2.5%, to $3,107.5 million for the year ended March 31, 2021, as compared to $3,030.9 million for the year ended March 31, 2020. The increase reflects organic growth in the Applied Sterilization Technologies and Life Sciences segments and favorable fluctuations in currencies, which were partially offset by a decline in the Healthcare segment. Growth in the Applied Sterilization Technologies segment was primarily due to increased volume. Growth in the Life Sciences segment was due to increased demand for our products and services from our pharmaceutical Customers focused on vaccines and biologics. The decline in the Healthcare segment was primarily due to reduced demand for our products and services resulting from the reduction of deferrable surgical procedures as a result of the COVID-19 pandemic and reduced capital spending by Customers in response to the uncertainty surrounding the COVID-19 pandemic. The Healthcare decline was partially offset by the impact of our recent acquisitions and the recognition of $14.6 million of capital equipment revenues that were previously deferred, recorded in the first quarter of fiscal 2021 (for more information regarding this change refer to Note 1 of the consolidated statements, titled "Nature of Operations and Summary of Significant Accounting Policies").

Service revenues for fiscal 2021 increased $35.9 million, or 2.2% over fiscal 2020, reflecting growth in the Applied Sterilization Technologies and Life Sciences business segments, which was partially offset by decline in the Healthcare business segment. Consumable revenues for fiscal 2021 increased $53.6 million, or 8.0%, over fiscal 2020, reflecting growth in the Healthcare and the Life Sciences segments. Capital equipment revenues for fiscal 2021 decreased by $12.9 million, or 1.8%, over fiscal 2020, reflecting decline in the Healthcare segment which was partially offset by growth in the Life Sciences business segment. In the first quarter of fiscal 2021, we recognized $14.6 million of capital equipment revenues that were previously deferred (for more information regarding this change refer to Note 1 of the consolidated statements, titled "Nature of Operations and Summary of Significant Accounting Policies").

Ireland revenues for fiscal 2021 were $71.9 million, representing an increase of $8.1 million, or 12.7%, over fiscal 2020 revenues of $63.8 million, reflecting growth in service, consumable and capital equipment revenues.

United States revenues for fiscal 2021 were $2,227.0 million, representing an increase of $15.3 million, or 0.7%, over fiscal 2020 revenues of $2,211.7 million, reflecting growth in consumable and service revenues, which were partially offset by a decline in capital equipment revenues.

Revenues from other foreign locations for fiscal 2021 were $808.6 million, representing an increase of $53.2 million, or 7.0% over the fiscal 2020 revenues of $755.4 million, reflecting strength in Canada and the Europe, Middle East and Africa ("EMEA") and Asia Pacific regions, which were partially offset by decline in the Latin American region.

Gross Profit. The following table compares our gross profit for the year ended March 31, 2021 to the year ended March 31, 2020:

(dollars in thousands)	Years Ended March 31, 2021	2020	Change	Percent Change
Gross profit:		**(as adjusted)***		
Product	**$ 678,464**	$ 652,659	$ 25,805	4.0 %
Service	**664,636**	667,337	(2,701)	(0.4)%
Total gross profit	**$ 1,343,100**	$ 1,319,996	$ 23,104	1.8 %
Gross profit percentage:				
Product	**47.0 %**	46.5 %		
Service	**39.9 %**	41.0 %		
Total gross profit percentage	**43.2 %**	43.6 %		

*Certain amounts have been adjusted to reflect the change in inventory accounting method, as described in Note 1 to our Consolidated Financial Statements.

Our gross profit is affected by the volume, pricing and mix of sales of our products and services, as well as the costs associated with the products and services that are sold. Our gross profit percentage decreased slightly to 43.2% for fiscal 2021 as compared to 43.6% for fiscal 2020. The unfavorable impact of incremental costs associated with COVID-19 (60 basis points), unfavorable fluctuations in currencies (10 basis points), and mix and other adjustments (20 basis points), more than offset favorable pricing (50 basis points).

Operating Expenses. The following table compares our operating expenses for the year ended March 31, 2021 to the year ended March 31, 2020:

(dollars in thousands)	Years Ended March 31, 2021	2020	Change	Percent Change
Operating expenses:				
Selling, general, and administrative	**$ 731,320**	$ 716,731	$ 14,589	2.0 %
Research and development	**66,326**	65,546	780	1.2 %
Restructuring expenses	**(2,914)**	673	(3,587)	NM
Total operating expenses	**$ 794,732**	$ 782,950	$ 11,782	1.5 %

NM - Not meaningful

Selling, General, and Administrative Expenses. Significant components of total selling, general, and administrative expenses (“SG&A”) are compensation and benefit costs, fees for professional services, travel and entertainment, facilities costs, gains or losses from divestitures, and other general and administrative expenses. SG&A increased 2.0% in fiscal 2021 over fiscal 2020, largely due to our recent acquisitions. Volume and performance driven employee compensation costs and travel and meeting costs have declined in the fiscal 2021 as compared to fiscal 2020, as a result of the COVID-19 pandemic and measures we have taken in response to it.

Research and Development. Research and development expenses increased $0.8 million during fiscal 2021, as compared to fiscal 2020, due primarily to increased spending within the Healthcare Products segment. Research and development expenses are influenced by the number and timing of in-process projects and labor hours and other costs associated with these projects. Our research and development initiatives continue to emphasize new product development, product improvements, and the development of new technological platform innovations. During fiscal 2021, our investments in research and development continued to be focused on, but were not limited to, enhancing capabilities of sterile processing combination technologies, procedural products and accessories, and devices and support accessories used in gastrointestinal endoscopy procedures.

Restructuring Expenses. During the third quarter of fiscal 2019, we adopted and announced a targeted restructuring plan (the "Fiscal 2019 Restructuring Plan"), which included the closure of two manufacturing facilities, one in Brazil and one in England, as well as other actions including the rationalization of certain products. Fewer than 200 positions were eliminated. The Company relocated the production of certain impacted products to other existing manufacturing operations during fiscal 2020. These restructuring actions were designed to enhance profitability and improve efficiency.

Since inception of the Fiscal 2019 Restructuring Plan we have incurred pre-tax expenses totaling $40.8 million related to these restructuring actions, of which $28.7 million was recorded as restructuring expenses and $12.1 million was recorded in cost of revenues, with a total of $33.9 million, $4.5 million and $0.7 million related to the Healthcare, Applied Sterilization Technologies and Life Sciences segments, respectively. Corporate related restructuring charges were $1.8 million. Additional restructuring expenses related to this plan are not expected to be material to our results of operations.

Non-Operating Expenses, Net. Non-operating expense (income), net consists of interest expense on debt, offset by interest earned on cash, cash equivalents, short-term investment balances, and other miscellaneous expense. The following table compares our non-operating expense (income), net for the year ended March 31, 2021 to the year ended March 31, 2020:

(dollars in thousands)	Years Ended March 31, 2021	2020	Change
Non-operating expenses, net:			
Interest expense	**$ 37,180**	$ 40,279	$ (3,099)
Interest income and miscellaneous expense	**(6,345)**	(1,987)	(4,358)
Non-operating expenses, net	**$ 30,835**	$ 38,292	$ (7,457)

Interest expense decreased $3.1 million during fiscal 2021, as compared to fiscal 2020, primarily due to lower interest rates on floating rate debt and an increased amount of capitalized interest expensed (refer to our Note 6 to our consolidated financial statements, titled "Debt", for more information). Interest (income) and miscellaneous expense changed by $4.4 million primarily due to movement on our equity investments (refer to our Note 15 to our consolidated financial statements, titled "Fair Value Measurements" for more information).

Additional information regarding our outstanding debt is included in Note 6 to our consolidated financial statements titled, “Debt,” and in the subsection of this MD&A titled, “Liquidity and Capital Resources.”

Income Tax Expense. The following table compares our income tax expense and effective income tax rates for the years ended March 31, 2021 and March 31, 2020:

(dollars in thousands)	Years Ended March 31, 2021	2020	Change	Percent Change
		(as adjusted)*		
Income tax expense	**$ 120,663**	$ 90,895	$ 29,768	32.7%
Effective income tax rate	**23.3 %**	18.2 %		

*Certain amounts have been adjusted to reflect the change in inventory accounting method, as described in Note 1 to our Consolidated Financial Statements.

The effective income tax rate for fiscal 2021 was 23.3% as compared to 18.2% for fiscal 2020. The fiscal 2021 effective tax rate increased when compared to fiscal 2020 primarily due to an increased percentage of profits earned and taxed in jurisdictions with a higher tax rate.

Business Segment Results of Operations. We operate and report our financial information in three reportable business segments: Healthcare, Applied Sterilization Technologies and Life Sciences. Non-allocated operating costs that support the entire Company and items not indicative of operating trends are excluded from segment operating income.

Our Healthcare segment offers infection prevention and procedural products and services for healthcare providers worldwide, including consumable products, equipment maintenance and installation services, and capital equipment. The segment also provides a range of specialty services for healthcare providers including hospital sterilization services and instrument and scope repairs.

Our Applied Sterilization Technologies ("AST") segment provides contract sterilization and testing services for medical device and pharmaceutical manufacturers.

Our Life Sciences segment designs, manufactures and sells consumable products, equipment maintenance, specialty services and capital equipment primarily to pharmaceutical manufacturers around the world.

We disclose a measure of segment income that is consistent with the way management operates and views the business. The accounting policies for reportable segments are the same as those for the consolidated Company.

For more information regarding our segments please refer to Note 11 to our consolidated financial statements titled “Business Segment Information,” and Item 1, “Business”.

The following table compares business segment and Corporate and other revenues and operating income for the year ended March 31, 2021 to the year ended March 31, 2020. The March 31, 2020 amounts have been adjusted to reflect the change in inventory accounting method, as described in Note 1 titled, "Nature of Operations and Summary of Significant Accounting Policies".

	Years ended March 31,			
(dollars in thousands)	2021	2020	Change	Percent Change
Revenues:		**(as adjusted)***		
Healthcare	**$ 1,954,055**	$ 1,986,809	$ (32,754)	(1.6)%
Applied Sterilization Technologies	**685,912**	627,147	58,765	9.4 %
Life Sciences	**467,552**	416,939	50,613	12.1 %
Total revenues	**$ 3,107,519**	$ 3,030,895	$ 76,624	2.5 %
Operating income (loss):				
Healthcare	**427,089**	420,709	6,380	1.5 %
Applied Sterilization Technologies	**310,648**	270,917	39,731	14.7 %
Life Sciences	**180,796**	144,088	36,708	25.5 %
Corporate	**(219,153)**	(207,015)	(12,138)	5.9 %
Total operating income before adjustments	**$ 699,380**	$ 628,699	$ 70,681	11.2 %
Less: Adjustments				
Amortization of acquired intangible assets [1]	**83,892**	71,675		
Acquisition and integration related charges [2]	**35,634**	8,225		
Redomiciliation and tax restructuring costs [3]	**1,592**	3,699		
(Gain) on fair value adjustment of acquisition related contingent consideration [1]	**(500)**	—		
Net loss (gain) on divestiture of businesses [1]	**2,030**	1,770		
Amortization of inventory and property "step up" to fair value [1]	**5,600**	2,392		
Restructuring charges [4]	**(3,029)**	3,143		
COVID-19 incremental costs [5]	**25,793**	749		
Total operating income	**$ 548,368**	$ 537,046		

*Certain amounts have been adjusted to reflect the change in inventory accounting method, as described in Note 1 to our Consolidated Financial Statements.

[1] For more information regarding our recent acquisitions and divestitures see Note 18 titled, "Business Acquisitions and Divestitures". Amortization of purchased intangible assets fiscal 2019 total includes an impairment charge of $16,249, see Note 3 titled, "Goodwill and Intangible Assets", for more information.
[2] Acquisition and integration related charges include transaction costs and integration expenses associated with acquisitions.
[3] Costs incurred in connection with the Redomiciliation and subsequent tax restructuring.
[4] For more information regarding our restructuring activities see Note 2 titled, "Restructuring".
[5] Represents a one-time special employee bonus paid to most U.S. employees and associated professional fees.
[6] COVID-19 incremental costs includes the additional costs attributable to COVID-19 such as enhanced cleaning protocols, personal protective equipment for our employees, event cancellation fees, and payroll costs associated with our response to COVID-19, net of any government subsidies available.

Healthcare revenues decreased 1.6% in fiscal 2021, as compared to fiscal 2020, reflecting declines in capital equipment and service revenues of 4.7% and 3.2%, respectively, which were partially offset by an increase in consumable revenues of 5.0%. The declines in capital equipment and services revenues were primarily due to reduced demand for our products and services resulting from the reduction of deferrable surgical procedures as a result of the COVID-19 pandemic and reduced capital spending by Customers in response to the uncertainty surrounding the COVID-19 pandemic. Fluctuations in currencies and the impact from our recent acquisitions were favorable during fiscal 2021. Consumable revenues increased during fiscal 2021, as procedure volumes continued to rebound during the second half of fiscal 2021. At March 31, 2021, the Healthcare segment’s backlog amounted to $206.3 million, increasing 21.3%, as compared to the backlog of $170.1 million at March 31, 2020. Fiscal 2021 backlog was impacted by the recognition of capital equipment revenues that were previously deferred, recorded in the first quarter of fiscal 2021 (for more information regarding this change refer to Note 1 of the consolidated statements, titled "Nature of Operations and Summary of Significant Accounting Policies").

Applied Sterilization Technologies revenues increased 9.4% in fiscal 2021, as compared to fiscal 2020. The increase reflects organic growth and favorable fluctuations in currencies.

Life Sciences revenues increased 12.1% in fiscal 2021, as compared to fiscal 2020, reflecting growth in consumable, capital equipment and service revenues of 15.6%, 13.8% and 5.0%, respectively. The increase reflects organic growth, favorable pricing, and favorable fluctuations in currencies. Life Sciences backlog at March 31, 2021 amounted to $79.9 million, increasing 10.3%, as compared to backlog of $72.4 million at March 31, 2020.

The Healthcare segment's operating income increased $6.4 million to $427.1 million in fiscal year 2021, as compared to $420.7 million in fiscal year 2020. The segment's operating margins were 21.9% for fiscal year 2021 and 21.2% for fiscal year 2020. The increases in the fiscal 2021 period were primarily due to favorable impact from our recent acquisitions and reduced expenditures, including reductions in travel and meeting spend due to the COVID-19 pandemic. Employee compensation associated with the Healthcare segment was also reduced due to lower volumes and measures taken in response to the COVID-19 pandemic.

The Applied Sterilization Technologies segment's operating income increased $39.7 million to $310.6 million in fiscal year 2021, as compared to $270.9 million in fiscal year 2020. The Applied Sterilization Technologies segment's operating margins were 45.3% for fiscal year 2021 and 43.2% for fiscal year 2020. The increases in the fiscal 2021 period were primarily due to higher volumes and reduced expenditures, including reductions in travel and meeting spend due to the COVID-19 pandemic.

The Life Sciences business segment's operating income increased $36.7 million to $180.8 million in fiscal year 2021, as compared to $144.1 million in fiscal year 2020. The segment's operating margins were 38.7% for fiscal year 2021 and 34.6% for fiscal year 2020. These increases in the fiscal 2021 period were primarily due to higher volumes and favorable mix.

LIQUIDITY AND CAPITAL RESOURCES

The following table summarizes significant components of our cash flows for the years ended March 31, 2021 and 2020:

	Years Ended March 31,	
(dollars in thousands)	2021	2020
Net cash provided by operating activities	**$ 689,640**	$ 590,559
Net cash used in investing activities	**(1,154,159)**	(319,735)
Net provided by (cash used) in financing activities	**345,620**	(163,146)
Debt-to-total capital ratio	**29.8 %**	25.3 %
Free cash flow	**$ 450,947**	$ 380,199

Net Cash Provided By Operating Activities – The net cash provided by our operating activities was $689.6 million for the year ended March 31, 2021, compared to $590.6 million for the year ended March 31, 2020. The following discussion summarizes the significant changes in our operating cash flows for the years ended March 31, 2021 and 2020:

- Net cash provided by operating activities increased in fiscal 2021 by 16.8%, as compared to fiscal 2020, primarily due to working capital improvements and deferred tax payments under government COVID-19 relief programs.

Net Cash Used In Investing Activities – The net cash used in our investing activities was $1,154.2 million for the year ended March 31, 2021, compared to $319.7 million for the year ended March 31, 2020. The following discussion summarizes the significant changes in our investing cash flows for the years ended March 31, 2021 and 2020:

- Purchases of property, plant, equipment, and intangibles, net – Capital expenditures totaled $239.3 million and $214.5 million for fiscal 2021 and 2020, respectively. The fiscal 2021 increase was primarily due to expansion projects in the Applied Sterilization Technologies segment.
- Proceeds from the sale of property, plant, equipment and intangibles – During fiscal 2021 and 2020 we received $0.6 million and $4.2 million, respectively, for proceeds from the sale of property, plant, equipment and intangibles. The majority of the fiscal 2021 proceeds were related the sale of a manufacturing facility located in Brazil. The majority of the fiscal 2020 proceeds were related to the sale of Healthcare Products facilities that were located in the U.K.
- Proceeds from the sale of business – During fiscal 2021 and 2020 we received $0.5 million and $0.4 million, respectively, for proceeds from the sale of certain non-core businesses. For more information, refer to our Note 18 to our consolidated financial statements, titled "Business Acquisitions and Divestitures".
- Purchases of investments – During fiscal 2021, we purchased an equity investment for $4.4 million.
- Investments in business, net of cash acquired – During fiscal 2021 and 2020, we used $909.2 million and $109.8 million, respectively, for acquisitions. For more information on these acquisitions refer to Note 18 to our consolidated financial statements titled, "Business Acquisitions and Divestitures".

- Other – During fiscal 2021, we provided approximately $2.4 million under borrowing agreements. For more information on these agreements refer to our Note 18 to our consolidated financial statements, titled "Business Acquisitions and Divestitures".

Net Cash Provided By (Used In) Financing Activities – Net cash provided by financing activities was $345.6 million for the year ended March 31, 2021, compared to net cash used in financing activities of $163.1 million for the year ended March 31, 2020. The following discussion summarizes the significant changes in our financing cash flows for the years ended March 31, 2021 and 2020:

- Payments on long-term obligations – During the second quarter of fiscal 2021, we repaid $35.0 million of principal for private placement notes that matured in August 2020. For more information on our debt refer to Note 6 to our consolidated financial statements titled, "Debt".
- (Payments) proceeds under credit facilities, net – At the end of fiscal 2021, $247.4 million of debt was outstanding under our bank credit facility, compared to $275.4 million of debt outstanding under this facility at the end of fiscal 2020. We provide additional information about our bank credit facility in Note 6 to our consolidated financial statements titled, “Debt”.
- Proceeds from the issuance of long-term obligations – During the third quarter of fiscal 2021, we received proceeds of $550.0 million under our Term Loan. On March 19, 2021, we entered into a new term loan agreement which provided for a $550.0 million term loan facility (the “New Term Loan”), which replaced the November 2020 Term Loan agreement. For more information refer to Note 6 of our consolidated financial statements, titled "Debt".
- Deferred financing fees and debt issuance costs – During fiscal 2021 and fiscal 2020, we paid $12.8 million and $1.3 million, respectively for financing fees and debt issuance costs. For more information on our debt refer to Note 6 to our consolidated financial statements titled, "Debt".
- Repurchases of shares – From the start of fiscal 2021 through April 9, 2020, we purchased 35,000 of our ordinary shares in the aggregate amount of $5.0 million. Due to the uncertainty surrounding the COVID-19 pandemic, share repurchases were suspended on April 9, 2020. During fiscal 2021 we obtained 91,567 of our ordinary shares in connection with our stock-based compensation award programs in the amount of $9.6 million. During fiscal 2020, we purchased 273,259 of our ordinary shares in the aggregate amount of $40.0 million. We also obtained 122,884 of our ordinary shares in connection with our stock-based compensation award programs in the amount $11.2 million. We provide additional information about our share repurchases in Note 13 to our consolidated financial statements titled, “Repurchases of Ordinary Shares.”
- Acquisition related deferred or contingent consideration – During fiscal 2021 and 2020 we paid $2.4 million and $0.6 million, respectively, in acquisition related deferred or contingent consideration. For more information, refer to our Note 18 to our consolidated financial statements, titled "Business Acquisitions and Divestitures".
- Cash dividends paid to ordinary shareholders – During fiscal 2021, we paid cash dividends totaling $133.8 million or $1.57 per outstanding share. During fiscal 2020, we paid cash dividends totaling $123.0 million or $1.45 per outstanding share.
- Transactions with noncontrolling interest holders – During fiscal 2021, we received $2.3 million of contributions from noncontrolling interest holders and paid $4.1 million in distributions to noncontrolling interest holders. During fiscal 2020, we received $6.1 million of contributions from noncontrolling interest holders and paid $1.2 million in distributions to noncontrolling interest holders.
- Stock option and other equity transactions, net – We generally receive cash for issuing shares upon the exercise of options under our employee stock option program. During fiscal 2021 and fiscal 2020, we received cash proceeds totaling $26.7 million and $34.7 million, respectively, under these programs.

Cash Flow Measures. Free cash flow was $450.9 million in fiscal 2021, compared to $380.2 million in fiscal 2020. The fiscal 2021 increase in free cash flow was primarily due to working capital improvements, somewhat offset by higher capital expenditures.

Our debt-to-total capital ratio was 29.8% at March 31, 2021 and 25.3% at March 31, 2020.

Cash Requirements. We intend to use our existing cash and cash equivalent balances and cash generated from operations to fund capital expenditures and meet our other liquidity needs. Our capital requirements depend on many uncertain factors, including our rate of sales growth, our Customers’ acceptance of our products and services, the costs of obtaining adequate manufacturing capacities, the timing and extent of our research and development projects, changes in our operating expenses and other factors. To the extent that existing and anticipated sources of cash are not sufficient to fund our future activities, we may need to raise additional funds through additional borrowings or the sale of equity securities. There can be no assurance that our financing arrangements will provide us with sufficient funds or that we will be able to obtain any additional funds on terms favorable to us or at all.

Sources of Credit. Our sources of credit as of March 31, 2021 are summarized in the following table:

(dollars in thousands)	Maximum Amounts Available	Reductions in Available Credit Facility for Other Financial Instruments	March 31, 2021 Amounts Outstanding	March 31, 2021 Amounts Available
Sources of Credit				
Private placement	$ 860,308	$ —	$ 860,308	$ —
New Term loan	550,000	—	550,000	—
Revolving Credit Agreement [1]	1,250,000	9,824	247,423	992,753
Total Sources of Credit	$ 2,660,308	$ 9,824	$ 1,657,731	$ 992,753

[1] At March 31, 2021, there was $9.8 million of letters of credit outstanding under the Credit Agreement.

Our sources of funding from credit as of March 31, 2021 are summarized below:

- On March 19, 2021, STERIS plc ("the Company"), STERIS Corporation, STERIS Limited (“Limited”), and STERIS Irish FinCo Unlimited Company ("FinCo", "STERIS Irish FinCo"), each as a borrower and guarantor, entered into a credit agreement with various financial institutions as lenders, and JPMorgan Chase Bank, N.A., as administrative agent (the “Revolving Credit Agreement”) providing for a $1,250 million revolving credit facility (the “Revolver”), which replaced a prior revolving credit agreement.
- The Revolver provides for revolving credit borrowings, swing line borrowings and letters of credit, with sublimits for swing line borrowings and letters of credit. The Revolver may be increased in specified circumstances by up to $625 million in the discretion of the lenders. The Revolver matures on the date that is five years after March 19, 2021, and all unpaid borrowings, together with accrued and unpaid interest thereon, are repayable on that date. The Revolver bears interest from time to time, at either the Base Rate or the Eurocurrency Rate, as defined in and calculated under and as in effect from time to time under the Revolving Credit Agreement, plus the Applicable Margin, as defined in the Revolving Credit Agreement. The Applicable Margin is determined based on the Debt Rating of the Company, as defined in the Credit Agreement. Base Rate Advances are payable quarterly in arrears and Eurocurrency Rate Advances are payable at the end of the relevant interest period therefor, but in no event less frequently than every three months. Swingline borrowings bear interest at a rate to be agreed by the applicable swingline lender and the applicable borrower, subject to a cap in the case of swingline borrowings denominated in U.S. Dollars equal to the Base Rate plus the Applicable Margin for Base Rate Advances plus the Facility Fee. Advances may be extended in U.S. Dollars or in specified alternative currencies.
- On March 19, 2021, the Company, STERIS Corporation, Limited, and FinCo, each as a borrower and guarantor, entered into a term loan agreement with various financial institutions as lenders, and JPMorgan Chase Bank, N.A., as Administrative agent (the “Term Loan Agreement”) providing for a $550 million term loan facility (the “Term Loan”), which replaced an existing term loan agreement, dated as of November 18, 2020 (the “Existing Term Loan Agreement”). The proceeds of the Term Loan were used to refinance the Existing Term Loan Agreement.
- The Term Loan matures on the date that is five years after March 19, 2021 (the “Term Loan Closing Date”). No principal payments are due on the Term Loan for the period beginning from the first full fiscal quarter ended after the Term Loan Closing Date to and including the fourth full fiscal quarter ended after the Term Loan Closing Date. For the period beginning from the fifth full fiscal quarter ended after the Term Loan Closing Date to and including the twelfth full fiscal quarter ended after the Term Loan Closing Date, quarterly principal payments, each in the amount of 1.25% of the original principal amount of the Term Loan, are due on the last business day of each fiscal quarter. For the period beginning from the thirteenth full fiscal quarter ended after the Term Loan Closing Date through the maturity of the loan, quarterly principal payments, each in the amount of 1.875% of the original principal amount of the Term Loan, are due on the last business day of each fiscal quarter. The remaining unpaid principal is due and payable on the maturity date.
- The Term Loan bears interest from time to time, at either the Base Rate or the Eurocurrency Rate, as defined in and calculated under and as in effect from time to time under the Term Loan Agreement, plus the Applicable Margin, as defined in the Term Loan Agreement. The Applicable Margin is determined based on the Debt Rating of STERIS, as defined in the Term Loan Agreement. Base Rate Advances are payable quarterly in arrears and Eurocurrency Rate Advances are payable at the end of the relevant interest period therefor, but in no event less frequently than every three months.
- Also on March 19, 2021, the Company, STERIS Corporation, Limited, and FinCo, each as a borrower and guarantor, entered into a delayed draw term loan agreement with various financial institutions as lenders, and JPMorgan Chase Bank, N.A., as administrative agent (the “Delayed Draw Term Loan Agreement”) providing for a delayed draw term loan facility of up to $750 million (the “Delayed Draw Term Loan”) in connection with STERIS’s proposed acquisition of Cantel Medical Corp. (“Cantel”). The Delayed Draw Term Loan will be funded by the lenders upon the satisfaction of certain

conditions, including the concurrent consummation of the acquisition (the “Acquisition Closing Date”). The proceeds of the Delayed Draw Term Loan are expected to be used, together with the proceeds from other new indebtedness, to fund the cash consideration for the acquisition, as well as for various other items.

- The Delayed Draw Term Loan matures on the date that is five years after the Acquisition Closing Date. No principal payments are due on the Delayed Draw Term Loan for the period beginning from the first full fiscal quarter ended after the Acquisition Closing Date to and including the fourth full fiscal quarter ended after the Acquisition Closing Date. For the period beginning from the fifth full fiscal quarter ended after the Acquisition Closing Date to and including the twelfth full fiscal quarter ended after the Acquisition Closing Date, quarterly principal payments, each in the amount of 1.25% of the original principal amount of the Delayed Draw Term Loan, are due on the last business day of each fiscal quarter. For the period beginning from the thirteenth full fiscal quarter ended after the Acquisition Closing Date through the maturity of the loan, quarterly principal payments, each in the amount of 1.875% of the original principal amount of the Delayed Draw Term Loan, are due on the last business day of each fiscal quarter. The remaining unpaid principal is due and payable on the maturity date.
- The Delayed Draw Term Loan bears interest from time to time, at either the Base Rate or the Eurocurrency Rate, as defined in and calculated under and as in effect from time to time under the Delayed Draw Term Loan Agreement, plus the Applicable Margin, as defined in the Delayed Draw Term Loan Agreement. The Applicable Margin is determined based on the Debt Rating of the Company, as defined in the Delayed Draw Term Loan Agreement. Interest on borrowings made at the Base Rate (“Base Rate Advances”) is payable quarterly in arrears and interest on borrowings made at the Eurocurrency Rate (“Eurocurrency Rate Advances”) is payable at the end of the relevant interest period therefor, but in no event less frequently than every three months. There is no premium or penalty for prepayment of Base Rate Advances, but prepayments of Eurocurrency Rate Advances are subject to a breakage fee.

Our outstanding Private Placement Senior Notes at March 31, 2021 were as follows:

(dollars in thousands)	Applicable Note Purchase Agreement	Maturity Date		U.S. Dollar Value at March 31 2021
$91,000 Senior notes at 3.20%	2012 Private Placement	December 2022		**91,000**
$80,000 Senior notes at 3.35%	2012 Private Placement	December 2024		**80,000**
$25,000 Senior notes at 3.55%	2012 Private Placement	December 2027		**25,000**
$125,000 Senior notes at 3.45%	2015 Private Placement	May 2025		**125,000**
$125,000 Senior notes at 3.55%	2015 Private Placement	May 2027		**125,000**
$100,000 Senior notes at 3.70%	2015 Private Placement	May 2030		**100,000**
$50,000 Senior notes at 3.93%	2017 Private Placement	February 2027		**50,000**
€60,000 Senior notes at 1.86%	2017 Private Placement	February 2027		**70,426**
$45,000 Senior notes at 4.03%	2017 Private Placement	February 2029		**45,000**
€20,000 Senior notes at 2.04%	2017 Private Placement	February 2029		**23,475**
£45,000 Senior notes at 3.04%	2017 Private Placement	February 2029		**61,863**
€19,000 Senior notes at 2.30%	2017 Private Placement	February 2032		**22,302**
£30,000 Senior notes at 3.17%	2017 Private Placement	February 2032		**41,242**
Total Senior Notes			**$**	**860,308**

The Private Placement Senior Notes were issued as follows:

- On February 27, 2017, Limited issued and sold an aggregate principal amount of $95.0 million, €99.0 million, and £75.0 million, of senior notes in a private placement to certain institutional investors in an offering that was exempt from the registration requirements of the Securities Act of 1933. These notes have maturities of between 10 and 15 years from the issue date. The agreement governing these notes contains leverage and interest coverage covenants.
- On May 15, 2015, STERIS Corporation issued and sold $350.0 million of senior notes, in a private placement to certain institutional investors in an offering that was exempt from the registration requirements of the Securities Act of 1933. These notes have maturities of 10 years to 15 years from the issue date. The agreement governing these notes contains leverage and interest coverage covenants.
- In December 2012, and in February 2013 STERIS Corporation issued and sold $200.0 million of senior notes, in a private placements to certain institutional investors in offerings that were exempt from the registration requirements of the Securities Act of 1933. The agreement governing the notes contains leverage and interest coverage covenants.

- All of the note agreements for the senior notes were amended in March 2019, in connection with the Redomiciliation. The amendments waived certain repurchase rights for of the note holders and increased the size of certain baskets to more closely align with other than current credit agreement baskets.
- In addition, STERIS's STERIS Irish FinCo Unlimited Company ("FinCo", "STERIS Irish FinCo") subsidiary issued $1.35 billion of 10 year and 30 year registered senior notes on April 1, 2021 (the "Senior Public Notes").
- On March 19, 2021, STERIS Corporation as issuer, and the Company, Limited and FinCo, as guarantors, entered into (1) a First Amendment to Amended and Restated Note Purchase Agreement dated March 5, 2019 (which had amended and restated certain note purchase agreements originally dated December 4, 2012) per the 2012 and 2013 senior notes (the “2012 Amendment”), and (2) a First Amendment to Amended and Restated Note Purchase Agreement dated March 5, 2019 (which had amended and restated certain note purchase agreements originally dated March 31, 2015) for the 2015 senior notes (the “2015 Amendment”). Also on March 19, 2021, Limited, as Issuer, and the Company, STERIS Corporation and FinCo, as guarantors, entered into a First Amendment to Amended and Restated Note Purchase Agreement dated March 5, 2019 (which had amended and restated a certain note purchase agreement originally dated January 23, 2017) for the 2017 senior notes (together with the 2012 Amendment and the 2015 Amendment, the “NPA Amendments”). The NPA Amendments provide for, among other things, the netting of cash proceeds received from qualifying capital markets events under certain circumstances for purposes of calculating the leverage ratio financial covenant.

As of March 31, 2021, a total of $247.4 million was outstanding under the Revolving Credit Agreement, based on currency exchange rates as of March 31, 2021. At March 31, 2021, we had $992.8 million of unused funding available under the Revolving Credit Agreement. The Revolving Credit Agreement includes a sub-limit that reduces the maximum amount available to us by letters of credit outstanding. At March 31, 2021, there was $9.8 million in letters of credit outstanding under the Credit Agreement. As of March 31, 2021, $550.0 million was outstanding under the Term Loan.

At March 31, 2021, we were in compliance with all financial covenants associated with our indebtedness. We provide additional information regarding our debt structure and payment obligations in the section of the MD&A titled, “Liquidity and Capital Resources” in the subsection titled, “Contractual and Commercial Commitments” and in Note 6 to our consolidated financial statements titled, “Debt.”

CAPITAL EXPENDITURES

Our capital expenditure program is a component of our long-term strategy. This program includes, among other things, investments in new and existing facilities, business expansion projects, radioisotope (cobalt-60), and information technology enhancements and research and development advances. During fiscal 2021, our capital expenditures amounted to $239.3 million. We use cash provided by operating activities and our cash and cash equivalent balances to fund capital expenditures. In fiscal 2022, we plan to continue to invest in facility expansions, particularly within the Applied Sterilization Technologies segment and in ongoing maintenance for existing facilities.

CONTRACTUAL AND COMMERCIAL COMMITMENTS

At March 31, 2021, we had commitments under non-cancelable operating leases totaling $195.1 million.

Our contractual obligations and commercial commitments as of March 31, 2021 are presented in the following tables. Commercial commitments include standby letters of credit, letters of credit required as security under our self-insured risk retention policies, and other potential cash outflows resulting from events that require us to fulfill commitments.

	Payments due by March 31,					
(dollars in thousands)	2022	2023	2024	2025	2026 and thereafter	Total
Contractual Obligations:						
Debt	$ —	$ 118,500	$ 27,500	$ 121,250	$ 1,390,481	$ 1,657,731
Operating leases	28,675	24,593	19,160	16,052	106,593	195,073
Purchase obligations	119,824	90,932	—	—	—	210,756
Benefit payments under defined benefit plans	5,137	5,731	5,388	5,543	36,672	58,471
Trust assets available for benefit payments under defined benefit plans	(5,137)	(5,731)	(5,388)	(5,543)	(36,672)	(58,471)
Benefit payments under other post-retirement benefits plans	1,327	1,198	1,072	969	4,089	8,655
Expected contributions to defined benefit plans	3,954	1,991	—	—	—	5,945
Total Contractual Obligations	$ 153,780	$ 237,214	$ 47,732	$ 138,271	$ 1,501,163	$ 2,078,160

The table above includes only the principal amounts of our contractual obligations. We provide information about the interest component of our long-term debt in the subsection of MD&A titled, "Liquidity and Capital Resources," and in Note 6 to our consolidated financial statements titled, "Debt."

Purchase obligations shown in the table above relate to minimum purchase commitments with suppliers for materials purchases and long term construction contracts.

The table above excludes contributions we make to our defined contribution plans. Our future contributions to the defined contribution plans depend on uncertain factors, such as the amount and timing of employee contributions and discretionary employer contributions. We provide additional information about our defined benefit pension plans, defined contribution plan, and other post-retirement benefits plan in Note 9 to our consolidated financial statements titled, "Benefit Plans."

	Amount of Commitment Expiring March 31,					
(dollars in thousands)	2022	2023	2024	2025	2026 and thereafter	Totals
Commercial Commitments:						
Letters of credit and surety bonds	$ 61,060	$ 3,569	$ 440	$ 1,466	$ 780	$ 67,315
Letters of credit as security for self-insured risk retention policies	11,807	—	—	—	—	11,807
Total Commercial Commitments	$ 72,867	$ 3,569	$ 440	$ 1,466	$ 780	$ 79,122

SUPPLEMENTAL GUARANTOR FINANCIAL INFORMATION

STERIS plc (STERIS) and its wholly-owned subsidiaries, STERIS Limited and STERIS Corporation (collectively Guarantors), each have provided guarantees of the obligations of STERIS Irish FinCo Unlimited Company ("FinCo", "STERIS Irish FinCo"), a wholly-owned subsidiary issuer, under Senior Public Notes issued by STERIS Irish FinCo on April 1, 2021 and of certain other obligations relating to the Senior Public Notes. The Senior Public Notes are guaranteed, jointly and severally, on a senior unsecured basis. The Senior Public Notes and the related guarantees will be senior unsecured obligations of STERIS Irish FinCo and the Guarantors, respectively, and will be equal in priority with all other unsecured and unsubordinated indebtedness of the Issuer and the Guarantors, respectively, from time to time outstanding, including, as applicable, under the Private Placement Senior Notes and borrowings under the credit facilities.

All of the liabilities of non-guarantor direct and indirect subsidiaries of STERIS, other than STERIS Irish FinCo, STERIS Limited and STERIS Corporation, including any claims of trade creditors, will be effectively senior to the Senior Public Notes.

STERIS Irish FinCo's main objective and source of revenues and cash flows is the provision of short- and long-term financing for the activities of STERIS plc and its subsidiaries.

The ability of our subsidiaries to pay dividends, interest and other fees to the Issuer and ability of the Issuer and Guarantors to service the Senior Notes may be restricted by, among other things, applicable corporate and other laws and regulations as well as agreements to which our subsidiaries are or may become a party.

The following is a summary of these guarantees:

Guarantees of Senior Notes

- Parent Company Guarantor – STERIS plc
- Subsidiary Issuer – STERIS Irish FinCo Unlimited Company
- Subsidiary Guarantor – STERIS Limited
- Subsidiary Guarantor – STERIS Corporation

The guarantee of a Guarantor will be automatically and unconditionally released and discharged:

- in the case of a Subsidiary Guarantor, upon the sale, transfer or other disposition (including by way of consolidation or merger) of such Subsidiary Guarantor, other than to the Parent or a subsidiary of the Parent and as permitted by the indenture;
- in the case of a Subsidiary Guarantor, upon the sale, transfer or other disposition of all or substantially all the assets of such Subsidiary Guarantor, other than to the Parent or a subsidiary of the Parent and as permitted by the indenture;
- in the case of a Subsidiary Guarantor, at such time as such Subsidiary Guarantor is no longer a borrower under or no longer guarantees any Material Credit Facility (subject to restatement in specified circumstances);
- upon the legal defeasance or covenant defeasance of the notes or the discharge of the Issuer's obligations under the indenture in accordance with the terms of the indenture;
- as described in accordance with the terms of the indenture; or
- in the case of the Parent, if the Issuer ceases for any reason to be a subsidiary of the Parent; provided that all guarantees and other obligations of the Parent in respect of all other indebtedness under any Material Credit Facility of the Issuer terminate upon the Issuer ceasing to be a subsidiary of the Parent; and
- upon such Guarantor delivering to the trustee an officer's certificate and an opinion of counsel, each stating that all conditions precedent provided for in the indenture relating to such transaction or release have been complied with.

The obligations of each Guarantor under its guarantee are expressly limited to the maximum amount that such Guarantor could guarantee without such guarantee constituting a fraudulent conveyance. Each Guarantor that makes a payment under its guarantee will be entitled upon payment in full of all guaranteed obligations under the indenture to a contribution from each Guarantor in an amount equal to such other Guarantor's pro rata portion of such payment based on the respective net assets of all the Guarantors at the time of such payment determined in accordance with GAAP.

The following tables present summarized results of operations for the twelve months ended March 31, 2021 and summarized balance sheet information at March 31, 2021 for the obligor group of the Senior Notes. The obligor group consists of the Parent Company Guarantor, Subsidiary Issuer, and Subsidiary Guarantors for the Senior Notes. The summarized financial information is presented after elimination of (i) intercompany transactions and balances among the guarantors and issuer and (ii) equity in earnings from and investments in any subsidiary that is a non-guarantor or issuer. Transactions with non-issuer and non-guarantor subsidiaries have been presented separately.

Summarized Results of Operations
(in thousands)

		Twelve Months Ended March 31, 2021
Revenues	$	**1,542,738**
Gross profit		**941,179**
Operating costs arising from transactions with non-issuers and non-guarantors - net		**380,042**
Income from operations		**443,046**
Non-operating income (expense) arising from transactions with subsidiaries that are non-issuers and non-guarantors - net		**(134,138)**
Net income	$	**727,636**

Summarized Balance Sheet Information
(in thousands)

		March 31, 2021
Receivables due from non-issuers and non-guarantor subsidiaries	$	14,102,215
Other current assets		348,937
Total current assets	$	14,451,152
Non-current receivables due from non-issuers and non-guarantor subsidiaries	$	1,091,809
Goodwill		94,979
Other non-current assets		207,240
Total non-current assets	$	1,394,028
Payables due to non-issuers and non-guarantor subsidiaries	$	15,549,831
Other current liabilities		128,665
Total current liabilities	$	15,678,496
Non-current payables due to non-issuers and non-guarantor subsidiaries	$	1,203,274
Other non-current liabilities		1,695,772
Total non-current liabilities	$	2,899,046

Intercompany balances and transactions between the obligor group have been eliminated, and amounts due from, amounts due to, and transactions with non-issuer and non-guarantor subsidiaries have been presented separately. Intercompany transactions arise from internal financing and trade activities.

CRITICAL ACCOUNTING POLICIES, ESTIMATES, AND ASSUMPTIONS

The following subsections describe our most critical accounting policies, estimates, and assumptions. Our accounting policies are more fully described in Note 1 to our consolidated financial statements titled, “Nature of Operations and Summary of Significant Accounting Policies.”

Estimates and Assumptions. Our discussion and analysis of financial condition and results of operations is based on our consolidated financial statements that were prepared in accordance with United States generally accepted accounting principles. We make certain estimates and assumptions that we believe to be reasonable when preparing these financial statements. These estimates and assumptions involve judgments with respect to numerous factors that are difficult to predict and are beyond management’s control. As a result, actual amounts could be materially different from these estimates. We periodically review these critical accounting policies, estimates, assumptions, and the related disclosures with the Audit Committee of the Company’s Board of Directors.

Revenue Recognition. Revenue is recognized when obligations under the terms of the contract are satisfied and control of the promised products or services has transferred to the Customer. Revenues are measured at the amount of consideration that we expect to be paid in exchange for the products or services. Product revenue is recognized when control passes to the Customer, which is generally based on contract or shipping terms. Service revenue is recognized when the Customer benefits from the service, which occurs either upon completion of the service or as it is provided to the Customer. Our Customers include end users as well as dealers and distributors who market and sell our products. Our revenue is not contingent upon resale by the dealer or distributor, and we have no further obligations related to bringing about resale. Our standard return and restocking fee policies are applied to sales of products. Shipping and handling costs charged to Customers are included in Product revenues. The associated expenses are treated as fulfillment costs and are included in Cost of revenues. Revenues are reported net of sales and value-added taxes collected from Customers.

We have individual Customer contracts that offer discounted pricing. Dealers and distributors may be offered sales incentives in the form of rebates. We reduce revenue for discounts and estimated returns, rebates, and other similar allowances in the same period the related revenues are recorded. The reduction in revenue for these items is estimated based on historical experience and trend analysis to the extent that it is probable that a significant reversal of revenue will not occur. Estimated returns are recorded gross on the Consolidated Balance Sheets.

In transactions that contain multiple performance obligations, such as when products, maintenance services, and other services are combined, we recognize revenue as each product is delivered or service is provided to the Customer. We allocate the total arrangement consideration to each performance obligation based on its relative standalone selling price, which is the price for the product or service when it is sold separately.

Payment terms vary by the type and location of the Customer and the products or services offered. Generally, the time between when revenue is recognized and when payment is due is not significant. We do not evaluate whether the selling price contains a financing component for contracts that have a duration of less than one year.

We do not capitalize sales commissions as substantially all of our sales commission programs have an amortization period of one year or less.

Certain costs to fulfill a contract are capitalized and amortized over the term of the contract if they are recoverable, directly related to a contract and generate resources that we will use to fulfill the contract in the future. At March 31, 2021 assets related to costs to fulfill a contract were not material to our Consolidated Financial Statements.

Allowance for Doubtful Accounts Receivable. We maintain an allowance for uncollectible accounts receivable for estimated losses in the collection of amounts owed by Customers. We estimate the allowance based on analyzing a number of factors, including amounts written off historically, Customer payment practices, and general economic conditions. We also analyze significant Customer accounts on a regular basis and record a specific allowance when we become aware of a specific Customer’s inability to pay. As a result, the related accounts receivable are reduced to an amount that we reasonably believe is collectible. These analyses require judgment. If the financial condition of our Customers worsens, or economic conditions change, we may be required to make changes to our allowance for doubtful accounts receivable.

Allowance for Sales Returns. We maintain an allowance for sales returns based upon known returns and estimated returns for both capital equipment and consumables. We estimate returns of capital equipment and consumables based upon historical experience.

Inventories and Reserves. Inventories are stated at the lower of their cost and net realizable value determined by the first-in, first-out (“FIFO”) cost method. Inventory costs include material, labor, and overhead.

We review inventory on an ongoing basis, considering factors such as deterioration and obsolescence. We record an allowance for estimated losses when the facts and circumstances indicate that particular inventories will not be usable. If future market conditions vary from those projected, and our estimates prove to be inaccurate, we may be required to write-down inventory values and record an adjustment to cost of revenues.

Asset Impairment Losses. Property, plant, equipment, and identifiable intangible assets are reviewed for impairment when events and circumstances indicate that the carrying value of such assets may not be recoverable. Impaired assets are recorded at the lower of carrying value or estimated fair value. We conduct this review on an ongoing basis and, if impairment exists, we record the loss in the Consolidated Statements of Income during that period.

When we evaluate assets for impairment, we make certain judgments and estimates, including interpreting current economic indicators and market valuations, evaluating our strategic plans with regards to operations, historical and anticipated performance of operations, and other factors. If we incorrectly anticipate these factors, or unexpected events occur, our operating results could be materially affected.

Asset Retirement Obligations. We incur retirement obligations for certain assets. We record an initial liability for the asset retirement obligations (ARO) at fair value. Accounting for the ARO at inception and in subsequent periods includes the determination of the present value of a liability and offsetting asset, the subsequent accretion of that liability and depletion of the asset, and a periodic review of the ARO liability estimates and discount rates used in the analysis. We provide additional information about our asset retirement obligations in Note 5 to our consolidated financial statements titled, “Property, Plant and Equipment.”

Restructuring. We record specific accruals in connection with plans for restructuring elements of our business. These accruals include estimates principally related to employee separation costs, the closure and/or consolidation of facilities, and contractual obligations. Actual amounts could differ from the original estimates. We review our restructuring-related accruals on a quarterly basis and changes to plans are appropriately recognized in the Consolidated Statements of Income in the period the change is identified.

Purchase Accounting and Goodwill. Assets and liabilities of the business acquired are accounted for at their estimated fair values as of the acquisition date. Any excess of the cost of the acquisition over the fair value of the net tangible and intangible assets acquired is recorded as goodwill. We supplement management expertise with valuation specialists in performing appraisals to assist us in determining the fair values of assets acquired and liabilities assumed. These valuations require us to make estimates and assumptions, especially with respect to intangible assets. We generally amortize our intangible assets over their useful lives with the exception of indefinite lived intangible assets. We do not amortize goodwill, but we evaluate it annually for impairment. Therefore, the allocation of the purchase price to intangible assets and goodwill has a significant impact on future operating results.

We evaluate the recoverability of recorded goodwill amounts annually, or when evidence of potential impairment exists. We may consider qualitative indicators of the fair value of a reporting unit when it is unlikely that a reporting unit has impaired goodwill. We may also utilize a discounted cash flow analysis that requires certain assumptions and estimates be made regarding market conditions and our future profitability. In those circumstances, we test goodwill for impairment by reviewing the book value compared to the fair value at the reporting unit level. We calculate the fair value of our reporting units based on the present value of estimated future cash flows. Management's judgment is necessary to evaluate the impact of operating and macroeconomic changes and to estimate future cash flows to measure fair value. Assumptions used in our impairment evaluations, such as forecasted growth rates and cost of capital, are consistent with internal projections and operating plans. We believe such assumptions and estimates are also comparable to those that would be used by other marketplace participants.

As a result of our annual impairment review for goodwill and other indefinite lived intangible assets for fiscal year 2020 no indicators of impairment were identified.

We evaluate indefinite lived intangible assets annually, or when evidence of potential impairment exists. We evaluate several qualitative indicators and assumptions, and trends that influence the valuation of the assets to determine if any evidence of potential impairment exists. During the third quarter of fiscal 2019, management adopted a branding strategy that included phasing out the usage of a tradename associated with certain products in the Healthcare Products business segment. As a result, management recorded an impairment charge of $16.2 million, which is included within the Selling, general, and administrative line of the Consolidated Statements of Income. The remaining fair value of the asset was calculated using an income approach (the relief from royalty method). The remaining fair value was not material and was amortized over the asset's remaining useful life. Fair value calculated using this approach is classified within Level 3 of the fair value hierarchy and requires several assumptions.

Income Taxes. Our provision for income taxes is based on our current period income, changes in deferred income tax assets and liabilities, income tax rates, changes in uncertain tax benefits, and tax planning opportunities available to us in the various jurisdictions in which we operate. Tax laws are complex and subject to different interpretations by the taxpayer and the respective governmental taxing authorities. We use judgment in determining our annual effective income tax rate and evaluating our tax positions. We prepare and file tax returns based on our interpretation of tax laws and regulations, and we record estimates based on these judgments and interpretations. We cannot be sure that the tax authorities will agree with all of the tax positions taken by us. The actual income tax liability for each jurisdiction in any year can, in some instances, ultimately be determined be several years after the tax return is filed and the financial statements are published.

We evaluate our tax positions using the recognition threshold and measurement attribute in accordance with current accounting guidance. We determine whether it is more-likely-than-not that a tax position will be sustained upon examination, including resolution of related appeals or litigation processes, based on the technical merits of the position. In evaluating whether a tax position has met the more-likely-than-not recognition threshold, we presume that the position will be examined by the appropriate taxing authority and that the taxing authority will have full knowledge of all relevant information. A tax position that meets the more-likely-than-not recognition threshold is measured at the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. The appropriate unit of account for determining what constitutes an individual tax position, and whether the more-likely-than-not recognition threshold is met for a tax position, is a matter of judgment based on the individual facts and circumstances of that position evaluated in light of all available evidence. We review and adjust our tax estimates periodically because of ongoing examinations by and settlements with the various taxing authorities, as well as changes in tax laws, regulations and precedent.

We recognize deferred tax assets and liabilities based on the differences between the financial statement carrying amounts and the tax basis of assets and liabilities. We regularly review our deferred tax assets for recoverability and establish a valuation allowance based on historical taxable income, projected future taxable income, the expected timing of the reversals of existing temporary differences, and the implementation of tax planning strategies. If we are unable to generate sufficient future taxable income in certain tax jurisdictions, or if there is a material change in the effective income tax rates or time period within which the underlying temporary differences become taxable or deductible, we could be required to increase our valuation allowance, which would increase our effective income tax rate and could result in an adverse impact on our consolidated financial position, results of operations, or cash flows.

We believe that adequate accruals have been made for income taxes. Differences between the estimated and actual amounts determined upon ultimate resolution, individually or in the aggregate, are not expected to have a material adverse effect on our consolidated financial position, but could possibly be material to our consolidated results of operations or cash flows for any one period.

Additional information regarding income taxes is included in Note 8 to our consolidated financial statements titled, “Income Taxes.”

Self-Insurance Liabilities. We record a liability for self-insured risks that we retain for general and product liabilities, workers' compensation, and automobile liabilities based on actuarial calculations. We use our historical loss experience and actuarial methods to calculate the estimated liability. This liability includes estimated amounts for both losses and incurred but not reported claims. We review the assumptions used to calculate the estimated liability at least annually to evaluate the adequacy of the amount recorded. We maintain insurance policies to cover losses greater than our estimated liability, which are subject to the terms and conditions of those policies. The obligation covered by insurance contracts will remain on the balance sheet as we remain liable to the extent insurance carriers do not meet their obligation. Estimated amounts receivable under the contracts are included in the "Prepaid expenses and other current assets" line, and the "Other assets" line of our consolidated balance sheets. Our accrual for self-insured risk retention as of March 31, 2021 and 2020 was $23.3 million and $23.2 million, respectively.

We are also self-insured for employee medical claims. We estimate a liability for incurred but not reported claims based upon recent claims experience. Our self-insured liabilities contain uncertainties because management must make assumptions and apply judgments to estimate the ultimate cost to settle reported claims and claims incurred but not reported as of the balance sheet date. If actual results are not consistent with these assumptions and judgments, we could be exposed to additional costs in subsequent periods.

Contingencies. We are, and will likely continue to be, involved in a number of legal proceedings, government investigations, and claims, which we believe generally arise in the course of our business, given our size, history, complexity, and the nature of our business, products, Customers, regulatory environment, and industries in which we participate. These legal proceedings, investigations and claims generally involve a variety of legal theories and allegations, including, without limitation, personal injury (e.g., slip and falls, burns, vehicle accidents), product liability or regulation (e.g., based on product operation or claimed malfunction, failure to warn, failure to meet specification, or failure to comply with regulatory requirements), product exposure (e.g., claimed exposure to chemicals, asbestos, contaminants, radiation), property damage (e.g., claimed damage due to leaking equipment, fire, vehicles, chemicals), commercial claims (e.g., breach of contract, economic loss, warranty, misrepresentation), financial (e.g., taxes, reporting), employment (e.g., wrongful termination, discrimination, benefits matters), and other claims for damage and relief.

We record a liability for such contingencies to the extent we conclude that their occurrence is both probable and estimable. We consider many factors in making these assessments, including the professional judgment of experienced members of management and our legal counsel. We have made estimates as to the likelihood of unfavorable outcomes and the amounts of such potential losses. In our opinion, the ultimate outcome of these proceedings and claims is not anticipated to have a material adverse affect on our consolidated financial position, results of operations, or cash flows. However, the ultimate outcome of proceedings, government investigations, and claims is unpredictable and actual results could be materially different from our estimates. We record expected recoveries under applicable insurance contracts when we are assured of recovery. Refer to Note 10 of our consolidated financial statements titled, "Commitments and Contingencies" for additional information.

We are subject to taxation from federal, state and local, and foreign jurisdictions. Tax positions are settled primarily through the completion of audits within each individual tax jurisdiction or the closing of a statute of limitation. Changes in applicable tax law or other events may also require us to revise past estimates. The IRS of the United States routinely conducts audits of our federal income tax returns.

Additional information regarding our commitments and contingencies is included in Note 10 to our consolidated financial statements titled, "Commitments and Contingencies."

Benefit Plans. We provide defined benefit pension plans for certain employees and retirees. In addition, we sponsor an unfunded post-retirement benefits plan for two groups of United States retirees. Benefits under this plan include retiree life insurance and retiree medical insurance, including prescription drug coverage.

Employee pension and post-retirement benefits plans are a cost of conducting business and represent obligations that will be settled in the future and therefore, require us to use estimates and make certain assumptions to calculate the expense and liabilities related to the plans. Changes to these estimates and assumptions can result in different expense and liability amounts. Future actual experience may be significantly different from our current expectations. We believe that the most critical assumptions used to determine net periodic benefit costs and projected benefit obligations are the expected long-term rate of return on plan assets and the discount rate. A summary of significant assumptions used to determine the March 31, 2021 projected benefit obligations and the fiscal 2021 net periodic benefit costs is as follows:

	Synergy Health plc	Isotron BV	Synergy Health Daniken AG	Synergy Health Radeberg	Synergy Health Allershausen	Harwell Dosimeters Ltd	U.S. Post-Retirement Benefits Plan
Funding Status	**Funded**	**Funded**	**Funded**	**Unfunded**	**Unfunded**	**Funded**	**Unfunded**
Assumptions used to determine March 31, 2021							
Benefit obligations:							
Discount rate	**2.10 %**	**0.90 %**	**0.35 %**	**1.60 %**	**0.80 %**	**2.15 %**	**2.50 %**
Assumptions used to determine fiscal 2021							
Net periodic benefit costs:							
Discount rate	**2.40 %**	**1.60 %**	**0.70 %**	**1.50 %**	**1.75 %**	**2.15 %**	**3.00 %**
Expected return on plan assets	**3.50 %**	**1.60 %**	**0.70 %**	**n/a**	**n/a**	**n/a**	**n/a**

NA – Not applicable.

We develop our expected long-term rate of return on plan assets assumptions by evaluating input from third-party professional advisors, taking into consideration the asset allocation of the portfolios, and the long-term asset class return expectations. Generally, net periodic benefit costs increase as the expected long-term rate of return on plan assets assumption decreases. Holding all other assumptions constant, lowering the expected long-term rate of return on plan assets assumption for our funded defined benefit pension plans by 50 basis points would have increased the fiscal 2021 benefit costs by less than $0.1 million.

We develop our discount rate assumptions by evaluating input from third-party professional advisers, taking into consideration the current yield on country specific investment grade long-term bonds which provide for similar cash flow streams as our projected benefit obligations. Generally, the projected benefit obligations and the net periodic benefit costs both increase as the discount rate assumption decreases. Holding all other assumptions constant, lowering the discount rate assumption for our defined benefit pension plans and for the other post-retirement benefits plan by 50 basis points would have decreased the fiscal 2021 net periodic benefit costs by less than $0.1 million and would have increased the projected benefit obligations by approximately $12.6 million at March 31, 2021.

We have made assumptions regarding healthcare costs in computing our other post-retirement benefit obligation. The assumed rates of increase generally decline ratably over a five year-period from the assumed current year healthcare cost trend rate of 7.0% to the assumed long-term healthcare cost trend rate. A 100 basis point change in the assumed healthcare cost trend rate (including medical, prescription drug, and long-term rates) would have had the following effect at March 31, 2021:

	100 Basis Point	
(dollars in thousands)	Increase	Decrease
Effect on total service and interest cost components	**$ —**	**$ —**
Effect on postretirement benefit obligation	**3**	**(3)**

We recognize an asset for the overfunded status or a liability for the underfunded status of defined benefit pension and post-retirement benefit plans in our balance sheets. This amount is measured as the difference between the fair value of plan assets and the benefit obligation (the projected benefit obligation for pension plans and the accumulated post-retirement benefit obligation for other post-retirement benefit plans). Changes in the funded status of the plans are recorded in other comprehensive income in the year they occur. We measure plan assets and obligations as of the balance sheet date. Note 9 to our consolidated financial statements titled, “Benefit Plans,” contains additional information about our pension and other post-retirement welfare benefits plans.

Share-Based Compensation. We measure the estimated fair value for share-based compensation awards, including grants of employee stock options, at the grant date and recognize the related compensation expense over the period in which the share-based compensation vests. We selected the Black-Scholes-Merton option pricing model as the most appropriate method for determining the estimated fair value of our share-based stock option compensation awards. This model involves assumptions that are judgmental and affect share-based compensation expense.

Share-based compensation expense was $26.0 million in fiscal 2021, $23.8 million in fiscal 2020 and $24.0 million in fiscal 2019. Note 14 to our consolidated financial statements titled, “Share-Based Compensation,” contains additional information about our share-based compensation plans.

RECENTLY ISSUED ACCOUNTING STANDARDS IMPACTING THE COMPANY

Recently issued accounting standards that are relevant to us are presented in Note 1 to our consolidated financial statements titled, “Nature of Operations and Summary of Significant Accounting Policies.”

INFLATION

Our business has not been significantly impacted by the overall effects of inflation. We monitor the prices we charge for our products and services on an ongoing basis and plan to adjust those prices to take into account future changes in the rate of inflation. However, we may not be able to completely offset the impact of inflation.

FORWARD-LOOKING STATEMENTS

This Form 10-K contains forward-looking statements within the meaning of the federal securities laws about STERIS, and the acquisition of Cantel. 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. These forward-looking statements are based on current expectations, estimates or forecasts about our businesses, the industries in which we operate and current beliefs and assumptions of management and are subject to uncertainty and changes in circumstances. These statements are not guarantees of performance or results. Many important factors could affect actual financial results and cause them to vary materially from the expectations contained in the forward-looking statements. 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. 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. These risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements include, without limitation:

- the failure to obtain Cantel stockholder approval of acquisition of Cantel;
- the possibility that the closing conditions to the acquisition of Cantel may not be satisfied or waived, including that a governmental entity may prohibit, delay or refuse to grant a necessary regulatory approval and any conditions imposed on the combined entity in connection with consummation of the acquisition of Cantel;
- delay in closing the acquisition of Cantel or the possibility of non-consummation of the acquisition of Cantel;
- the risk that the cost savings and any other synergies from the acquisition of Cantel may not be fully realized or may take longer to realize than expected, including that the acquisition of Cantel may not be accretive within the expected timeframe or to the extent anticipated;
- the occurrence of any event that could give rise to termination of the merger agreement;
- the risk that shareholder/stockholder litigation in connection with the acquisition of Cantel may affect the timing or occurrence of the acquisition of Cantel or result in significant costs of defense, indemnification and liability;
- risks related to the disruption of the acquisition of Cantel to STERIS, Cantel and our respective managements;
- risks relating to the value of the STERIS shares to be issued in the transaction;
- the effect of announcement of the acquisition of Cantel on our ability to retain and hire key personnel and maintain relationships with customers, suppliers and other third parties;
- the impact of the COVID-19 pandemic on STERIS’s or Cantel’s operations, performance, results, prospects, or value;
- STERIS’s ability to achieve the expected benefits regarding the accounting and tax treatments of the redomiciliation to Ireland (“Redomiciliation”);
- 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;
- 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;

- changes in tax laws or interpretations that could increase our consolidated tax liabilities, including changes in tax laws that would result in STERIS being treated as a domestic corporation for United States federal tax purposes;
- the potential for increased pressure on pricing or costs that leads to erosion of profit margins;
- 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;
- the possibility that application of or compliance with laws, court rulings, certifications, regulations, regulatory actions, including without limitation any of the same relating to FDA, EPA or other regulatory authorities, government investigations, the outcome of any pending or threatened FDA, EPA or other regulatory warning notices, actions, requests, inspections or submissions, or other requirements or standards may delay, limit or prevent new product or service introductions, affect the production, supply and/or marketing of existing products or services or otherwise affect STERIS's or Cantel's performance, results, prospects or value;
- 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;
- the possibility of reduced demand, or reductions in the rate of growth in demand, for STERIS's or Cantel's products and services;
- 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;
- 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 and Cantel's businesses, industry or initiatives including, without limitation, those matters described in this Form 10-K, and other securities filings, may adversely impact STERIS's and/or Cantel's performance, results, prospects or value;
- the impact on STERIS and its operations, or tax liabilities, of Brexit or the exit of other member countries from the EU, and STERIS's ability to respond to such impacts;
- the impact on STERIS, Cantel and their respective 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;
- the possibility that anticipated financial results or benefits of recent acquisitions, including the acquisition of Key Surgical, or of STERIS's restructuring efforts, or of recent divestitures, or of restructuring plans will not be realized or will be other than anticipated;
- the effects of contractions in credit availability, as well as the ability of STERIS's and Cantel's Customers and suppliers to adequately access the credit markets when needed;

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

In the ordinary course of business, we are exposed to various risks, including, but not limited to, interest rate, foreign currency, and commodity risks. These risks are described in the sections that follow.

INTEREST RATE RISK

As of March 31, 2021, we had $860.3 million in fixed rate senior notes outstanding. As of March 31, 2021, we had $247.4 million in outstanding borrowings under our Credit Agreement which are exposed to changes in interest rates. We monitor our interest rate risk, but do not engage in any hedging activities using derivative financial instruments. For additional information regarding our debt structure, refer to Note 6 to our Consolidated Financial Statements titled, “Debt.”

FOREIGN CURRENCY RISK

We are exposed to the impact of foreign currency exchange fluctuations. This foreign currency exchange risk arises when we conduct business in a currency other than the U.S. dollar. For most operations, local currencies have been determined to be the functional currencies. The financial statements of subsidiaries are translated to their U.S. dollar equivalents at end-of-period exchange rates for assets and liabilities and at average currency exchange rates for revenues and expenses. Translation adjustments for subsidiaries whose local currency is their functional currency are recorded as a component of accumulated other comprehensive income (loss) within equity. Note 19 to our consolidated financial statements titled, “ Reclassifications out of Accumulated Other Comprehensive Income (Loss),” contains additional information about the impact of translation on accumulated other comprehensive income (loss) and equity. Transaction gains and losses arising from fluctuations in currency exchange rates on transactions denominated in currencies other than the functional currency are recognized in the Consolidated Statements of Income. Since we operate internationally and approximately 30% of our revenues and 40% of our cost of revenues are generated outside the United States, foreign currency exchange rate fluctuations can significantly impact our financial position, results of operations, and competitive position.

We enter into foreign currency forward contracts to hedge monetary assets and liabilities denominated in foreign currencies, including inter-company transactions. We do not use derivative financial instruments for speculative purposes. At March 31, 2021, we held a foreign currency forward contract to buy 41.5 million British pounds.

COMMODITY RISK

We are dependent on basic raw materials, sub-assemblies, components, and other supplies used in our operations. Our financial results could be affected by the availability and changes in prices of these materials. Some of these materials are sourced from a limited number of suppliers or only a single supplier. These materials are also key source materials for our competitors. Therefore, if demand for these materials rises, we may experience increased costs and/or limited or unavailable supplies. As a result, we may not be able to acquire key production materials on a timely basis, which could impact our ability to produce products and satisfy incoming sales orders on a timely basis. In addition, the costs of these materials can rise suddenly and result in significantly higher costs of production. We believe that we have adequate sources of supply for many of our key materials and energy sources. Where appropriate, we enter into long-term supply contracts as a basis to guarantee a reliable supply. We may also enter into commodity swap contracts to hedge price changes in a certain commodity that impacts raw materials included in our cost of revenues. At March 31, 2021, we held commodity swap contracts to buy 768.0 thousand pounds of nickel.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

INDEX TO FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULE

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of STERIS plc

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of STERIS plc and subsidiaries (the Company) as of March 31, 2021 and 2020, the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended March 31, 2021, and the related notes and the financial statement schedule listed in the Index at Item 15(a) (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at March 31, 2021 and 2020, and the results of its operations and its cash flows for each of the three years in the period ended March 31, 2021, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of March 31, 2021, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated May 28, 2021 expressed an unqualified opinion thereon.

Change in Accounting Principle

As discussed in Note 1 to the consolidated financial statements, the Company has elected to change its method of accounting for certain inventories to the first-in, first-out (“FIFO”) method in the fourth quarter of fiscal year 2021, with retrospective application to all periods presented.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Description of the Matter	**Uncertain Tax Positions** As discussed in Note 8 to the consolidated financial statements, the Company received two notices of proposed tax adjustments from the U.S. Internal Revenue Service (the "IRS") regarding deemed dividend inclusions and associated withholding tax for fiscal year 2018. The IRS adjustments would result in a cumulative tax liability of approximately $50 million. The Company believes it is more-likely-than-not that they will be able to sustain the tax benefit recognized in the U.S. and has not recorded a liability for an uncertain tax position related to this matter. Auditing management's analysis of tax positions related to the lack of deemed dividend inclusions and associated withholding tax was challenging as the analysis is highly judgmental due to complex interpretations of tax laws and legal rulings. This tax position must be evaluated, and there may be uncertainties around initial recognition and de-recognition of tax positions, including regulatory changes, litigation and examination activity.
How We Addressed the Matter in Our Audit	We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Company's accounting process for uncertain tax positions. For example, we tested controls over management's identification of uncertain tax positions and its application of the recognition and measurement principles, including management's review of the facts and circumstances and the corresponding tax laws relied upon to conclude that it is currently more-likely-than-not that they will realize the benefit recorded. Our audit procedures included, among others, involving income tax subject matter resources to assess the technical merits of the Company's tax positions related to the deemed dividend inclusions and associated withholding tax. We assessed the Company's correspondence with the relevant tax authorities and evaluated income tax opinions and other third-party advice obtained by the Company. We analyzed the Company's assumptions and data used to determine the amount of tax benefit to recognize and we tested the accuracy of the calculations performed. We also evaluated the adequacy of the Company's disclosures included in Note 8 to the consolidated financial statements in relation to these matters.

Description of the Matter	**Valuation of customer relationships intangible asset related to the Key Surgical acquisition** As discussed in Note 18 to the consolidated financial statements, on November 18, 2020, the Company acquired all of the outstanding units and equity of Key Surgical, LLC ("Key Surgical") for $853 million, net of cash acquired. The acquisition of Key Surgical has been accounted for using the acquisition method of accounting which requires, among other things, the assets acquired, liabilities assumed and noncontrolling interests be recognized at their respective fair values as of the acquisition date. The Company preliminarily allocated $315 million of the purchase price to the fair value of the acquired customer relationships intangible asset. The purchase price allocation for Key Surgical is preliminary. The finalization of the purchase accounting assessment may result in changes in the valuation of assets acquired and liabilities assumed. Auditing management's preliminary valuation of the customer relationships intangible asset in the Key Surgical acquisition was complex and judgmental due to the significant estimation uncertainty in the Company's determination of the preliminary fair value of the customer relationships intangible asset under an income approach using discounted cash flows. The significant estimation uncertainty was primarily due to the sensitivity of the fair value to underlying assumptions including forecasted revenue growth rates, forecasted profit margins, and customer attrition rates. These significant assumptions are forward looking and could be affected by future economic and market conditions.
How We Addressed the Matter in Our Audit	We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Company's accounting process for the customer relationships intangible asset, including controls over management's review of the significant assumptions in the determination of fair value under the income approach. To test the estimated fair value of the acquired customer relationships intangible asset, our audit procedures included, among others, evaluating the Company's selection of the valuation method, testing significant assumptions used by the Company and testing the completeness and accuracy of the underlying data. For example, we performed analyses to evaluate the sensitivity of changes in assumptions to the fair value of the customer relationships intangible asset and compared the significant assumptions to current industry, market and economic trends, and historical results of the acquired business. In addition, we involved our valuation specialists to assist with our evaluation of the methodology and significant assumptions used by the Company to determine the preliminary fair value estimate of the customer relationship intangible asset, including the forecasted revenue growth rates, forecasted profit margins, and customer attrition rate.

We have served as the Company's auditor since 1989.

/s/ Ernst & Young LLP

Cleveland, Ohio
May 28, 2021

STERIS PLC AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(in thousands)

March 31,	2021	2020
Assets		**(as adjusted)***
Current assets:		
Cash and cash equivalents	**$ 220,531**	$ 319,581
Accounts receivable (net of allowances of $11,355 and $12,051, respectively)	**609,406**	586,481
Inventories, net	**315,067**	263,544
Prepaid expenses and other current assets	**66,750**	54,430
Total current assets	**1,211,754**	1,224,036
Property, plant, and equipment, net	**1,235,400**	1,111,855
Lease right-of-use assets, net	**150,142**	131,837
Goodwill	**3,026,049**	2,356,085
Intangibles, net	**898,406**	565,473
Other assets	**52,720**	51,581
Total assets	**$ 6,574,471**	$ 5,440,867
Liabilities and equity		
Current liabilities:		
Accounts payable	**$ 156,950**	$ 149,341
Accrued income taxes	**27,561**	14,013
Accrued payroll and other related liabilities	**150,078**	128,261
Lease obligations due within one year	**22,774**	19,809
Accrued expenses and other	**220,557**	192,183
Total current liabilities	**577,920**	503,607
Long-term indebtedness	**1,650,540**	1,150,521
Deferred income taxes, net	**236,860**	164,069
Long-term lease obligations	**129,673**	114,114
Other liabilities	**88,010**	90,346
Total liabilities	**$ 2,683,003**	$ 2,022,657
Commitments and contingencies (see Note 10)		
Ordinary shares, with $0.001 par value; 500,000 shares authorized; 85,353 and 84,924 ordinary shares issued and outstanding, respectively	**2,002,825**	1,982,164
Retained earnings	**1,939,408**	1,658,661
Accumulated other comprehensive (loss)	**(61,243)**	(235,463)
Total shareholders' equity	**3,880,990**	3,405,362
Noncontrolling interests	**10,478**	12,848
Total equity	**3,891,468**	3,418,210
Total liabilities and equity	**$ 6,574,471**	$ 5,440,867

*Certain amounts have been adjusted to reflect the change in inventory accounting method, as described in Note 1 to our Consolidated Financial Statements.

See notes to consolidated financial statements.

STERIS PLC AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME
(in thousands, except per share amounts)

Years Ended March 31,	2021	2020	2019
		(as adjusted)*	**(as adjusted)***
Revenues:			
Product	**$ 1,443,540**	$ 1,402,788	$ 1,296,025
Service	**1,663,979**	1,628,107	1,486,145
Total revenues	**3,107,519**	3,030,895	2,782,170
Cost of revenues:			
Product	**765,076**	750,129	702,736
Service	**999,343**	960,770	904,448
Total cost of revenues	**1,764,419**	1,710,899	1,607,184
Gross profit	**1,343,100**	1,319,996	1,174,986
Operating expenses:			
Selling, general, and administrative	**731,320**	716,731	669,937
Research and development	**66,326**	65,546	63,038
Restructuring expenses	**(2,914)**	673	30,987
Total operating expenses	**794,732**	782,950	763,962
Income from operations	**548,368**	537,046	411,024
Non-operating expenses, net:			
Interest expense	**37,180**	40,279	45,015
Interest income and miscellaneous expense	**(6,345)**	(1,987)	(3,020)
Total non-operating expenses, net	**30,835**	38,292	41,995
Income before income tax expense	**517,533**	498,754	369,029
Income tax expense	**120,663**	90,895	64,283
Net income	**396,870**	407,859	304,746
Less: Net income attributable to noncontrolling interests	**(530)**	200	1,025
Net income attributable to shareholders	**$ 397,400**	$ 407,659	$ 303,721
Net income per share attributable to shareholders:			
Basic	**$ 4.66**	$ 4.81	3.59
Diluted	**$ 4.63**	$ 4.76	3.55
Cash dividends declared per ordinary share outstanding	**$ 1.57**	$ 1.45	$ 1.33

*Certain amounts have been adjusted to reflect the change in inventory accounting method, as described in Note 1 to our Consolidated Financial Statements.

See notes to consolidated financial statements.

STERIS PLC AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)

Years Ended March 31,	2021	2020	2019
		(as adjusted)*	**(as adjusted)***
Net income	**$ 396,870**	$ 407,859	$ 304,746
Less: Net income attributable to noncontrolling interests	**(530)**	200	1,025
Net income attributable to shareholders	**$ 397,400**	$ 407,659	$ 303,721
Other comprehensive (loss) income			
Pension and postretirement benefit plan changes (net of taxes of $667 $295, and $(423), respectively)	**1,294**	(2,609)	2,538
Change in cumulative foreign currency translation adjustment	**172,926**	(73,076)	(172,031)
Total other comprehensive (loss) income attributable to shareholders	**174,220**	(75,685)	(169,493)
Comprehensive income attributable to shareholders	**$ 571,620**	$ 331,974	$ 134,228

*Certain amounts have been adjusted to reflect the change in inventory accounting method, as described in Note 1 to our Consolidated Financial Statements.

See notes to consolidated financial statements.

STERIS PLC AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

Years Ended March 31,	2021	2020	2019
		(as adjusted)*	**(as adjusted)***
Operating activities:			
Net income	$ **396,870**	$ 407,859	$ 304,746
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation, depletion, and amortization	**219,237**	197,235	225,921
Deferred income taxes	**4,240**	9,442	(6,622)
Share-based compensation expense	**25,966**	23,811	23,965
Loss (gain) on the disposal of property, plant, equipment, and intangibles, net	**(1,982)**	(174)	924
Loss (gain) on sale of businesses	**2,030**	1,770	(1,370)
Other items	**24,273**	426	(18,397)
Changes in operating assets and liabilities, net of effects of acquisitions:			
Accounts receivable, net	**12,076**	(17,866)	(48,486)
Inventories, net	**3,769**	(39,140)	(14,176)
Other current assets	**458**	3,784	(7,371)
Accounts payable	**(7,213)**	(2,779)	21,244
Accruals and other, net	**9,916**	6,191	59,127
Net cash provided by operating activities	**689,640**	590,559	539,505
Investing activities:			
Purchases of property, plant, equipment, and intangibles, net	**(239,262)**	(214,516)	(189,715)
Proceeds from the sale of property, plant, equipment, and intangibles	**569**	4,156	5,567
Proceeds from the sale of businesses	**518**	439	2,478
Purchases of investments	**(4,400)**	—	(4,955)
Acquisition of businesses, net of cash acquired	**(909,192)**	(109,814)	(13,313)
Other	**(2,392)**	—	(13,286)
Net cash used in investing activities	**(1,154,159)**	(319,735)	(213,224)
Financing activities:			
Proceeds from Term Loan	**550,000**	—	—
Payments on long-term obligations	**(35,000)**	—	(85,000)
Payments under credit facilities, net	**(30,461)**	(26,500)	(27,087)
Deferred financing fees and debt issuance costs	**(12,846)**	(1,281)	(488)
Acquisition related deferred or contingent consideration	**(2,395)**	(626)	(1,327)
Repurchases of shares	**(14,646)**	(51,241)	(81,494)
Cash dividends paid to common shareholders	**(133,837)**	(123,034)	(112,503)
Contributions from noncontrolling interest holders	**2,258**	6,050	—
Distributions to noncontrolling interest holders	**(4,179)**	(1,245)	(255)
Stock option and other equity transactions, net	**26,726**	34,731	13,362
Net cash used in financing activities	**345,620**	(163,146)	(294,792)
Effect of exchange rate changes on cash and cash equivalents	**19,849**	(8,730)	(12,390)
Increase (decrease) in cash and cash equivalents	**(99,050)**	98,948	19,099
Cash and cash equivalents at beginning of period	**319,581**	220,633	201,534
Cash and cash equivalents at end of period	$ **220,531**	$ 319,581	$ 220,633

*Certain amounts have been adjusted to reflect the change in inventory accounting method, as described in Note 1 to our Consolidated Financial Statements.

See notes to consolidated financial statements.

STERIS PLC AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(in thousands, except per share amounts)

	Ordinary Shares		Preferred Shares		Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Non-controlling Interest	Total Equity
	Number	Amount	Number	Amount				
Balance at March 31, 2018 (as previously reported)	84,747	$ 2,048,037	100	$ 15	$ 1,146,223	$ 11,685	$ 11,340	$ 3,217,300
Inventory accounting method change *	—	—	—	—	11,762	—	—	11,762
Balance at March 31, 2018 (as adjusted)*	84,747	2,048,037	100	15	1,157,985	11,685	11,340	3,229,062
Comprehensive income:								
Net income	—	—	—	—	303,721	—	1,025	304,746
Other comprehensive loss	—	—	—	—	—	(169,493)	—	(169,493)
Repurchases of ordinary shares	(763)	(86,414)	—	—	4,920	—	—	(81,494)
Equity compensation programs	533	36,941	—	—	—	—	—	36,941
Retirement of shares resulting from Redomiciliation	(84,514)	(10,592,117)	(100)	(15)	—	—	—	(10,592,132)
Issuance of shares resulting from Redomiciliation	84,514	10,592,117	—	—	—	—	—	10,592,117
Adoption of accounting standard (Note 1)	—	—	—	—	(3,667)	(1,970)	—	(5,637)
Cash dividends – $1.33 per ordinary share	—	—	—	—	(112,503)	—	—	(112,503)
Distributions to noncontrolling interest holders	—	—	—	—	—	—	(255)	(255)
Other changes in noncontrolling interest	—	—	—	—	—	—	(4,122)	(4,122)
Balance at March 31, 2019 (as adjusted)*	84,517	1,998,564	—	—	1,350,456	(159,778)	7,988	3,197,230
Comprehensive income:								
Net income	—	—	—	—	407,659	—	200	407,859
Other comprehensive loss	—	—	—	—	—	(75,685)	—	(75,685)
Repurchases of ordinary shares	(396)	(74,821)	—	—	23,580	—	—	(51,241)
Equity compensation programs and other	803	58,421	—	—	—	—	—	58,421
Cash dividends – $1.45 per ordinary share	—	—	—	—	(123,034)	—	—	(123,034)
Distributions to noncontrolling interest holders	—	—	—	—	—	—	(1,245)	(1,245)
Contributions from noncontrolling interest holders	—	—	—	—	—	—	6,050	6,050
Other changes in noncontrolling interest	—	—	—	—	—	—	(145)	(145)
Balance at March 31, 2020 (as adjusted)*	84,924	$ 1,982,164	—	$ —	$ 1,658,661	$ (235,463)	$ 12,848	$ 3,418,210
Comprehensive income:								
Net income	**—**	**—**	**—**	**—**	**397,400**	**—**	**(530)**	**396,870**
Other comprehensive income	**—**	**—**	**—**	**—**	**—**	**174,220**	**—**	**174,220**
Repurchases of ordinary shares	**(127)**	**(31,830)**	**—**	**—**	**17,184**	**—**	**—**	**(14,646)**
Equity compensation programs and other	**556**	**52,491**	**—**	**—**	**—**	**—**	**—**	**52,491**
Cash dividends – $1.57 per ordinary share	**—**	**—**	**—**	**—**	**(133,837)**	**—**	**—**	**(133,837)**
Distributions to noncontrolling interest holders	**—**	**—**	**—**	**—**	**—**	**—**	**(4,179)**	**(4,179)**
Contributions from noncontrolling interest holders	**—**	**—**	**—**	**—**	**—**	**—**	**2,258**	**2,258**
Other changes in noncontrolling interest	**—**	**—**	**—**	**—**	**—**	**—**	**81**	**81**
Balance at March 31, 2021	**85,353**	**$ 2,002,825**	**—**	**$ —**	**$ 1,939,408**	**$ (61,243)**	**$ 10,478**	**$ 3,891,468**

*Certain amounts have been adjusted to reflect the change in inventory accounting method, as described in Note 1 to our Consolidated Financial Statements.

See notes to consolidated financial statements.

(dollars in thousands, except per share amounts and as noted)

1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations. STERIS plc is a leading provider of infection prevention and other procedural products and services. WE HELP OUR CUSTOMERS CREATE A HEALTHIER AND SAFER WORLD by providing innovative healthcare and life science products and services around the globe. We offer our Customers a unique mix of innovative consumable products, such as detergents, gastrointestinal ("GI") endoscopy accessories, barrier product solutions, and other products and services, including: equipment installation and maintenance, microbial reduction of medical devices, instrument and scope repair solutions, laboratory testing services, on-site and off-site reprocessing, and capital equipment products, such as sterilizers and surgical tables, and connectivity solutions such as operating room (“OR”) integration.

We operate and report in three reportable business segments: Healthcare, Applied Sterilization Technologies and Life Sciences. We describe our business segments in Note 11 to our consolidated financial statements titled, "Business Segment Information."

Our fiscal year ends on March 31. References in this Annual Report to a particular "year," "fiscal," "fiscal year," or "year-end" mean our fiscal year. The significant accounting policies applied in preparing the accompanying consolidated financial statements of the Company are summarized below.

Principles of Consolidation. We use the consolidation method to report our investment in our subsidiaries. Therefore, the accompanying consolidated financial statements include the accounts of the Company and its wholly-owned and majority-owned subsidiaries. We eliminate inter-company accounts and transactions when we consolidate these accounts. Investments in equity of unconsolidated affiliates, over which the Company has significant influence, but not control, over the financial and operating polices, are accounted for primarily using the equity method. These investments are immaterial to the Company's Consolidated Financial Statements.

Use of Estimates. We make certain estimates and assumptions when preparing financial statements according to U.S. GAAP that affect the reported amounts of assets and liabilities at the financial statement dates and the reported amounts of revenues and expenses during the periods presented. These estimates and assumptions involve judgments with respect to many factors that are difficult to predict and are beyond our control. Actual results could be materially different from these estimates. We revise the estimates and assumptions as new information becomes available.

Cash Equivalents and Supplemental Cash Flow Information. Cash equivalents are all highly liquid investments with a maturity of three months or less when purchased. We invest our excess cash in short-term instruments including money market funds and time deposits with major banks and financial institutions. We select investments in accordance with the criteria established in our investment policy. Our investment policy specifies, among other things, maturity, credit quality and concentration restrictions with the objective of preserving capital and maintaining adequate liquidity.

Information supplementing our Consolidated Statements of Cash Flows is as follows:

Years Ended March 31,	2021	2020	2019
Cash paid during the year for:			
Interest	**$ 36,257**	$ 38,021	$ 44,118
Income taxes	**109,646**	92,462	64,668
Cash received during the year for income tax refunds	**4,631**	4,378	2,189

Revenue Recognition and Associated Liabilities. We adopted Accounting Standards Update ("ASU") 2014-09 “Revenue from Contracts with Customers” and the subsequently issued amendments on April 1, 2018. At the time of adoption, certain of our capital equipment contracts were comprised of a single integrated performance obligation, which resulted in the deferral of the corresponding capital equipment revenue and cost of revenues until installation was complete. Since the adoption of the standard, there have been changes made in our selling philosophy, product architecture, and manufacturing processes with respect to this product line, that impact whether the promises to transfer the individual goods or services to the Customer are separately identifiable from other promises in the contract. After review of these changes, we have concluded that these contracts consist of multiple performance obligations that are capable of being distinct and meet the criteria for revenue to be recognized when the Customer obtains control of the asset, which is upon delivery of each performance obligation. Revenues and costs of revenues related to these contracts totaling $14,609 and $7,560, respectively, that had previously been deferred were recognized in our fiscal 2021 first quarter.

Revenue is recognized when obligations under the terms of the contract are satisfied and control of the promised products or services have transferred to the Customer. Revenues are measured at the amount of consideration that we expect to be paid in exchange for the products or services. Product revenue is recognized when control passes to the Customer, which is generally based on contract or shipping terms. Service revenue is recognized when the Customer benefits from the service, which occurs either upon completion of the service or as it is provided to the Customer. Our Customers include end users as well as dealers and distributors who market and sell our products. Our revenue is not contingent upon resale by the dealer or distributor, and we have no further obligations related to bringing about resale. Our standard return and restocking fee policies are applied to sales of products. Shipping and handling costs charged to Customers are included in Product revenues. The associated expenses are treated as fulfillment costs and are included in Cost of revenues. Revenues are reported net of sales and value-added taxes collected from Customers.

We have individual Customer contracts that offer discounted pricing. Dealers and distributors may be offered sales incentives in the form of rebates. We reduce revenue for discounts and estimated returns, rebates, and other similar allowances in the same period the related revenues are recorded. The reduction in revenue for these items is estimated based on historical experience and trend analysis to the extent that it is probable that a significant reversal of revenue will not occur. Estimated returns are recorded gross on the Consolidated Balance Sheets.

In transactions that contain multiple performance obligations, such as when products, maintenance services, and other services are combined, we recognize revenue as each product is delivered or service is provided to the Customer. We allocate the total arrangement consideration to each performance obligation based on its relative standalone selling price, which is the price for the product or service when it is sold separately.

Payment terms vary by the type and location of the Customer and the products or services offered. Generally, the time between when revenue is recognized and when payment is due is not significant. We do not evaluate whether the selling price contains a financing component for contracts that have a duration of less than one year.

We do not capitalize sales commissions as substantially all of our sales commission programs have an amortization period of one year or less.

Certain costs to fulfill a contract are capitalized and amortized over the term of the contract if they are recoverable, directly related to a contract and generate resources that we will use to fulfill the contract in the future. At March 31, 2021, assets related to costs to fulfill a contract were not material to our Consolidated Financial Statements.

Refer to Note 11, titled "Business Segment Information" for disaggregation of revenue.

Product Revenues

Product revenues consist of revenues generated from sales of consumables and capital equipment. These contracts are primarily based on a Customer’s purchase order and may include a Distributor, Dealer or Group Purchasing Organization ("GPO") agreement. We recognize revenue for sales of product when control passes to the Customer, which generally occurs either when the products are shipped or when they are received by the Customer. Revenue related to capital equipment products is deferred until installation is complete if the capital equipment and installation are highly integrated and form a single performance obligation.

Service Revenues

Within our Healthcare and Life Sciences segments, service revenues consist of revenue generated from parts and labor associated with the maintenance, repair and installation of capital equipment. These contracts are primarily based on a Customer’s purchase order and may include a Distributor, Dealer, or Group Purchasing Organization ("GPO") agreement. For maintenance, repair and installation of capital equipment, revenue is recognized upon completion of the service. Healthcare service revenues also include outsourced reprocessing services and instrument repairs. Contracts for outsourced reprocessing services are primarily based on an agreement with a Customer, ranging in length from several months to 15 years. Outsourced reprocessing services revenue is recognized ratably over the contract term using a time-based input measure, adjusted for volume and other performance metrics, to the extent that it is probable that a significant reversal of revenue will not occur. Contracts for instrument repairs are primarily based on a Customer’s purchase order, and the associated revenue is recognized upon completion of the repair.

We also offer preventive maintenance and separately priced extended warranty agreements to our Customers, which require us to maintain and repair our products over the duration of the contract. Generally, these contract terms are cancellable without penalty and range from one to five years. Amounts received under these Customer contracts are initially recorded as a service liability and are recognized as service revenue ratably over the contract term using a time-based input measure.

Within our Applied Sterilization Technologies segment, service revenues include contract sterilization and laboratory services. Sales contracts for contract sterilization and laboratory services are primarily based on a Customer’s purchase order and associated Customer agreement and revenues are generally recognized upon completion of the service.

Payments received from Customers are based on invoices or billing schedules as established in contracts with Customers. Deferred revenue is recorded when payment is received in advance of performance under the contract. Deferred revenue is recognized as revenue upon completion of the performance obligation, which generally occurs within one year. During fiscal 2021, we recognized revenue of $42,618 that was included in our contract liability balance at the beginning of the period. During fiscal 2020, we recognized revenue of $48,602 that was included in our contract liability balance at the beginning of the period.

Refer to Note 7, titled "Additional Consolidated Balance Sheet Information" for Deferred revenue balances.

Service Liabilities

Payments received in advance of performance for cancelable preventative maintenance and separately priced extended warranty contracts are recorded as service liabilities. Service liabilities are recognized as revenue as performance is rendered under the contract. Prior to the adoption of Accounting Standards Codification ("ASC") 606, these amounts were included in Deferred revenues.

Refer to Note 7, titled "Additional Consolidated Balance Sheet Information" for Service liability balances.

Remaining Performance Obligations

Remaining performance obligations reflect only the performance obligations related to agreements for which we have a firm commitment from a Customer to purchase, and exclude variable consideration related to unsatisfied performance obligations. With regard to products, these remaining performance obligations include capital equipment and consumable orders which have not shipped. With regard to service, these remaining performance obligations primarily include installation, certification, and outsourced reprocessing services. As of March 31, 2021, the transaction price allocated to remaining performance obligations was approximately $1,058,768. We expect to recognize approximately 51% of the transaction price within one year and approximately 40% beyond one year. The remainder has yet to be scheduled for delivery.

Accounts Receivable. Accounts receivable are presented at their face amount, less allowances for sales returns and uncollectible accounts. Accounts receivable consist of amounts billed and currently due from Customers and amounts earned but unbilled. We generally obtain and perfect security interest in products sold in the United States when we have a concern with the Customer's risk profile.

We maintain an allowance for uncollectible accounts receivable for estimated losses in the collection of amounts owed by Customers. We estimate the allowance based on analyzing a number of factors, including amounts written off historically, Customer payment practices, and general economic conditions. We also analyze significant Customer accounts on a regular basis and record a specific allowance when we become aware of a specific Customer’s inability to pay. As a result, the related accounts receivable are reduced to an amount that we reasonably believe is collectible.

We maintain an allowance for sales returns based upon known returns and estimated returns for both capital equipment and consumables. We estimate returns of capital equipment and consumables based upon recent historical experience.

Inventories, net. Inventories are stated at the lower of their cost and net realizable value determined by the first-in, first-out (“FIFO”) cost method. Inventory costs include material, labor, and overhead.

We review inventory on an ongoing basis, considering factors such as deterioration, obsolescence, and other items. We record an allowance for estimated losses when the facts and circumstances indicate that particular inventories will not be usable. If future market conditions vary from those projected, and our estimates prove to be inaccurate, we may be required to write-down inventory values and record an adjustment to cost of revenues.

Property, Plant, and Equipment. Our property, plant, and equipment consists of land and land improvements, buildings and leasehold improvements, machinery and equipment, information systems, radioisotope (cobalt-60), and construction in progress. Property, plant, and equipment are presented at cost less accumulated depreciation and depletion. We capitalize additions and improvements. Repairs and maintenance are charged to expense as they are incurred.

(dollars in thousands, except per share amounts and as noted)

Land is not depreciated and construction in progress is not depreciated until placed in service. Depreciation of most assets is computed on the cost less the estimated salvage value by using the straight-line method over the estimated remaining useful lives. Depletion of radioisotope is computed using the annual decay factor of the material, which is similar to the sum-of-the-years-digits method.

We generally depreciate or deplete property, plant, and equipment over the useful lives presented in the following table:

Asset Type	Useful Life (years)
Land improvements	3-40
Buildings and leasehold improvements	2-50
Machinery and equipment	2-20
Information Systems	2-20
Radioisotope (cobalt-60)	20

When we sell, retire, or dispose of property, plant, and equipment, we remove the asset's cost and accumulated depreciation from our Consolidated Balance Sheet. We recognize the net gain or loss on the sale or disposition in the Consolidated Statements of Income in the period when the transaction occurs.

Interest. We capitalize interest costs incurred during the construction of long-lived assets. We capitalized interest costs of $1,998 and $428 for the years ended March 31, 2021 and 2020, respectively. Total interest expense for the years ended March 31, 2021, 2020, and 2019 was $37,180, $40,279, and $45,015, respectively.

Identifiable Intangible Assets. Our identifiable intangible assets include product technology rights, trademarks, licenses, and Customer and vendor relationships. We record these assets at cost, or when acquired as part of a business acquisition, at estimated fair value. Determining the fair value of identifiable intangible requires management's judgment and often involves the use of significant estimates and assumptions, including assumptions with respect to forecasted revenue growth rates, forecasted profit margins, and customer attrition rates, among other items. We generally amortize identifiable intangible assets over periods ranging from 5 to 20 years using the straight-line method. Our intangible assets also include indefinite lived assets including certain trademarks and tradenames that were acquired in connection with business combinations. These assets are tested at least annually for impairment.

Investments. Investments in marketable securities are stated at fair value and are included in "Other assets" on the Consolidated Balance Sheets. Following the fiscal 2019 adoption of ASU 2016-01, "Financial Instruments - Overall - Recognition and Measurement of Financial Assets and Liabilities, changes in the fair value of these investments are recorded in the "Interest income and miscellaneous expense line" of the Consolidated Statement of Income.

Asset Impairment Losses. Property, plant, equipment, and identifiable intangible assets are reviewed for impairment when indicators of impairment exist and circumstances indicate that the carrying value of such assets may not be recoverable. Impaired assets are recorded at the lower of carrying value or estimated fair value. We monitor for such indicators on an ongoing basis and if an impairment exists, we record the loss in the Consolidated Statements of Income during that period.

Asset Retirement Obligations. We incur retirement obligations for certain assets. We record initial liabilities for the asset retirement obligations ("ARO") at fair value. Recognition of ARO includes: estimating the present value of a liability and offsetting asset, the subsequent accretion of that liability and depletion of the asset, and a periodic review of the ARO liability estimates and discount rates used in the analysis. We provide additional information about our asset retirement obligations in Note 5 to our consolidated financial statements titled, "Property, Plant and Equipment."

Acquisitions of Business. Assets acquired and liabilities assumed in a business combination are accounted for at fair value on the date of acquisition. Costs related to the acquisition are expensed as incurred.

Goodwill. We perform our annual impairment test for goodwill in the third quarter of each year. We may consider qualitative indicators of the fair value of a reporting unit when it is unlikely that a reporting unit has impaired goodwill. We may also utilize a discounted cash flow analysis that requires certain assumptions and estimates be made regarding market conditions and our future profitability. We review the book value compared to the fair value at the reporting unit level. We calculate the fair value of our reporting units based on the present value of estimated future cash flows. Management's judgment is necessary to evaluate the impact of operating and macroeconomic changes and to estimate future cash flows to measure fair value. Assumptions used in our impairment evaluations, such as forecasted growth rates and cost of capital, are consistent with internal projections, strategic plans, and operating plans. We believe such assumptions and estimates are also comparable to those that would be used by other market place participants.

Self-Insurance Liabilities. We record a liability for self-insured risks that we retain for general and product liabilities, workers' compensation, and automobile liabilities based on actuarial calculations. We use our historical loss experience and actuarial methods to calculate the liability. This liability includes estimates for both losses and incurred but not reported claims. We review the assumptions used to calculate the estimated liability at least annually to evaluate the adequacy of the amount recorded. We maintain insurance policies to cover losses greater than our estimated liability, which are subject to the terms and conditions of those policies. We are also self-insured for certain employee medical claims. We estimate a liability for incurred but not reported claims based upon recent claims experience.

Benefit Plans. We sponsor defined benefit pension plans. We also sponsor a post-retirement benefits plan for certain former employees. We determine our costs and obligations related to these plans by evaluating input from third-party professional advisers. These costs and obligations are affected by assumptions including the discount rate, expected long-term rate of return on plan assets, the annual rate of change in compensation for eligible employees, estimated changes in costs of healthcare benefits, and other factors. We review the assumptions used on an annual basis.

We recognize an asset for the overfunded status or a liability for the underfunded status of defined benefit pension and post-retirement benefits plans in our consolidated balance sheets. This amount is measured as the difference between the fair value of plan assets and the benefit obligation (the projected benefit obligation for pension plans and the accumulated post-retirement benefit obligation for other post-retirement benefit plans). Changes in the funded status of the plans are recorded in other comprehensive income in the year they occur. We measure plan assets and obligations as of the balance sheet date. We provide additional information about our pension and other post-retirement benefits plans in Note 9 to our consolidated financial statements titled, "Benefit Plans."

Fair Value of Financial Instruments. Except for long-term debt, our financial instruments are highly liquid or have short-term maturities. We provide additional information about the fair value of our financial instruments in Note 17 titled, "Fair Value Measurements."

Foreign Currency Translation. Most of our operations use their local currency as their functional currency. Financial statements of subsidiaries are translated into U.S. dollars using the exchange rate at each balance sheet date for assets and liabilities and a weighted average exchange rate for each period for revenues, expenses, gains and losses. Translation adjustments for subsidiaries whose local currency is their functional currency are recorded as a component of accumulated other comprehensive income (loss) within equity. Transaction gains and losses resulting from fluctuations in currency exchange rates on transactions denominated in currencies other than the functional currency are recognized as incurred in the accompanying Consolidated Statement of Income, except for certain inter-company balances designated as long-term in nature.

Forward and Swap Contracts. We enter into foreign currency forward contracts to hedge assets and liabilities denominated in foreign currencies, including inter-company transactions.We may also enter into commodity swap contracts to hedge price changes in nickel that impact raw materials included in our cost of revenues. We may also hold forward foreign exchange contracts to hedge a portion of our expected non-U.S. dollar denominated earnings against our reporting currency, the U.S. dollar. We do not use derivative financial instruments for speculative purposes. These contracts are marked to market, with gains and losses recognized within "Selling, general, and administrative expenses" or "Cost of revenues" in the accompanying Consolidated Statements of Income.

Warranty. Warranties are provided on the sale of certain of our products and services and an accrual for estimated future claims is recorded at the time revenue is recognized. We estimate warranty expense based primarily on historical warranty claim experience.

Shipping and Handling. We record shipping and handling costs in costs of revenues. Shipping and handling costs charged to Customers are recorded as revenues in the period the product revenues are recognized.

Advertising Expenses. Costs incurred for communicating, advertising and promoting our products are generally expensed when incurred as a component of Selling, General and Administrative Expense. We incurred $6,795, $12,652, and $10,691 of advertising costs during the years ended March 31, 2021, 2020, and 2019, respectively.

Research and Development. We incur research and development costs associated with commercial products and expense these costs as incurred. If a Customer reimburses us for research and development costs, the costs are charged to the related contracts as costs of revenues.

Income Taxes. We defer income taxes for all temporary differences between pre-tax financial and taxable income and between the book and tax basis of assets and liabilities. We record valuation allowances to reduce net deferred tax assets to an amount that we expect will more-likely-than-not be realized. In making such a determination, we consider all available information, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies, and if applicable, any carryback claims that can be filed. In the event we were to determine that we would be able to realize our deferred income tax assets in the future in excess of their net recorded amount, we would make an adjustment to the valuation allowance which would reduce the provision for income taxes and the effective tax rate.

We evaluate uncertain tax positions in accordance with a two-step process. The first step is recognition: The determination of whether or not it is more-likely-than-not that a tax position will be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. In evaluating whether a tax position has met the more-likely-than-not recognition threshold, we presume that the position will be examined by the appropriate tax authority and that the tax authority will have full knowledge of all relevant information. The second step is measurement: A tax position that meets the more-likely-than-not threshold is measured to determine the amount of benefit to recognize in the financial statements. The measurement process requires the determination of the range of possible settlement amounts and the probability of achieving each of the possible settlements. The tax position is measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. No tax benefits are recognized for positions that do not meet the more-likely-than-not threshold. Tax positions that previously failed to meet the more-likely-than-not threshold are recognized in the first subsequent financial reporting period in which that threshold is met. Previously recognized tax positions that no longer meet the more-likely-than-not recognition threshold are derecognized in the first subsequent financial reporting period in which the threshold is no longer met. We describe income taxes further in Note 8 to our consolidated financial statements titled, “Income Taxes.”

Share-Based Compensation. We describe share-based compensation in Note 14 to our consolidated financial statements titled, “Share-Based Compensation.” We measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award. We record liability awards at fair value each reporting period and the change in fair value is reflected as share-based compensation expense in our Consolidated Statements of Income. The expense is classified as cost of goods sold, selling, general and administrative expenses or research and development expenses in a manner consistent with the employee’s compensation and benefits. These costs are recognized in the Consolidated Statement of Income over the period during which an employee is required to provide service in exchange for the award.

Restructuring. We recognize restructuring expenses as incurred. Asset impairment and accelerated depreciation expenses primarily relate to inventory write-downs for rationalized products and adjustments in the carrying value of the related facilities and machinery and equipment to their estimated fair value. In addition, the remaining useful lives of other property, plant, and equipment associated with the related operations are reevaluated based on the respective restructuring plan, which may result in the acceleration of depreciation and amortization of certain assets.

(dollars in thousands, except per share amounts and as noted)

Recently Issued Accounting Standards Impacting the Company

Recently Issued Accounting Standards Impacting the Company are presented in the following table:

Standard	Date of Issuance	Description	Date of Adoption	Effect on the financial statements or other significant matters
Standards that have been adopted in fiscal 2021				
ASU 2016-13, "Measurement of Credit Losses on Financial Instruments"	June 2016	The standard required a financial asset (or group of financial assets) measured at amortized cost to be presented at the net amount expected to be collected. The allowance for credit losses is a valuation account that is deducted from the amortized cost basis of the financial asset(s) to present the net carrying value at the amount expected to be collected on the financial asset. Credit losses relating to available-for-sale debt securities should be recorded through an allowance for credit losses. The standard was effective for annual periods beginning after December 15, 2019.	First Quarter Fiscal 2021	We adopted this standard effective April 1, 2020 with no material impact to our consolidated financial statements.
ASU 2018-13 "Fair Value Measurement (Topic 820) Disclosure Framework- Changes to Disclosure Requirements for Fair Value Measurement”	August 2018	The standard modified the disclosure requirements by adding, removing, and modifying certain required disclosures for fair value measurements for assets and liabilities disclosed within the fair value hierarchy. The standard was effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019.	First Quarter Fiscal 2021	We adopted this standard effective April 1, 2020 with no material impact on our consolidated financial statements as it modifies disclosure requirements only.
ASU 2018-14 "Compensation- Retirement Benefits - Defined Benefit Plans- General Topic (715-20): Disclosure Framework- Changes to the Disclosure Requirements for Defined Benefit Plans"	August 2018	The standard modified the disclosure requirements by adding, removing, and modifying certain required disclosures for employers that sponsor defined benefit pension or other post-retirement benefit plans. The standard also clarified disclosure requirements for defined benefit pension plans relating to the projected benefit obligation and accumulated benefit obligation. The standard was effective for fiscal years ending after December 15, 2019.	First Quarter Fiscal 2021	We adopted this standard effective April 1, 2020 with no material impact on our consolidated financial statements as it modifies disclosure requirements only.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(dollars in thousands, except per share amounts and as noted)

Standard	Date of Issuance	Description	Date of Adoption	Effect on the financial statements or other significant matters
Standards that have been adopted in fiscal 2021				
ASU 2018-15 "Intangibles-Goodwill and Other- Internal Use Software (Subtopic 350-40): Customer’s Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement that is a Service Contract"	August 2018	The standard aligned the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. The standard was effective for fiscal years beginning after December 15, 2019.	First Quarter Fiscal 2021	We adopted this standard on April 1, 2020 using the prospective method. The adoption of this standard did not have a material impact on our consolidated financial statements and disclosures.
ASU 2020-04 "Reference Rate Reform (Topic 848)"	March 2020	The standard provides optional expedients and exceptions for applying generally accepted accounting principles to contracts, hedging relationships, and other transactions affected by reference rate reform if certain criteria are met. The standard is effective for all entities as of March 12, 2020 through December 31, 2022.	Fourth Quarter Fiscal 2021	We adopted the standard effective January 1, 2021. The adoption of this standard did not have a material impact on our consolidated financial statements and disclosures.

Standard	Date of Issuance	Description	Date of Adoption	Effect on the financial statements or other significant matters
Standards that have not yet been adopted				
ASU 2019-12 "Income Taxes (Topic 740)"	December 2019	The standard provides final guidance that simplifies the accounting for income taxes by eliminating certain exceptions to the guidance in ASC 740 related to the approach for intra-period tax allocation, the methodology for calculating income taxes in an interim period and the recognition of deferred tax liabilities for outside basis differences. The guidance simplifies accounting for franchise taxes and enacted changes in tax laws or rates and clarifies the accounting for transactions that result in a step-up in the tax basis of goodwill. The standard is effective for fiscal years beginning after December 15, 2020 and early adoption is permitted.	N/A	We are in the process of evaluating the impact that the standard will have on our consolidated financial statements.

(dollars in thousands, except per share amounts and as noted)

Standard	Date of Issuance	Description	Date of Adoption	Effect on the financial statements or other significant matters
Standards that have not yet been adopted				
ASU 2020-06 "Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity’s Own Equity (Subtopic 815-40)"	August 2020	This standard simplifies the accounting for convertible instruments and its application of the derivatives scope exception for contracts in an entity’s own equity. The standard reduces the number of accounting models that require separating embedded conversion features from convertible instruments. As a result, only conversion features accounted for under the substantial premium model and those that require bifurcation will be accounted for separately. For contracts in an entity’s own equity, the new standard eliminates some of the current requirements for equity classification. The standard also addresses how convertible instruments are accounted for in the diluted earnings per share calculation and requires enhanced disclosures about the terms of convertible instruments and contracts in an entity’s own equity. The standard is effective for annual periods beginning after December 15, 2021 and interim periods within that year. Early adoption is permitted for annual periods beginning after December 15, 2020 and interim periods within that year.	N/A	The adoption of the standard may have a material effect on our consolidated financial statements after the acquisition of Cantel Medical Corp.

Change in accounting principle. In the fourth quarter of fiscal 2021, we voluntarily changed our method of inventory costing for certain of our inventories from the last in first out ("LIFO") method to the first in first out ("FIFO") method. We believe that the FIFO method of inventory costing is preferable to the LIFO method because it improves comparability to our peers, more closely resembles the physical flow of our inventory and aligns with how we manage the business. Prior to the change in method, inventories valued on the LIFO cost method were approximately 25% of our total inventories.

The effects of the change in accounting principle from LIFO to FIFO have been retrospectively applied to all periods presented. As a result of the retrospective application of the change in accounting principle, certain financial statement line items in the Company’s Consolidated Balance Sheets as of March 31, 2020, and the Consolidated Statements of Income, Comprehensive Income, Cash Flows and Shareholders’ Equity for the years ended March 31, 2020 and 2019 were adjusted as necessary. As a result of the accounting change, retained earnings as of March 31, 2018, was increased by $11,762, which is reflected as a cumulative change in accounting principle in the Consolidated Statements of Shareholders’ Equity.

The following table reflects the effect of the change in the accounting principle on the fiscal 2021 Consolidated Financial Statements:

(dollars in thousands, except per share amounts and as noted)

For the year ended March 31, 2021	As computed under LIFO	As reported under FIFO	Effect of change
Consolidated Statements of Income			
Cost of revenues:			
Product	$ 767,102	**$ 765,076**	$ (2,026)
Cost of revenues	1,766,445	**1,764,419**	(2,026)
Gross profit	1,341,074	**1,343,100**	2,026
Income from operations	546,342	**548,368**	2,026
Income before income tax expense	515,507	**517,533**	2,026
Income tax (benefit) expense	120,152	**120,663**	511
Net income	395,355	**396,870**	1,515
Net income attributable to shareholders	395,885	**397,400**	1,515
Net income per share attributable to shareholders:			
Basic	$ 4.63	**$ 4.66**	$ 0.03
Diluted	$ 4.60	**$ 4.63**	$ 0.03

For the year ended March 31, 2021	As computed under LIFO	As reported under FIFO	Effect of change
Consolidated Statements of Comprehensive Income			
Net income	$ 395,355	**$ 396,870**	$ 1,515
Net income attributable to shareholders	395,885	**397,400**	1,515
Comprehensive income attributable to shareholders	570,105	**571,620**	1,515

As of March 31, 2021	As computed under LIFO	As reported under FIFO	Effect of change
Consolidated Balance Sheets			
Inventories, net	$ 297,088	**$ 315,067**	$ 17,979
Accrued income taxes	25,528	**27,561**	2,033
Deferred income taxes, net	239,198	**236,860**	(2,338)
Retained earnings	1,957,387	**1,939,408**	(17,979)

As of March 31, 2021	As computed under LIFO	As reported under FIFO	Effect of change
Consolidated Statement of Cash Flows			
Net income	$ 395,355	**$ 396,870**	$ 1,515
Changes in operating assets and liabilities, net of effects of acquisitions:			
Inventories, net	21,748	**3,769**	(17,979)
Accruals and other, net	(10,652)	**9,916**	20,568
Deferred income taxes	8,344	**4,240**	(4,104)

The following tables reflect the impact to the financial statement line items that result from the change in accounting principle on the prior periods presented in the accompanying financial statements.

(dollars in thousands, except per share amounts and as noted)

Consolidated Statements of Income	Year ended March 31, 2020			Year ended March 31, 2019		
	Previously reported	As adjusted	Adjustments	Previously reported	As adjusted	Adjustments
Cost of revenues:						
Product	$ 750,202	**$ 750,129**	$ (73)	$ 702,295	**$ 702,736**	$ 441
Cost of revenues	1,710,972	**1,710,899**	(73)	1,606,743	**1,607,184**	441
Gross profit	1,319,923	**1,319,996**	73	1,175,427	**1,174,986**	(441)
Income from operations	536,973	**537,046**	73	411,465	**411,024**	(441)
Income before income tax expense	498,681	**498,754**	73	369,470	**369,029**	(441)
Income tax expense (benefit)	90,876	**90,895**	19	64,394	**64,283**	(111)
Net income	407,805	**407,859**	54	305,076	**304,746**	(330)
Net income attributable to shareholders	407,605	**407,659**	54	304,051	**303,721**	(330)
Net income per share attributable to shareholders:						
Basic	$ 4.81	**$ 4.81**	$ —	$ 3.59	**$ 3.59**	$ —
Diluted	$ 4.76	**$ 4.76**	$ —	$ 3.56	**$ 3.55**	$ (0.01)

Consolidated Statements of Comprehensive Income	Year ended March 31, 2020			Year ended March 31, 2019		
	Previously reported	As adjusted	Adjustments	Previously reported	As adjusted	Adjustments
Net income	$ 407,805	**$ 407,859**	$ 54	$ 305,076	**$ 304,746**	$ (330)
Net income attributable to shareholders	407,605	**407,659**	54	304,051	**303,721**	(330)
Comprehensive income attributable to shareholders	331,920	**331,974**	54	134,558	**134,228**	(330)

Consolidated Balance Sheets	Year ended March 31, 2020			Year ended March 31, 2019		
	Previously reported	As adjusted	Adjustments	Previously reported	As adjusted	Adjustments
Inventories, net	$ 248,259	**$ 263,544**	$ 15,285	$ 208,243	**$ 223,455**	$ 15,212
Deferred income taxes, net	160,270	**164,069**	3,799	151,038	**154,818**	3,780
Retained earnings	1,647,175	**1,658,661**	11,486	1,339,024	**1,350,456**	11,432

Consolidated Statement of Cash Flows	Year ended March 31, 2020			Year ended March 31, 2019		
	Previously reported	As adjusted	Adjustments	Previously reported	As adjusted	Adjustments
Net income	$ 407,805	**$ 407,859**	$ 54	$ 305,076	**$ 304,746**	$ (330)
Changes in operating assets and liabilities, net of effects of acquisitions:						
Deferred income taxes	9,423	**9,442**	19	(6,511)	**(6,622)**	(111)
Inventories, net	(39,067)	**(39,140)**	(73)	(14,617)	**(14,176)**	441

(dollars in thousands, except per share amounts and as noted)

Fiscal 2021 Selected Data (Unaudited)	First Quarter			Second Quarter		
	Previously reported	As adjusted	Adjustments	Previously reported	As adjusted	Adjustments
Cost of revenues:						
Product	$ 156,555	**$ 154,739**	$ (1,816)	$ 175,798	**$ 175,798**	**$ —**
Cost of revenues	383,364	**381,548**	(1,816)	426,095	**426,095**	**—**
Gross profit	285,568	**287,384**	1,816	330,037	**330,037**	**—**
Income from operations	114,001	**115,817**	1,816	141,263	**141,263**	**—**
Income before income tax expense	106,798	**108,614**	1,816	133,786	**133,786**	**—**
Income tax expense (benefit)	18,674	**19,082**	408	27,778	**27,778**	**—**
Net income	88,124	**89,532**	1,408	106,008	**106,008**	**—**
Net income attributable to shareholders	88,190	**89,598**	1,408	105,858	**105,858**	**—**
Net income per share attributable to shareholders:						
Basic	$ 1.04	**$ 1.05**	$ 0.01	$ 1.24	**$ 1.24**	**$ —**
Diluted	$ 1.03	**$ 1.05**	$ 0.02	$ 1.23	**$ 1.23**	**$ —**

	Third Quarter			Fourth Quarter		
	Previously reported	As adjusted	Adjustments	As reported	As computed under LIFO	Adjustments
Cost of revenues:						
Product	$ 202,881	**$ 202,881**	**$ —**	**$ 231,658**	$ 231,868	$ 210
Cost of revenues	463,063	**463,063**	**—**	**493,713**	493,923	210
Gross profit	345,861	**345,861**	**—**	**379,818**	379,608	(210)
Income from operations	147,030	**147,030**	**—**	**144,258**	144,048	(210)
Income before income tax expense	139,430	**139,430**	**—**	**135,703**	135,493	(210)
Income tax expense (benefit)	24,842	**24,842**	**—**	**48,961**	48,858	(103)
Net income	114,588	**114,588**	**—**	**86,742**	86,635	(107)
Net income attributable to shareholders	114,501	**114,501**	**—**	**87,443**	87,336	(107)
Net income per share attributable to shareholders:						
Basic	$ 1.34	**$ 1.34**	**$ —**	**$ 1.02**	$ 1.02	$ —
Diluted	$ 1.33	**$ 1.33**	**$ —**	**$ 1.02**	$ 1.01	$ 0.01

(dollars in thousands, except per share amounts and as noted)

Fiscal 2020 Selected Data (Unaudited)	First Quarter			Second Quarter		
	Previously reported	As adjusted	Adjustments	Previously reported	As adjusted	Adjustments
Cost of revenues:						
Product	$ 160,959	$ 159,912	$ (1,047)	$ 183,600	$ 183,600	$ —
Cost of revenues	390,960	389,913	(1,047)	418,173	418,173	—
Gross profit	305,843	306,890	1,047	318,667	318,667	—
Income from operations	110,088	111,135	1,047	126,733	126,733	—
Income before income tax expense	99,410	100,457	1,047	117,307	117,307	—
Income tax expense (benefit)	14,633	14,899	266	22,165	22,165	—
Net income	84,777	85,558	781	95,142	95,142	—
Net income attributable to shareholders	84,590	85,371	781	94,769	94,769	—
Net income per share attributable to shareholders:						
Basic	$ 1.00	$ 1.01	$ 0.01	$ 1.12	$ 1.12	$ —
Diluted	$ 0.99	$ 1.00	$ 0.01	$ 1.11	$ 1.11	$ —

	Third Quarter			Fourth Quarter		
	Previously reported	As adjusted	Adjustments	Previously reported	As adjusted	Adjustments
Cost of revenues:						
Product	$ 195,105	$ 195,105	$ —	$ 210,539	$ 211,513	$ 974
Cost of revenues	442,908	442,908	—	458,931	459,905	974
Gross profit	331,353	331,353	—	364,060	363,086	(974)
Income from operations	142,387	142,387	—	157,765	156,791	(974)
Income before income tax expense	133,952	133,952	—	148,012	147,038	(974)
Income tax expense (benefit)	29,285	29,285	—	24,793	24,546	(247)
Net income	104,667	104,667	—	123,219	122,492	(727)
Net income attributable to shareholders	104,930	104,930	—	123,316	122,589	(727)
Net income per share attributable to shareholders:						
Basic	$ 1.24	$ 1.24	$ —	$ 1.45	$ 1.44	$ (0.01)
Diluted	$ 1.23	$ 1.23	$ —	$ 1.44	$ 1.43	$ (0.01)

2. RESTRUCTURING

Fiscal 2019 Restructuring Plan. During the third quarter of fiscal 2019, we adopted and announced a targeted restructuring plan (the "Fiscal 2019 Restructuring Plan"), which included the closure of two manufacturing facilities, one in Brazil and one in England, as well as other actions including the rationalization of certain products. Fewer than 200 positions were eliminated. The Company relocated the production of certain impacted products to other existing manufacturing operations during fiscal 2020. These restructuring actions were designed to enhance profitability and improve efficiency.

Since inception of the Fiscal 2019 Restructuring Plan we have incurred pre-tax expenses totaling $40,822 related to these restructuring actions, of which $28,746 was recorded as restructuring expenses and $12,076 was recorded in cost of revenues, with a total of $33,862, $4,491 and $668 related to the Healthcare, Applied Sterilization Technologies and Life Sciences segments, respectively. Corporate related restructuring charges were $1,801. Additional restructuring expenses related to this plan are not expected to be material to our results of operations.

(dollars in thousands, except per share amounts and as noted)

The following table summarizes our total pre-tax restructuring expenses for fiscal 2021 and 2020:

Fiscal 2019 Restructuring Plan	Year Ended March 31, 2021	Year Ended March 31, 2020
Severance and other compensation related (credits) costs	**$ (298)**	$ 1,554
(Gain) on disposal of asset	**(3,779)**	(1,164)
Lease termination costs and other	**1,163**	283
Product rationalization [1]	**(115)**	2,470
Total restructuring expenses (credit)	**$ (3,029)**	$ 3,143

(1) Recorded in cost of revenues on the Consolidated Statements of Income.

Liabilities related to restructuring activities are recorded as current liabilities on the accompanying Consolidated Balance Sheets within “Accrued payroll and other related liabilities” and “Accrued expenses and other.” The following table summarizes our restructuring liability balances. The remaining liability balances at March 31, 2021 were not material.

Fiscal 2019 Restructuring Plan	March 31, 2019	Provisions	Payments /Impairments (1)	March 31, 2020
Severance and termination benefits	$ 4,102	$ 1,554	$ (4,659)	$ 997
Lease termination obligations and other	2,029	283	(2,292)	20
Total	$ 6,131	$ 1,837	$ (6,951)	$ 1,017

(1) Certain amounts reported include the impact of foreign currency movements relative to the U.S. dollar.

3. GOODWILL AND INTANGIBLE ASSETS

Changes to the carrying amount of goodwill for the years ended March 31, 2021 and 2020 were as follows:

	Healthcare Segment	Applied Sterilization Technologies Segment	Life Sciences Segment	Total
Balance at March 31, 2019	772,194	1,402,939	147,795	2,322,928
Goodwill acquired or allocated	66,586	7,945	—	74,531
Divestitures	(199)	—	—	(199)
Foreign currency translation adjustments and other	(11,315)	(30,622)	762	(41,175)
Balance at March 31, 2020	$ 827,266	$ 1,380,262	$ 148,557	$ 2,356,085
Goodwill acquired or allocated	**536,713**	**33,770**	**—**	**570,483**
Foreign currency translation adjustments and other	**20,784**	**78,207**	**490**	**99,481**
Balance at March 31, 2021	**$ 1,384,763**	**$ 1,492,239**	**$ 149,047**	**$ 3,026,049**

See Note 18, titled "Business Acquisitions and Divestitures", for additional information regarding our recent business acquisitions and divestitures.

We evaluate the recoverability of recorded goodwill amounts annually during the third fiscal quarter, or when evidence of potential impairment exists. As a result of our annual impairment review of goodwill for fiscal years 2021, 2020 and 2019, no indicators of impairment were identified.

(dollars in thousands, except per share amounts and as noted)

Information regarding our intangible assets is as follows:

	2021		2020	
March 31,	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Customer relationships	**$ 968,040**	**$ 291,802**	$ 614,162	$ 227,581
Non-compete agreements	**5,401**	**4,169**	4,646	4,012
Patents and technology	**318,424**	**171,952**	259,101	145,457
Trademarks and tradenames	**78,058**	**42,867**	62,543	39,942
Supplier relationships	**54,800**	**15,527**	54,800	12,787
Total	**$ 1,424,723**	**$ 526,317**	$ 995,252	$ 429,779

Certain trademarks and tradenames obtained as a result of business combinations are indefinite-lived assets. The approximate carrying value of these assets at March 31, 2021 and March 31, 2020 was $14,250 and $14,250, respectively. We evaluate our indefinite-lived intangible assets annually during the third quarter, or when evidence of potential impairment exists. No impairment was recognized for fiscal year 2021 or 2020. During the third quarter of fiscal 2019, management adopted a branding strategy that included phasing out the usage of a tradename associated with certain products in the Healthcare Products business segment. As a result, management recorded an impairment charge of $16,249, which is included within the Selling, general, and administrative line of the Consolidated Statements of Income. The remaining fair value of the asset was calculated using an income approach (the relief from royalty method). The remaining fair value was not material and will be amortized over the asset's remaining useful life. Fair value calculated using this approach is classified within Level 3 of the fair value hierarchy and requires several assumptions.

Total amortization expense for intangible assets was $86,512, $74,528, and $98,747 for the years ended March 31, 2021, 2020, and 2019, respectively. Based upon the current amount of intangible assets subject to amortization, the amortization expense for each of the five succeeding fiscal years is estimated to be as follows:

	2022	2023	2024	2025	2026
Estimated amortization expense	$ 95,231	$ 89,023	$ 82,842	$ 78,141	$ 69,442

The estimated annual amortization expense presented in the preceding table has been calculated based upon March 31, 2021 currency exchange rates.

4. INVENTORIES, NET

Components of our inventories are presented in the following table. The March 31, 2020 amounts have been adjusted to reflect the change in inventory accounting method, as described in Note 1 titled, "Nature of Operations and Summary of Significant Accounting Policies".

March 31,	2021	2020
		(as adjusted)
Raw materials	**$ 103,939**	$ 94,321
Work in process	**54,283**	35,643
Finished goods	**176,623**	149,729
Reserve for excess and obsolete inventory	**(19,778)**	(16,149)
Inventories, net	**$ 315,067**	$ 263,544

(dollars in thousands, except per share amounts and as noted)

5. PROPERTY, PLANT AND EQUIPMENT

Information related to the major categories of our depreciable assets is as follows:

March 31,	2021	2020
Land and land improvements [1]	$ **69,477**	$ 65,994
Buildings and leasehold improvements	**567,132**	531,267
Machinery and equipment	**779,044**	682,488
Information systems	**193,222**	181,112
Radioisotope	**565,681**	508,593
Construction in progress [1]	**211,381**	159,731
Total property, plant, and equipment	**2,385,937**	2,129,185
Less: accumulated depreciation and depletion	**(1,150,537)**	(1,017,330)
Property, plant, and equipment, net	$ **1,235,400**	$ 1,111,855

[1] Land is not depreciated. Construction in progress is not depreciated until placed in service.

Depreciation and depletion expense were $132,725, $122,707 and $127,174, for the years ended March 31, 2021, 2020, and 2019, respectively.

Asset Retirement Obligations

We provide contract sterilization services including Gamma irradiation which utilizes cobalt-60 in the form of cobalt pencils. We have incurred asset retirement obligations (ARO) associated with the future disposal of these assets once depleted. Recognition of ARO includes: the present value of a liability and offsetting asset, the subsequent accretion of that liability and depletion of the asset, and the periodic review of the ARO liability estimates and discount rates used in the analysis.

The following table summarizes the activity in the liability for asset retirement obligations.

	Asset Retirement Obligations
Balance at March 31, 2019	$ 12,386
Liabilities incurred during the period	94
Liabilities settled during the period	(168)
Accretion expense and change in estimate	453
Foreign currency and other	(251)
Balance at March 31, 2020	$ 12,514
Liabilities incurred during the period	**859**
Liabilities settled during the period	**(251)**
Accretion expense and change in estimate	**137**
Foreign currency and other	**71**
Balance at March 31, 2021	**$ 13,330**

6. DEBT

Indebtedness as of March 31, 2021 and 2020 was as follows:

	2021	2020
Revolving Credit Agreement	**$ 247,423**	$ 275,449
Private Placement	**860,308**	878,409
New Term Loan	**550,000**	—
Deferred Financing Fees	**(7,191)**	(3,337)
Total long term debt	**$ 1,650,540**	$ 1,150,521

On March 19, 2021, STERIS plc ("the Company"), STERIS Corporation, STERIS Limited (“Limited”), and STERIS Irish FinCo Unlimited Company ("FinCo", "STERIS Irish FinCo"), each as a borrower and guarantor, entered into a credit agreement with various financial institutions as lenders, and JPMorgan Chase Bank, N.A., as administrative agent (the “Revolving Credit Agreement”) providing for a $1,250,000 revolving credit facility (the “Revolver”), which replaced a prior revolving credit agreement.

The Revolver provides for revolving credit borrowings, swing line borrowings and letters of credit, with sublimits for swing line borrowings and letters of credit. The Revolver may be increased in specified circumstances by up to $625,000 in the discretion of the lenders. The Revolver matures on the date that is five years after March 19, 2021, and all unpaid borrowings, together with accrued and unpaid interest thereon, are repayable on that date. The Revolver bears interest from time to time, at either the Base Rate or the Eurocurrency Rate, as defined in and calculated under and as in effect from time to time under the Revolving Credit Agreement, plus the Applicable Margin, as defined in the Revolving Credit Agreement. The Applicable Margin is determined based on the Debt Rating of STERIS, as defined in the Credit Agreement. Base Rate Advances are payable quarterly in arrears and Eurocurrency Rate Advances are payable at the end of the relevant interest period therefor, but in no event less frequently than every three months. Swingline borrowings bear interest at a rate to be agreed by the applicable swingline lender and the applicable borrower, subject to a cap in the case of swingline borrowings denominated in U.S. Dollars equal to the Base Rate plus the Applicable Margin for Base Rate Advances plus the Facility Fee. Advances may be extended in U.S. Dollars or in specified alternative currencies.

On March 19, 2021, the Company, STERIS Corporation, Limited, and FinCo, each as a borrower and guarantor, entered into a term loan agreement with various financial institutions as lenders, and JPMorgan Chase Bank, N.A., as Administrative agent (the “Term Loan Agreement”) providing for a $550,000 term loan facility (the “Term Loan”), which replaced an existing term loan agreement, dated as of November 18, 2020 (the “Existing Term Loan Agreement”). The proceeds of the Term Loan were used to refinance the Existing Term Loan Agreement.

The Term Loan matures on the date that is five years after March 19, 2021 (the “Term Loan Closing Date”). No principal payments are due on the Term Loan for the period beginning from the first full fiscal quarter ended after the Term Loan Closing Date to and including the fourth full fiscal quarter ended after the Term Loan Closing Date. For the period beginning from the fifth full fiscal quarter ended after the Term Loan Closing Date to and including the twelfth full fiscal quarter ended after the Term Loan Closing Date, quarterly principal payments, each in the amount of 1.25% of the original principal amount of the Term Loan, are due on the last business day of each fiscal quarter. For the period beginning from the thirteenth full fiscal quarter ended after the Term Loan Closing Date through the maturity of the loan, quarterly principal payments, each in the amount of 1.875% of the original principal amount of the Term Loan, are due on the last business day of each fiscal quarter. The remaining unpaid principal is due and payable on the maturity date.

The Term Loan bears interest from time to time, at either the Base Rate or the Eurocurrency Rate, as defined in and calculated under and as in effect from time to time under the Term Loan Agreement, plus the Applicable Margin, as defined in the Term Loan Agreement. The Applicable Margin is determined based on the Debt Rating of the Company, as defined in the Term Loan Agreement. Base Rate Advances are payable quarterly in arrears and Eurocurrency Rate Advances are payable at the end of the relevant interest period therefor, but in no event less frequently than every three months.

Also on March 19, 2021, the Company, STERIS Corporation, Limited, and FinCo, each as a borrower and guarantor, entered into a delayed draw term loan agreement with various financial institutions as lenders, and JPMorgan Chase Bank, N.A., as administrative agent (the “Delayed Draw Term Loan Agreement”) providing for a delayed draw term loan facility of up to $750,000 (the “Delayed Draw Term Loan”) in connection with STERIS’s proposed acquisition of Cantel Medical Corp. (“Cantel”). The Delayed Draw Term Loan will be funded by the lenders upon the satisfaction of certain conditions, including the concurrent consummation of the acquisition (the “Acquisition Closing Date”). The proceeds of the Delayed Draw Term Loan are expected to be used, together with the proceeds from other new indebtedness, to fund the cash consideration for the acquisition, as well as for various other items.

The Delayed Draw Term Loan matures on the date that is five years after the Acquisition Closing Date. No principal payments are due on the Delayed Draw Term Loan for the period beginning from the first full fiscal quarter ended after the Acquisition Closing Date to and including the fourth full fiscal quarter ended after the Acquisition Closing Date. For the period beginning from the fifth full fiscal quarter ended after the Acquisition Closing Date to and including the twelfth full fiscal quarter ended after the Acquisition Closing Date, quarterly principal payments, each in the amount of 1.25% of the original principal amount of the Delayed Draw Term Loan, are due on the last business day of each fiscal quarter. For the period beginning from the thirteenth full fiscal quarter ended after the Acquisition Closing Date through the maturity of the loan, quarterly principal payments, each in the amount of 1.875% of the original principal amount of the Delayed Draw Term Loan, are due on the last business day of each fiscal quarter. The remaining unpaid principal is due and payable on the maturity date.

The Delayed Draw Term Loan bears interest from time to time, at either the Base Rate or the Eurocurrency Rate, as defined in and calculated under and as in effect from time to time under the Delayed Draw Term Loan Agreement, plus the

(dollars in thousands, except per share amounts and as noted)

Applicable Margin, as defined in the Delayed Draw Term Loan Agreement. The Applicable Margin is determined based on the Debt Rating of STERIS, as defined in the Delayed Draw Term Loan Agreement. Interest on borrowings made at the Base Rate (“Base Rate Advances”) is payable quarterly in arrears and interest on borrowings made at the Eurocurrency Rate (“Eurocurrency Rate Advances”) is payable at the end of the relevant interest period therefor, but in no event less frequently than every three months. There is no premium or penalty for prepayment of Base Rate Advances, but prepayments of Eurocurrency Rate Advances are subject to a breakage fee.

As of March 31, 2021 a total of $247,423 of Credit Agreement and Swing Line Facility borrowings were outstanding under the Credit Agreement, based on currency exchange rates as of March 31, 2021.

Our outstanding Private Placement Senior Notes at March 31, 2021 and 2020 were as follows:

	Applicable Note Purchase Agreement	Maturity Date	U.S. Dollar Value at March 31, 2021	U.S. Dollar Value at March 31, 2020
$35,000 Senior notes at 6.43%	2008 Private Placement	August 2020	**—**	35,000
$91,000 Senior notes at 3.20%	2012 Private Placement	December 2022	**91,000**	91,000
$80,000 Senior notes at 3.35%	2012 Private Placement	December 2024	**80,000**	80,000
$25,000 Senior notes at 3.55%	2012 Private Placement	December 2027	**25,000**	25,000
$125,000 Senior notes at 3.45%	2015 Private Placement	May 2025	**125,000**	125,000
$125,000 Senior notes at 3.55%	2015 Private Placement	May 2027	**125,000**	125,000
$100,000 Senior notes at 3.70%	2015 Private Placement	May 2030	**100,000**	100,000
$50,000 Senior notes at 3.93%	2017 Private Placement	February 2027	**50,000**	50,000
€60,000 Senior notes at 1.86%	2017 Private Placement	February 2027	**70,426**	66,342
$45,000 Senior notes at 4.03%	2017 Private Placement	February 2029	**45,000**	45,000
€20,000 Senior notes at 2.04%	2017 Private Placement	February 2029	**23,475**	22,114
£45,000 Senior notes at 3.04%	2017 Private Placement	February 2029	**61,863**	55,767
€19,000 Senior notes at 2.30%	2017 Private Placement	February 2032	**22,302**	21,008
£30,000 Senior notes at 3.17%	2017 Private Placement	February 2032	**41,242**	37,178
Total Senior Notes			**$ 860,308**	$ 878,409

On February 27, 2017, Limited issued and sold an aggregate principal amount of $95,000, €99,000, and £75,000, of senior notes in a private placement to certain institutional investors in an offering that was exempt from the registration requirements of the Securities Act of 1933. These notes have maturities of between 10 years and 15 years from the issue date. The agreement governing these notes contains leverage and interest coverage covenants.

On May 15, 2015, STERIS Corporation issued and sold $350,000 of senior notes, in a private placement to certain institutional investors in an offering that was exempt from the registration requirements of the Securities Act of 1933. These notes have maturities of 10 years to 15 years from the issue date. The agreement governing these notes contains leverage and interest coverage covenants.

In December 2012, and in February 2013 STERIS Corporation issued and sold $200,000 of senior notes, in a private placement to certain institutional investors in offerings that were exempt from the registration requirements of the Securities Act of 1933. The agreement governing the notes contains leverage and interest coverage covenants.

All of the note agreements for the senior notes were amended in March 2019, in connection with the Redomiciliation. The amendments waived certain repurchase rights for of the note holders and increased the size of certain baskets to more closely align with other than current credit agreement baskets.

On March 19, 2021, STERIS Corporation as issuer, and the Company, Limited and FinCo, as guarantors, entered into (1) a First Amendment to Amended and Restated Note Purchase Agreement dated March 5, 2019 (which had amended and restated certain note purchase agreements originally dated December 4, 2012) per the 2012 and 2013 senior notes (the “2012 Amendment”), and (2) a First Amendment to Amended and Restated Note Purchase Agreement dated March 5, 2019 (which had amended and restated certain note purchase agreements originally dated March 31, 2015) for the 2015 senior notes (the “2015 Amendment”). Also on March 19, 2021, Limited, as Issuer, and the Company, STERIS Corporation and FinCo, as guarantors, entered into a First Amendment to Amended and Restated Note Purchase Agreement dated March 5, 2019 (which had amended and restated a certain note purchase agreement originally dated January 23, 2017) for the 2017 senior notes (together with the 2012 Amendment and the 2015 Amendment, the “NPA Amendments”). The NPA Amendments provide for, among other things, the netting of cash proceeds received from qualifying capital markets events under certain circumstances for purposes of calculating the leverage ratio financial covenant.

(dollars in thousands, except per share amounts and as noted)

At March 31, 2021, we were in compliance with all financial covenants associated with our indebtedness.

The combined annual aggregate amount of maturities of our outstanding debt by fiscal year is as follows:

2022	$ —
2023	118,500
2024	27,500
2025	121,250
2026 and thereafter	1,390,481
Total	$ 1,657,731

On April 1, 2021, STERIS Irish FinCo Unlimited Company ("FinCo", "STERIS Irish FinCo", the "Issuer") completed an offering of $1,350,000 in aggregate principal amount, of its senior notes in two separate tranches: (i) $675,000 aggregate principal amount of the Issuer’s 2.70% Senior Notes due 2031 (the “2031 Notes”) and (ii) $675,000 aggregate principal amount of the Issuer’s 3.750% Senior Notes due 2051 (the “2051 Notes” and, together with the 2031 Notes, the “Senior Public Notes”). The Senior Public Notes were issued pursuant to an Indenture, dated as of April 1, 2021 (the “Base Indenture”), among FinCo, the Company, STERIS Corporation and Limited (the “Guarantors”) and U.S. Bank National Association, as trustee (the “Trustee”), as supplemented by the First Supplemental Indenture, dated as of April 1, 2021, among FinCo, the Guarantors and the Trustee (the “Supplemental Indenture” and, together with the Base Indenture, the “Indenture”). Each of the Guarantors guaranteed the Senior Public Notes jointly and severally on a senior unsecured basis (the “Guarantees”). The 2031 Notes will mature on March 15, 2031 and the 2051 Notes will mature on March 15, 2051. The Senior Public Notes will bear interest at the rates set forth above. Interest on the Senior Public Notes is payable on March 15 and September 15 of each year, beginning on September 15, 2021 until their respective maturities.

(dollars in thousands, except per share amounts and as noted)

7. ADDITIONAL CONSOLIDATED BALANCE SHEET INFORMATION

Additional information related to our Consolidated Balance Sheet is as follows:

March 31,		2021		2020
Accrued payroll and other related liabilities:				
Compensation and related items	**$**	**47,157**	$	42,205
Accrued vacation/paid time off		**12,389**		9,917
Accrued bonuses		**62,530**		53,041
Accrued employee commissions		**24,022**		19,298
Other post-retirement benefits obligations-current portion		**1,326**		1,488
Other employee benefit plans' obligations-current portion		**2,654**		2,312
Total accrued payroll and other related liabilities	**$**	**150,078**	$	128,261
Accrued expenses and other:				
Deferred revenues	**$**	**62,492**	$	53,299
Service liabilities		**46,720**		47,505
Self-insured and related risk reserves-current portion		**8,095**		7,342
Accrued dealer commissions		**27,348**		15,827
Accrued warranty		**9,406**		7,381
Asset retirement obligation-current portion		**1,193**		2,671
Other		**65,303**		58,158
Total accrued expenses and other	**$**	**220,557**	$	192,183
Other liabilities:				
Self-insured risk reserves-long-term portion	**$**	**17,295**	$	17,452
Other post-retirement benefits obligations-long-term portion		**8,690**		9,880
Defined benefit pension plans obligations-long-term portion		**3,748**		10,987
Other employee benefit plans obligations-long-term portion		**2,353**		2,333
Accrued long-term income taxes		**13,241**		11,959
Asset retirement obligation-long-term portion		**12,137**		9,843
Other		**30,546**		27,892
Total other liabilities	**$**	**88,010**	$	90,346

8. INCOME TAXES

The Tax Cuts and Jobs Act (the “TCJA”) was enacted on December 22, 2017. The TCJA reduced the maximum U.S. federal corporate income tax rate to 21.0%, required companies to pay a one-time transition tax on earnings of certain foreign subsidiaries that were previously tax deferred and created new taxes on certain foreign sourced earnings. The Company applied the guidance in Staff Accounting Bulletin No. 118, Income Tax Accounting Implications of the Tax Cut and Jobs Act when accounting for the enactment-date effects of the TCJA.

We consider the tax expense recorded for the TCJA to be complete at this time. However, it is possible that additional legislation, regulations, interpretations and/or guidance may be issued in the future that may result in additional adjustments to the tax expense recorded related to the TCJA. We will continue to monitor and assess the impact of any new developments.

Certain March 31, 2020 and 2019 amounts have been adjusted to reflect the change in inventory accounting method, as described in Note 1 titled, "Nature of Operations and Summary of Significant Accounting Policies".

(dollars in thousands, except per share amounts and as noted)

Income from continuing operations before income taxes was as follows:

Years Ended March 31,	2021	2020	2019
		(as adjusted)	(as adjusted)
United States operations	**$ 326,991**	$ 325,595	$ 234,964
Ireland operations	**73,442**	29,543	13,693
Other locations operations	**117,100**	143,616	120,372
	$ 517,533	$ 498,754	$ 369,029

The components of the provision for income taxes related to income from continuing operations consisted of the following:

Years Ended March 31,	2021	2020	2019
		(as adjusted)	(as adjusted)
Current:			
United States federal	**$ 57,550**	$ 42,032	$ 29,943
United States state and local	**16,272**	9,971	12,484
Ireland	**9,244**	5,036	2,627
Other locations	**36,699**	24,600	26,824
	119,765	81,639	71,878
Deferred:			
United States federal	**7,523**	10,089	5,682
United States state and local	**(550)**	2,366	2,818
Ireland	**(787)**	(899)	(546)
Other locations	**(5,288)**	(2,300)	(15,549)
	898	9,256	(7,595)
Total Provision for Income Taxes	**$ 120,663**	$ 90,895	$ 64,283

The total provision for income taxes can be reconciled to the tax computed at the Ireland statutory tax rate as follows:

Years Ended March 31,	2021	2020	2019
National statutory tax rate	**12.5 %**	12.5 %	12.5 %
Increase (decrease) in accruals for uncertain tax positions	**(0.1) %**	(0.3) %	— %
U.S. state and local taxes, net of federal income tax benefit	**2.4 %**	2.0 %	3.1 %
Increase in valuation allowances	**0.3 %**	0.5 %	0.4 %
U.S. research and development credit	**(0.5) %**	(0.5) %	(0.6) %
U.S. foreign income tax credit	**(0.3) %**	(0.6) %	(0.2) %
Difference in non-Ireland tax rates	**8.3 %**	6.9 %	4.5 %
U.S. federal audit adjustments	**2.1 %**	— %	— %
Excess tax benefit for equity compensation	**(1.9) %**	(2.8) %	(2.2) %
Tax rate changes on deferred tax assets and liabilities	**0.4 %**	0.1 %	(0.6) %
U.S. transition tax on foreign earnings	**— %**	— %	(0.3) %
U.S. tax reform impact, GILTI and FDII	**(0.6) %**	0.1 %	0.3 %
Capitalized acquisition, redomiciliation costs	**0.6 %**	0.1 %	0.5 %
All other, net	**0.1 %**	0.2 %	0.0 %
Total Provision for Income Taxes	**23.3 %**	18.2 %	17.4 %

(dollars in thousands, except per share amounts and as noted)

Unrecognized Tax Benefits. We classify uncertain tax positions and related interest and penalties as long-term liabilities within "Other liabilities" in our accompanying Consolidated Balance Sheets, unless they are expected to be paid within 12 months, in which case, the uncertain tax positions would be classified as current liabilities within "Accrued income taxes." We recognize interest and penalties related to unrecognized tax benefits within "Income tax expense" in our accompanying Consolidated Statements of Income.

A reconciliation of the beginning and ending balances of the total amounts of unrecognized tax benefits is as follows:

	2021	2020
Unrecognized Tax Benefits Balance at April 1	**$ 875**	$ 2,314
Increases for tax provisions of current year	**655**	176
Decreases for tax provisions of prior year	**(896)**	(1,570)
Balances related to acquired/disposed businesses	**1,640**	—
Other, including currency translation	**21**	(45)
Unrecognized Tax Benefits Balance at March 31	**$ 2,295**	$ 875

We recognized interest and penalties related to uncertain tax positions in the provision for income taxes. As of March 31, 2021, and 2020 we had $106 and $243 accrued for interest and penalties, respectively. If all unrecognized tax benefits were recognized, the net impact on the provision for income tax expense would be $2,401. The decrease in unrecognized tax benefits from prior year is due to the additions of new positions. It is reasonably possible that during the next 12 months, there will be no material reductions in unrecognized tax benefits as a result of the expiration of various statutes of limitations or other matters.

We operate in numerous taxing jurisdictions and are subject to regular examinations by various United States federal, state and local, as well as foreign jurisdictions. We are no longer subject to United States federal examinations for years before fiscal 2016 and, with limited exceptions, we are no longer subject to United States state and local, or non-United States, income tax examinations by tax authorities for years before fiscal 2015. We remain subject to tax authority audits in various jurisdictions wherever we do business.

In the fourth quarter of fiscal 2021, we completed an appeals process with the U.S. Internal Revenue Service (the "IRS") regarding proposed audit adjustments related to deductibility of interest paid on intercompany debt for fiscal years 2016 through 2017. An agreement has been reached on final interest rates, and as of the end of the current fiscal year we are in the process of determining total impact on tax liability in each affected year. Fiscal years 2018 through 2020 will be addressed as part of the settlement, and the issue does not apply to years 2021 forward. We estimate the total federal, state, and local tax impact of the settlement to be approximately $12,000.

In May 2021, we received two notices of proposed tax adjustment from the IRS regarding deemed dividend inclusions and associated withholding tax. The notices relate to the fiscal and calendar year 2018. The IRS adjustments would result in a cumulative tax liability of approximately $50,000. We intend to contest the IRS's assertions, and pursue available remedies such as appeals and litigation, if necessary. We have not established reserves related to these notices. An unfavorable outcome is not expected to have a material adverse impact on our consolidated financial position but could be material to our consolidated results of operations and cash flows for any one period.

We estimate that the tax benefit from our Costa Rican Tax Holiday is $2,300 (or $0.03 per fully diluted share), annually. The Tax Holiday runs fully exempt, from income tax, through 2025 and partially exempt through 2029.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(dollars in thousands, except per share amounts and as noted)

Deferred Taxes. The significant components of the deferred tax assets and liabilities recorded in our accompanying balance sheets at March 31, 2021 and 2020 were as follows:

March 31,	2021	2020
		(as adjusted)
Deferred Tax Assets:		
Post-retirement benefit accrual	**$ 2,422**	$ 2,871
Compensation	**13,208**	12,560
Net operating loss carryforwards	**15,151**	16,149
Accrued expenses	**6,360**	5,490
Insurance	**3,348**	3,620
Deferred income	**10,281**	11,316
Bad debt	**1,661**	1,820
Pension	**1,574**	2,273
Operating leases [1]	**34,020**	28,945
Other	**8,603**	6,024
Deferred Tax Assets	**96,628**	91,068
Less: Valuation allowance	**14,143**	13,891
Total Deferred Tax Assets	**82,485**	77,177
Deferred Tax Liabilities:		
Depreciation and depletion	**73,344**	68,179
Operating leases [1]	**33,401**	29,268
Intangibles	**199,242**	129,951
Other	**3,833**	5,878
Total Deferred Tax Liabilities	**309,820**	233,276
Net Deferred Tax Assets (Liabilities)	**$ (227,335)**	$ (156,099)

(1) For more information regarding our operating leases, see Note 10 titled, "Commitments and Contingencies".

At March 31, 2021, we had U.S. federal operating loss carryforwards of $10,524, which remain subject to a 20 year carryforward period. Additionally, we had non-U.S. operating loss carry forwards of $43,189. Although the majority of the non-U.S. carryforwards have indefinite expiration periods, those carryforwards that have definite expiration periods will expire if unused between fiscal years 2022 and 2042. In addition, we have recorded pre-valuation allowance tax benefits of $1,254 related to state operating loss carryforwards. If unused, these state operating loss carryforwards will expire between fiscal years 2022 and 2042. At March 31, 2021, we had $5,442 of pre-valuation allowance tax credit carryforwards. These credit carryforwards can be used through fiscal 2031.

We review the need for a valuation allowance against our deferred tax assets. A valuation allowance of $14,143 has been applied to a portion of the net deferred tax assets because we do not believe it is more-likely-than-not that we will receive future benefit. The valuation allowance increased during fiscal 2021 by $252.

Other than the tax expense recorded for the one-time transition tax on unremitted earnings of non-US subsidiaries, no additional provision has been made for income taxes on undistributed earnings of foreign subsidiaries as the Company's position is that these amounts continue to be indefinitely reinvested. The amount of undistributed earnings of subsidiaries was approximately $1,900,000 at March 31, 2021. It is not practicable to estimate the additional income taxes and applicable withholding taxes that would be payable on the remittance of such undistributed earnings.

In October 2015, the Organization for Economic Cooperation and Development (OECD), in conjunction with the G20, finalized broad-based international tax policy guidelines that involve transfer pricing and other international tax subjects. While some member jurisdictions automatically adopt the new OECD guidelines, most member countries can adopt the guidelines only by new law or regulations. We are currently adopting processes to comply with the reporting requirements specified by the guidelines and are evaluating the other parts of the guidelines.

9. BENEFIT PLANS

In the United States, we sponsor an unfunded post-retirement welfare benefits plan for two groups of United States retirees. Benefits under this plan include retiree life insurance and retiree medical insurance, including prescription drug coverage.

During the second quarter of fiscal 2009, we amended our United States post-retirement welfare benefits plan, reducing the benefits to be provided to retirees under the plan and increasing their share of the costs. The amendments resulted in a decrease of $46,001 in the accumulated post-retirement benefit obligation. The impact of this change was recognized in our Consolidated Balance Sheets in fiscal 2009 and is being amortized as a component of the annual net periodic benefit cost over a period of approximately thirteen years.

We sponsor several defined benefit pension schemes outside the United States: two in the UK, one in the Netherlands, two in Germany, and one in Switzerland. The Synergy Health plc Retirement Benefit Scheme is a defined benefit (final salary) funded pension scheme. In previous years, Synergy sponsored a funded defined benefit arrangement in the Netherlands. This was a separate fund holding the pension scheme assets to meet long-term pension liabilities for past and present employees. Accrual of benefits ceased under the scheme effective January 1, 2013. The Synergy Radeberg and Synergy Allershausen Schemes are unfunded defined pension schemes and are closed to new entrants. The Synergy Daniken Scheme is a defined benefit funded pension scheme. As a result of our fiscal 2018 acquisition of Harwell Dosimeters Ltd, we also sponsor in the Harwell Dosimeters Ltd Retirement Benefits Scheme which is a defined benefit funded pension scheme.

We recognize the funded status of our defined benefit pension and post-retirement benefit plans in our Consolidated Balance Sheets, with a corresponding adjustment to accumulated other comprehensive income, net of tax. The funded status is measured as of March 31 each year and is calculated as the difference between the fair value of plan assets and the benefit obligation (which is the projected benefit obligation for pension plans and the accumulated post-retirement benefit obligation for post-retirement benefit plans). Accumulated comprehensive income (loss) represents the net unrecognized actuarial losses and unrecognized prior service cost. These amounts will be recognized in net periodic benefit cost as they are amortized. We will recognize future changes to the funded status of these plans in the year the change occurs, through other comprehensive income.

(dollars in thousands, except per share amounts and as noted)

Obligations and Funded Status. The following table reconciles the funded status of the defined benefit pension plans and the other post-retirement benefits plan to the amounts recorded on our Consolidated Balance Sheets at March 31, 2021 and 2020, respectively. Benefit obligation balances presented in the following table reflect the projected benefit obligations for our defined benefit pension plans and the accumulated other post-retirement benefit obligation for our post-retirement benefits plan. The measurement date of our defined benefit pension plans and other post-retirement benefits plan is March 31, for both periods presented.

	Defined Benefit Pension Plans		Other Post-Retirement Benefits Plan	
	2021	2020	2021	2020
Change in Benefit Obligations:				
Benefit Obligations at Beginning of Year	**$ 123,190**	$ 133,672	**$ 11,368**	$ 12,551
Service cost	**1,357**	1,380	**—**	—
Interest cost	**2,816**	2,955	**317**	408
Actuarial loss (gain)	**12,622**	(3,736)	**(114)**	181
Benefits and expenses	**(4,714)**	(6,466)	**(1,555)**	(1,772)
Employee contributions	**1,031**	1,046	**—**	—
Impact of foreign currency exchange rate changes	**12,898**	(5,661)	**—**	—
Benefit Obligations at End of Year	**149,200**	123,190	**10,016**	11,368
Change in Plan Assets:				
Fair Value of Plan Assets at Beginning of Year	**112,203**	117,504	**—**	—
Actual return on plan assets	**19,252**	228	**—**	—
Employer contributions	**5,329**	5,071	**1,555**	1,772
Employee contributions	**1,031**	1,045	**—**	—
Benefits and expenses paid	**(4,714)**	(6,466)	**(1,555)**	(1,772)
Impact of foreign currency exchange rate changes	**12,351**	(5,179)	**—**	—
Fair Value of Plan Assets at End of Year	**145,452**	112,203	**—**	—
Funded Status of the Plans	**$ (3,748)**	$ (10,987)	**$ (10,016)**	$ (11,368)

Amounts recognized in the consolidated balance sheets consist of the following:

	Defined Benefit Pension Plans		Other Post-Retirement Benefits Plan	
	2021	2020	2021	2020
Current liabilities	**$ —**	$ —	**$ (1,326)**	$ (1,488)
Noncurrent liabilities	**(3,748)**	(10,987)	**(8,690)**	(9,880)
	$ (3,748)	$ (10,987)	**$ (10,016)**	$ (11,368)

The pre-tax amount of unrecognized actuarial net loss and unamortized prior service cost included in accumulated other comprehensive (loss) income at March 31, 2021, was approximately $11,876 and $4,199, respectively.

Defined benefit plans with an accumulated benefit obligation and projected benefit obligation exceeding the fair value of plan assets had the following plan assets and obligations at March 31, 2021 and 2020:

	Defined Benefit Pension Plans	
	2021	2020
Aggregate fair value of plan assets	**$ 145,452**	$ 112,203
Aggregate accumulated benefit obligations	**149,200**	120,084
Aggregate projected benefit obligations	**149,200**	123,190

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(dollars in thousands, except per share amounts and as noted)

Components of Net Periodic Benefit Cost and Other Amounts Recognized in Other Comprehensive Income. Components of the annual net periodic benefit cost of our defined benefit pension plans and our other post-retirement benefits plan were as follows:

	Defined Benefit Pension Plans			Other Post-Retirement Benefits Plan		
	2021	2020	2019	2021	2020	2019
Service cost	**$ 1,357**	$ 1,380	$ 2,394	**$ —**	$ —	$ —
Interest cost	**2,628**	2,876	3,139	**317**	409	457
Expected return on plan assets	**(3,463)**	(4,735)	(4,930)	**—**	—	—
Prior service cost recognition	**71**	69	51	**(3,263)**	(3,263)	(3,263)
Net amortization and deferral	**21**	9	474	**439**	482	552
Net periodic benefit (credit) cost	**$ 614**	$ (401)	$ 1,128	**$ (2,507)**	$ (2,372)	$ (2,254)
Recognized in other comprehensive loss (income) before tax:						
Net loss (gain) occurring during year	**$ (1,635)**	$ 890	$ (6,545)	**$ 114**	$ (181)	$ 106
Amortization of prior service credit	**(85)**	(78)	781	**3,263**	3,263	3,263
Amortization of net loss	**7**	—	(468)	**(439)**	(482)	(552)
Total recognized in other comprehensive loss (income)	**(1,713)**	812	(6,232)	**2,938**	2,600	2,817
Total recognized in total benefits cost and other comprehensive loss (income)	**$ (1,099)**	$ 411	$ (5,104)	**$ 431**	$ 228	$ 563

(dollars in thousands, except per share amounts and as noted)

Assumptions Used in Calculating Benefit Obligations and Net Periodic Benefit Cost. The following table presents significant assumptions used to determine the projected benefit obligations at March 31:

	2021	2020
Discount Rate:		
Synergy Health plc Retirement Benefits Scheme	**2.10 %**	2.40 %
Isotron BV Pension Plan	**0.90 %**	1.60 %
Synergy Health Daniken AG	**0.35 %**	0.20 %
Synergy Health Radeberg	**1.60 %**	1.60 %
Synergy Health Allershausen	**0.80 %**	0.50 %
Harwell Dosimeters Ltd Retirement Benefits Scheme	**2.15 %**	2.45 %
Other post-retirement plan	**2.50 %**	3.00 %

The following table presents significant assumptions used to determine the net periodic benefit costs for the years ended March 31:

	2021	2020	2019
Discount Rate:			
Synergy Health plc Retirement Benefits Scheme	**2.40 %**	2.50 %	2.50 %
Isotron BV Pension Plan	**1.60 %**	1.20 %	1.60 %
Synergy Health Daniken AG	**0.70 %**	0.20 %	0.95 %
Synergy Health Radeberg	**1.50 %**	1.60 %	1.60 %
Synergy Health Allershausen	**1.75 %**	1.75 %	1.60 %
Harwell Dosimeters Ltd Retirement Benefits Scheme	**2.15 %**	2.45 %	2.55 %
Other post-retirement plan	**3.00 %**	3.50 %	3.50 %
Expected Return on Plan Assets:			
Synergy Health plc Retirement Benefits Scheme	**3.50 %**	4.80 %	5.02 %
Isotron BV Pension Plan	**1.60 %**	1.20 %	1.60 %
Synergy Health Daniken AG	**0.70 %**	0.65 %	1.20 %

The net periodic benefit cost and the actuarial present value of projected benefit obligations are based upon assumptions that we review on an annual basis. These assumptions may be revised annually based upon an evaluation of long-term trends, as well as market conditions that may have an impact on the cost of providing benefits.

We develop our expected long-term rate of return on plan assets assumptions by evaluating input from third-party professional advisers, taking into consideration the asset allocation of the portfolios and the long-term asset class return expectations.

We develop our discount rate assumptions by evaluating input from third-party professional advisers, taking into consideration the current yield on country specific investment grade long-term bonds which provide for similar cash flow streams as our projected obligations.

We have made assumptions regarding healthcare costs in computing our other post-retirement benefit obligation. The assumed rates of increase generally decline ratably over a five-year period from the assumed current year healthcare cost trend rate to the assumed long-term healthcare cost trend rate noted below.

	2021	2020	2019
Healthcare cost trend rate – medical	**7.00 %**	6.75 %	6.75 %
Healthcare cost trend rate – prescription drug	**7.00 %**	6.75 %	6.75 %
Long-term healthcare cost trend rate	**4.50 %**	4.50 %	4.50 %

To determine the healthcare cost trend rates, we evaluate a combination of information, including ongoing claims cost monitoring, annual statistical analyses of claims data, reconciliation of forecasted claims against actual claims, review of trend assumptions of other plan sponsors and national health trends, and adjustments for plan design changes, workforce changes, and changes in plan participant behavior.

Plan Assets. The investment policies for our plans are generally established by the local pension plan trustees and seek to maintain the plans' ability to meet liabilities and to comply with local minimum funding requirements. Plan assets are invested in diversified portfolios that provide adequate levels of return at an acceptable level of risk. The investment policies are reviewed at least annually and revised, as deemed appropriate to ensure that the objectives are being met. At March 31, 2021, the targeted allocation for the plans were approximately 75% equity investments and 25% fixed income investments.

Financial instruments included in pension plan assets are categorized into three tiers. These tiers include a fair value hierarchy of three levels, based on the degree of subjectivity inherent in the valuation methodology as follows:

Level 1 - Quoted prices for identical assets in active markets.

Level 2 - Quoted prices for similar assets in active markets with inputs that are observable, either directly or indirectly.

Level 3 - Unobservable prices or inputs in which little or no market data exists.

The fair value of our pension benefits plan assets at March 31, 2021 and 2020 by asset category is as follows:

	Fair Value Measurements at March 31, 2021			
(In thousands)	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)
Cash	**$ 657**	**$ 657**	**$ —**	**$ —**
Insured annuities	**17,950**	**—**	**17,950**	**—**
Insurance contracts	**5,555**	**—**	**—**	**5,555**
Common and collective trusts valued at net asset value:				
Equity security trusts	**60,960**	**—**	**—**	**—**
Debt security trusts	**60,330**	**—**	**—**	**—**
Total Plan Assets	**$ 145,452**	**$ 657**	**$ 17,950**	**$ 5,555**

	Fair Value Measurements at March 31, 2020			
(In thousands)	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)
Cash	$ 302	$ 302	$ —	$ —
Insured annuities	14,522	—	14,522	—
Insurance contracts	4,345	—	—	4,345
Common and collective trusts valued at net asset value:				
Equity security trusts	47,187	—	—	—
Debt security trusts	45,847	—	—	—
Total Plan Assets	$ 112,203	$ 302	$ 14,522	$ 4,345

Collective investment trusts are measured at fair value using the net asset value per share practical expedient. These trusts have not been categorized in the fair value hierarchy and are being presented in the tables above to permit a reconciliation of the fair value hierarchy to the total plan assets.

(dollars in thousands, except per share amounts and as noted)

The fair value measurement of plan assets using significant unobservable inputs (Level 3) changed during fiscal year 2021 due to the following:

	Insurance contracts
Balance at March 31, 2019	$ 5,089
Gains (losses) related to assets still held at year-end	62
Transfers out of Level 3	(664)
Foreign currency	(142)
Balance at March 31, 2020	$ 4,345
Gains (losses) related to assets still held at year-end	**197**
Transfers out of Level 3	**853**
Foreign currency	**160**
Balance at March 31, 2021	**$ 5,555**

Cash Flows. We contribute amounts to our defined benefit pension plans at least equal to the minimum amounts required by applicable employee benefit laws and local tax laws. We expect to make contributions of approximately $3,954 during fiscal 2022.

Based upon the actuarial assumptions utilized to develop our benefit obligations at March 31, 2021, the following benefit payments are expected to be made to plan participants:

	Other Defined Benefit Pension Plans	Other Post-Retirement Benefits Plan
2022	$ 5,137	$ 1,327
2023	5,731	1,198
2024	5,388	1,072
2025	5,543	969
2026	5,686	882
2027-2032	30,986	3,207

The Medicare Prescription Drug, Improvement and Modernization Act of 2003 (the "Act") provides a prescription drug benefit for Medicare beneficiaries, a benefit we provide to Medicare eligible retirees covered by our post-retirement benefits plan. We have concluded that the prescription drug benefit provided in our post-retirement benefit plan is considered to be actuarially equivalent to the benefit provided under the Act and thus qualifies for the subsidy under the Act. Benefits are subject to a per capita per month cost cap and any costs above the cap become the responsibility of the retiree. Under the plan, the subsidy is applied to reduce the retiree responsibility. As a result, the expected future subsidy no longer reduces our accumulated post-retirement benefit obligation and net periodic benefit cost. We collected subsidies totaling approximately $899 and $708, during fiscal 2021 and fiscal 2020, respectively, which reduced the retiree responsibility for costs in excess of the caps established in the post-retirement benefit plan.

Defined Contribution Plans. We maintain a 401(k) defined contribution plan for eligible U.S. employees, a 401(k) defined contribution plan for eligible Puerto Rico employees and similar savings plans for certain employees in Canada, United Kingdom, Ireland, and Finland. We provide a match on a specified portion of an employee's contribution. The U.S. plan assets are held in trust and invested as directed by the plan participants. The Canadian plan assets are held by insurance companies. The aggregate fair value of the U.S. plan assets was $986,222 at March 31, 2021. At March 31, 2021, the U.S. plan held 516,913 STERIS ordinary shares with a fair value of $98,462. We paid dividends of $839, $855, and $826 to the plan and participants on STERIS shares held by the plan for the years ended March 31, 2021, 2020, and 2019, respectively. We contributed approximately $29,853, $27,818, and $25,935, to the defined contribution plans for the years ended March 31, 2021, 2020, and 2019, respectively.

We also maintain a domestic non-qualified deferred compensation plan covering certain employees, which formerly allowed for the deferral of compensation for an employee-specified term or until retirement or termination. There have been no employee contributions made to this plan since fiscal 2012. The Plan was amended in fiscal 2012 to disallow deferrals of salary payable in 2012 and subsequent calendar years and of commissions and other incentive compensation payable in respect of the 2013 and subsequent fiscal years. We hold investments in mutual funds to satisfy future obligations of the plan. We account for these assets as available-for-sale securities and they are included in “Other assets” on our accompanying Consolidated Balance Sheets, with a corresponding liability for the plan’s obligation recorded in “Accrued expenses and other.” The aggregate value of the assets was $1,682 and $1,273 at March 31, 2021 and March 31, 2020, respectively. Realized gains and losses on these investments are recorded in “Interest and miscellaneous income” within “Non-operating expenses” on our accompanying Consolidated Statements of Income. Changes in the fair value of the assets are recorded in other comprehensive income on our accompanying balance sheets.

10. COMMITMENTS AND CONTINGENCIES

We are, and will likely continue to be, involved in a number of legal proceedings, government investigations, and claims, which we believe generally arise in the course of our business, given our size, history, complexity, and the nature of our business, products, Customers, regulatory environment, and industries in which we participate. These legal proceedings, investigations and claims generally involve a variety of legal theories and allegations, including, without limitation, personal injury (e.g., slip and falls, burns, vehicle accidents), product liability or regulation (e.g., based on product operation or claimed malfunction, failure to warn, failure to meet specification, or failure to comply with regulatory requirements), product exposure (e.g., claimed exposure to chemicals, asbestos, contaminants, radiation), property damage (e.g., claimed damage due to leaking equipment, fire, vehicles, chemicals), commercial claims (e.g., breach of contract, economic loss, warranty, misrepresentation), financial (e.g., taxes, reporting), employment (e.g., wrongful termination, discrimination, benefits matters), and other claims for damage and relief.

We believe we have adequately reserved for our current litigation and claims that are probable and estimable, and further believe that the ultimate outcome of these pending lawsuits and claims will not have a material adverse effect on our consolidated financial position or results of operations taken as a whole. Due to their inherent uncertainty, however, there can be no assurance of the ultimate outcome or effect of current or future litigation, investigations, claims or other proceedings (including without limitation the matters discussed below). For certain types of claims, we presently maintain insurance coverage for personal injury and property damage and other liability coverages in amounts and with deductibles that we believe are prudent, but there can be no assurance that these coverages will be applicable or adequate to cover adverse outcomes of claims or legal proceedings against us.

Civil, criminal, regulatory or other proceedings involving our products or services could possibly result in judgments, settlements or administrative or judicial decrees requiring us, among other actions, to pay damages or fines or effect recalls, or be subject to other governmental, Customer or other third party claims or remedies, which could materially effect our business, performance, prospects, value, financial condition, and results of operations.

For additional information regarding these matters, see the risks and uncertainties described under the title "product related regulations and claims" in Item 1A. of this Annual Report on Form 10-K.

From time to time, STERIS is also involved in legal proceedings as a plaintiff involving contract, patent protection, and other claims asserted by us. Gains, if any, from these proceedings are recognized when they are realized.

We are subject to taxation from United States federal, state and local, and foreign jurisdictions. Tax positions are settled primarily through the completion of audits within each individual jurisdiction or the closing of statutes of limitation. Changes in applicable tax law or other events may also require us to revise past estimates. We describe income taxes further in Note 8 to our consolidated financial statements titled, “Income Taxes” in this Annual Report on Form 10-K.

As of March 31, 2021 and 2020, our commercial commitments totaled $79,122 and $80,230, respectively. Commercial commitments include standby letters of credit, letters of credit required as security under our self-insured risk retention policies, and other potential cash outflows resulting from an event that requires payment by us. Approximately $11,807 and $12,474 of the March 31, 2021 and 2020 totals, respectively, relate to letters of credit required as security under our self-insured risk retention policies.

As of March 31, 2021, we had minimum purchase commitments with suppliers for raw material purchases totaling $39,714. As of March 31, 2021, we also had commitments of $171,042 for long term construction contracts.

(dollars in thousands, except per share amounts and as noted)

Leases

We lease manufacturing, warehouse and office space, service facilities, vehicles, equipment and communication systems. Certain leases contain options that provide us with the ability to extend the lease term. Such options are included in the lease term when it is reasonably certain that the option will be exercised. We made an accounting policy election to not recognize lease assets or lease liabilities for leases with a lease term of twelve months or less.

We determine if an agreement contains a lease and classify our leases as operating or finance at the lease commencement date. Finance leases are generally those leases for which we will pay substantially all the underlying asset's fair value or will use the asset for all or a major part of its economic life, including circumstances in which we will ultimately own the asset. Lease assets arising from finance leases are included in property, plant and equipment, net and the liabilities are included in other liabilities. For finance leases, we recognize interest expense using the effective interest method and we recognize amortization expense on the lease asset over the shorter of the lease term or the useful life of the asset. Our finance leases are not material as of March 31, 2021 and for the twelve month period then ended.

Operating lease assets and liabilities are recognized at the commencement date of the lease based on the present value of lease payments over the lease term. Lease assets represent the right to use an underlying asset for the lease term and lease liabilities represent the obligation to make lease payments arising from the lease. As most leases do not provide an implicit interest rate, we estimate an incremental borrowing rate to determine the present value of lease payments. Our estimated incremental borrowing rate reflects a secured rate based on recent debt issuances, our estimated credit rating, lease term, as well as publicly available data for instruments with similar characteristics. For operating leases, we recognize lease cost on a straight-line basis over the term of the lease. When accounting for leases, we combine payments for leased assets, related services and other components of a lease.

The components of operating lease expense are as follows:

	Year Ended March 31, 2021	Year Ended March 31, 2020
Fixed operating lease expense	**$ 31,087**	$ 28,252
Variable operating lease expense	**9,326**	5,449
Total operating lease expense	**$ 40,413**	$ 33,701

Supplemental cash flow information related to operating leases is as follows:

	Year Ended March 31, 2021	Year Ended March 31, 2020
Cash paid for amounts included in the measurement of operating lease liabilities	**$ 29,808**	$ 27,613
Right-of-use assets obtained in exchange for operating lease obligations, net	**$ 30,574**	$ 44,636

Maturities of lease liabilities at March 31, 2021 are as follows:

	March 31, 2021
2022	**$ 28,675**
2023	**24,593**
2024	**19,160**
2025	**16,052**
2026 and thereafter	**106,593**
Total operating lease payments	**195,073**
Less imputed interest	**42,626**
Total operating lease liabilities	**$ 152,447**

In the preceding table, the future minimum annual rentals payable under noncancelable leases denominated in foreign currencies have been calculated using March 31, 2021 foreign currency exchange rates.

(dollars in thousands, except per share amounts and as noted)

Supplemental information related to operating leases is as follows:

	March 31, 2021	March 31, 2020
Weighted-average remaining lease term of operating leases	**11.6 years**	11.5 years
Weighted-average discount rate of operating leases	**4.1 %**	4.4 %

11. BUSINESS SEGMENT INFORMATION

We operate and report our financial information in three reportable business segments: Healthcare, Applied Sterilization Technologies and Life Sciences. Non-allocated operating costs that support the entire Company and items not indicative of operating trends are excluded from segment operating income.

Prior to April 1, 2020, we operated and reported our financial information in four reportable business segments: Healthcare Products, Healthcare Specialty Services, Life Sciences, and Applied Sterilization Technologies. The Healthcare Products and Healthcare Specialty Services segments were combined and are now reported as one segment, simply called Healthcare, consistent with the way management now operates and views the business. Prior periods have been recast in the financial tables below for comparability.

Our Healthcare segment offers infection prevention and procedural products and services for healthcare providers worldwide, including consumable products, equipment maintenance and installation services, and capital equipment. The segment also provides a range of specialty services for healthcare providers including hospital sterilization services and instrument and scope repairs.

Our Applied Sterilization Technologies ("AST") segment provides contract sterilization and testing services for medical device and pharmaceutical manufacturers.

Our Life Sciences segment designs, manufactures and sells consumable products, equipment maintenance, specialty services and capital equipment primarily to pharmaceutical manufacturers around the world.

We disclose a measure of segment income that is consistent with the way management operates and views the business. The accounting policies for reportable segments are the same as those for the consolidated Company.

For the year ended March 31, 2021, revenues from a single Customer did not represent ten percent or more of any reportable segment’s revenues.

Information regarding our segments is presented in the following tables. Certain March 31, 2020 and 2019 amounts have been adjusted to reflect the change in inventory accounting method, as described in Note 1 titled, "Nature of Operations and Summary of Significant Accounting Policies".

(dollars in thousands, except per share amounts and as noted)

Years Ended March 31,	2021	2020	2019
Revenues:		**(as adjusted)**	**(as adjusted)**
Healthcare	**$ 1,954,055**	$ 1,986,809	$ 1,848,485
Applied Sterilization Technologies	**685,912**	627,147	555,127
Life Sciences	**467,552**	416,939	378,558
Total revenues	**$ 3,107,519**	$ 3,030,895	$ 2,782,170
Operating income (loss):			
Healthcare	**427,089**	420,709	387,465
Applied Sterilization Technologies	**310,648**	270,917	221,828
Life Sciences	**180,796**	144,088	132,129
Total reportable segments	**918,533**	835,714	741,422
Corporate	**(219,153)**	(207,015)	(184,900)
Total operating income before adjustments	**$ 699,380**	$ 628,699	$ 556,522
Less: Adjustments			
Amortization of acquired intangible assets (1)	**83,892**	71,675	86,878
Acquisition and integration related charges (2)	**35,634**	8,225	8,901
Redomiciliation and tax restructuring costs (3)	**1,592**	3,699	8,783
(Gain) on fair value adjustment of acquisition related contingent consideration (1)	**(500)**	—	(842)
Net loss (gain) on divestiture of businesses (1)	**2,030**	1,770	(1,370)
Amortization of inventory and property "step up" to fair value (1)	**5,600**	2,392	2,440
Restructuring charges (4)	**(3,029)**	3,143	40,708
COVID-19 incremental costs (6)	**25,793**	749	—
Total operating income	**$ 548,368**	$ 537,046	$ 411,024

(1) For more information regarding our recent acquisitions and divestitures see Note 18 titled, "Business Acquisitions and Divestitures". Amortization of purchased intangible assets fiscal 2019 total includes an impairment charge of $16,249, see Note 3 titled, "Goodwill and Intangible Assets", for more information.
(2) Acquisition and integration related charges include transaction costs and integration expenses associated with acquisitions.
(3) Costs incurred in connection with the Redomiciliation and subsequent tax restructuring.
(4) For more information regarding our restructuring activities see Note 2 titled, "Restructuring".
(5) Represents a one-time special employee bonus paid to most U.S. employees and associated professional fees.
(6) COVID-19 incremental costs includes the additional costs attributable to COVID-19 such as enhanced cleaning protocols, personal protective equipment for our employees, event cancellation fees, and payroll costs associated with our response to COVID-19, net of any government subsidies available.

Assets include the current and long-lived assets directly attributable to the segment based on the management of the location or on utilization. Certain corporate assets were allocated to the reportable segments based on revenues. Assets attributed to sales and distribution locations are only allocated to the Healthcare Products and Life Sciences segments.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(dollars in thousands, except per share amounts and as noted)

Individual facilities, equipment, and intellectual properties are utilized for production by both the Healthcare Products and Life Sciences segments at varying levels over time. As a result, an allocation of total assets, capital expenditures, and depreciation and amortization is not meaningful to the individual performance of the Healthcare Products and Life Sciences segments. Therefore, their respective amounts are reported together.

March 31,	2021	2020
Assets:		**(as adjusted)**
Healthcare and Life Sciences	**$ 3,600,182**	$ 2,720,662
Applied Sterilization Technologies	**2,974,289**	2,720,205
Total assets	**$ 6,574,471**	$ 5,440,867

Years Ended March 31,	2021	2020	2019
Capital Expenditures			
Healthcare and Life Sciences	**$ 74,446**	$ 84,648	$ 89,638
Applied Sterilization Technologies	**164,816**	129,868	100,077
Total Capital Expenditures	**$ 239,262**	$ 214,516	$ 189,715
Depreciation, Depletion, and Amortization			
Healthcare and Life Sciences [(1)] [(2)]	**$ 106,266**	$ 92,193	$ 114,656
Applied Sterilization Technologies [(1)]	**112,971**	105,042	111,265
Total Depreciation, Depletion, and Amortization	**$ 219,237**	$ 197,235	$ 225,921

[(1)] Totals include the impact of Restructuring see Note 2 titled, "Restructuring" for additional information.
[(2)] The fiscal 2019 total includes an impairment charge see Note 3 titled, "Goodwill and Intangible Assets", for additional information.

Financial information for each of our United States and international geographic areas is presented in the following table. Revenues are based on the location of these operations and their Customers. Property, plant and equipment, net are those assets that are identified within the operations in each geographic area.

March 31,	2021	2020
Property, Plant, and Equipment, Net		
Ireland	**$ 52,140**	$ 47,459
United States	**673,784**	632,333
Other locations	**509,476**	432,063
Property, Plant, and Equipment, Net	**$ 1,235,400**	$ 1,111,855

Years Ended March 31,	2021	2020	2019
Revenues:			
Ireland	**$ 71,905**	$ 63,821	$ 56,784
United States	**2,227,038**	2,211,722	1,976,814
Other locations	**808,576**	755,352	748,572
Total Revenues	**$ 3,107,519**	$ 3,030,895	$ 2,782,170

Years Ended March 31,	2021	2020	2019
Healthcare:			
Capital equipment	**$ 588,864**	$ 617,712	$ 587,680
Consumables	**510,946**	486,425	443,851
Service	**854,245**	882,672	816,954
Total Healthcare Revenues	**$ 1,954,055**	$ 1,986,809	$ 1,848,485
Applied Sterilization Technologies:			
Total Applied Sterilization Technologies Service Revenues	**$ 685,912**	$ 627,147	$ 555,127
Life Sciences:			
Capital equipment	**$ 128,356**	$ 112,747	$ 102,714
Consumables	**215,005**	185,904	161,780
Service	**124,191**	118,288	114,064
Total Life Sciences Revenues	**467,552**	416,939	378,558
Total Revenues	**$ 3,107,519**	$ 3,030,895	$ 2,782,170

12. SHARES AND PREFERRED SHARES

Ordinary Shares

In connection with the Redomiciliation, STERIS UK shareholders received STERIS plc shares pursuant to a scheme of arrangement under UK law. Each STERIS UK ordinary shareholder received one ordinary share, par value $75.00, of STERIS plc for each STERIS UK ordinary share held, which STERIS UK shares were canceled. On May 3, 2019, the par value of STERIS plc shares issued pursuit to the scheme of arrangement was reduced to $0.001 per share.

We calculate basic earnings per share based upon the weighted average number of shares outstanding. We calculate diluted earnings per share based upon the weighted average number of shares outstanding plus the dilutive effect of share equivalents calculated using the treasury stock method. The following is a summary of shares and share equivalents outstanding used in the calculations of basic and diluted earnings per share:

Years ended March 31,	2021	2020	2019
Denominator (*shares in thousands*):			
Weighted average shares outstanding—basic	**85,203**	84,778	84,577
Dilutive effect of share equivalents	**695**	863	891
Weighted average shares outstanding and share equivalents—diluted	**85,898**	85,641	85,468

Options to purchase the following number of shares were outstanding but excluded from the computation of diluted earnings per share because the combined exercise prices, unamortized fair values, and assumed tax benefits upon exercise were greater than the average market price for the shares during the periods, so including these options would be anti-dilutive:

Years ended March 31,	2021	2020	2019
Number of ordinary share options (*shares in thousands*)	**348**	285	352

Additional Authorized Shares

The Company has an additional authorized share capital of 50,000,000 preferred shares of $0.001 par value each, plus 25,000 deferred ordinary shares of €1.00 par value each, in order to satisfy minimum statutory capital requirements for all Irish public limited companies.

(dollars in thousands, except per share amounts and as noted)

13. REPURCHASE OF ORDINARY SHARES

On May 7, 2019, our Board of Directors authorized a share repurchase program resulting in a share repurchase authorization of approximately $78,979 (net of taxes, fees and commissions). On July 30, 2019, our Board of Directors approved an increase in the May 7, 2019 authorization of an additional amount of $300,000 (net of taxes, fees and commissions). As of March 31, 2021, there was approximately $333,932 (net of taxes, fees and commissions) of remaining availability under the Board authorized share repurchase program. The share repurchase program has no specified expiration date.

Under the authorization, the Company may repurchase its shares from time to time through open market purchases, including 10b5-1 plans. Any share repurchases may be activated, suspended or discontinued at any time. Due to the uncertainty surrounding the COVID-19 pandemic, share repurchases were suspended on April 9, 2020.

During fiscal 2021, we repurchased 35,000 of our ordinary shares for the aggregate amount of $5,047 (net of fees and commissions) pursuant to the 2019 authorizations. During fiscal 2020, we repurchased 273,259 of our ordinary shares for the aggregate amount of $40,000 (net of fees and commissions) pursuant to the authorizations. During fiscal 2019, we repurchased 651,093 of our ordinary shares for the aggregate amount of $72,082 (net of fees and commissions) pursuant to the authorizations.

During fiscal 2021, we obtained 91,567 of our ordinary shares in the aggregate amount of $9,599 in connection with share based compensation award programs. During fiscal 2020, we obtained 122,884 of our ordinary shares in the aggregate amount of $11,235 in connection with share based compensation award programs. During fiscal 2019, we obtained 112,356 of our ordinary shares in the aggregate amount of $8,262 in connection with share based compensation award programs.

14. SHARE-BASED COMPENSATION

We maintain a long-term incentive plan that makes available shares for grants, at the discretion of the Board of Directors or Compensation Committee of the Board of Directors, to officers, directors, and key employees in the form of stock options, restricted shares, restricted share units, stock appreciation rights and share grants. We satisfy share award incentives through the issuance of new ordinary shares.

Stock options provide the right to purchase our shares at the market price on the date of grant, or for options granted to employees in fiscal 2019 and thereafter, 110% of the market price on the date of grant, subject to the terms of the plan and agreements. Generally, one-fourth of the stock options granted to employees become exercisable for each full year of employment following the grant date. Stock options granted generally expire 10 years after the grant date, or in some cases earlier if the option holder is no longer employed by us. Restricted shares and restricted share units generally cliff vest after a four year period or vest in tranches of one-fourth of the number granted for each year of employment after the grant date. As of March 31, 2021, 3,589,242 shares remained available for grant under the long-term incentive plan.

The fair value of share-based stock option compensation awards was estimated at their grant date using the Black-Scholes-Merton option pricing model. This model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable, characteristics that are not present in our option grants. If the model permitted consideration of the unique characteristics of employee stock options, the resulting estimate of the fair value of the stock options could be different. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service periods in our Consolidated Statements of Income. The expense is classified as cost of goods sold or selling, general and administrative expenses in a manner consistent with the employee's compensation and benefits.

The following weighted-average assumptions were used for options granted during fiscal 2021, fiscal 2020 and fiscal 2019:

	Fiscal 2021	Fiscal 2020	Fiscal 2019
Risk-free interest rate	**0.46 %**	2.26 %	2.64 %
Expected life of options	**6.0 years**	6.2 years	6.2 years
Expected dividend yield of stock	**0.96 %**	1.22 %	1.47 %
Expected volatility of stock	**23.04 %**	20.27 %	19.91 %

(dollars in thousands, except per share amounts and as noted)

The risk-free interest rate is based upon the U.S. Treasury yield curve. The expected life of options is reflective of historical experience, vesting schedules and contractual terms. The expected dividend yield of stock represents our best estimate of the expected future dividend yield. The expected volatility of stock is derived by referring to our historical stock prices over a time frame similar to that of the expected life of the grant. An estimated forfeiture rate of 2.78%, 2.77% and 2.37% was applied in fiscal 2021, 2020 and 2019 respectively. This rate is calculated based upon historical activity and represents an estimate of the granted options not expected to vest. If actual forfeitures differ from this calculated rate, we may be required to make additional adjustments to compensation expense in future periods. The assumptions used above are reviewed at the time of each significant option grant, or at least annually.

A summary of share option activity is as follows:

	Number of Options	Weighted Average Exercise Price	Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at March 31, 2020	1,796,126	$ 91.29		
Granted	**288,936**	**181.33**		
Exercised	**(399,910)**	**67.87**		
Forfeited	**(48,105)**	**121.05**		
Outstanding at March 31, 2021	**1,637,047**	**$ 112.03**	**6.7 years**	**$ 128,426**
Exercisable at March 31, 2021	**883,133**	**$ 84.05**	**5.4 years**	**$ 93,993**

We estimate that 740,691 of the non-vested stock options outstanding at March 31, 2021 will ultimately vest.

The aggregate intrinsic value in the table above represents the total pre-tax difference between the $190.48 closing price of our ordinary shares on March 31, 2021 over the exercise prices of the stock options, multiplied by the number of options outstanding or outstanding and exercisable, as applicable. The aggregate intrinsic value is not recorded for financial accounting purposes and the value changes daily based on the daily changes in the fair market value of our ordinary shares.

The total intrinsic value of stock options exercised during the years ended March 31, 2021, 2020 and 2019 was $39,055, $57,683 and $25,371, respectively. Net cash proceeds from the exercise of stock options were $26,726, $34,731 and $13,308 for the years ended March 31, 2021, 2020 and 2019, respectively. The tax benefit from stock option exercises was $11,559, $16,440 and $8,306 for the years ended March 31, 2021, 2020 and 2019, respectively.

The weighted average grant date fair value of stock option grants was $27.66, $23.52 and $18.12 for the years ended March 31, 2021, 2020 and 2019, respectively.

Stock appreciation rights (“SARS”) carry generally the same terms and vesting requirements as stock options except that they are settled in cash upon exercise and therefore, are classified as liabilities. The fair value of the outstanding SARS as of March 31, 2021, 2020 and 2019 was $494, $544, and $889, respectively. The fair value of outstanding SARS is revalued at each reporting date and the related liability and expense are adjusted appropriately.

A summary of the non-vested restricted share activity is presented below:

	Number of Restricted Shares	Number of Restricted Share Units	Weighted-Average Grant Date Fair Value
Non-vested at March 31, 2020	575,830	30,894	$ 98.07
Granted	**146,009**	**16,140**	**165.86**
Vested	**(158,913)**	**(16,913)**	**84.52**
Forfeited	**(29,603)**	**(621)**	**108.10**
Non-vested at March 31, 2021	**533,323**	**29,500**	**$ 121.35**

Restricted shares granted are valued based on the closing stock price at the grant date. The value of restricted shares and units that vested during fiscal 2021 was $14,861.

As of March 31, 2021, there was a total of $46,804 in unrecognized compensation cost related to non-vested share-based compensation granted under our share-based compensation plans. We expect to recognize the cost over a weighted average period of 2.1 years.

(dollars in thousands, except per share amounts and as noted)

15. FINANCIAL AND OTHER GUARANTEES

We generally offer a limited parts and labor warranty on capital equipment. The specific terms and conditions of those warranties vary depending on the product sold and the countries where we conduct business. We record a liability for the estimated cost of product warranties at the time product revenues are recognized. The amounts we expect to incur on behalf of our Customers for the future estimated cost of these warranties are recorded as a current liability on the accompanying Consolidated Balance Sheets. Factors that affect the amount of our warranty liability include the number and type of installed units, historical and anticipated rates of product failures, and material and service costs per claim. We periodically assess the adequacy of our recorded warranty liabilities and adjust the amounts as necessary.

Changes in our warranty liability during the periods presented are as follows:

Years Ended March 31,	2021	2020	2019
Balance, Beginning of Year	**$ 7,381**	$ 7,194	$ 6,872
Warranties issued during the period	**10,574**	12,311	11,177
Settlements made during the period	**(8,549)**	(12,124)	(10,855)
Balance, End of Year	**$ 9,406**	$ 7,381	$ 7,194

16. DERIVATIVES AND HEDGING

From time to time, we enter into forward contracts to hedge potential foreign currency gains and losses that arise from transactions denominated in foreign currencies, including inter-company transactions. We may also enter into commodity swap contracts to hedge price changes in nickel that impact raw materials included in our cost of revenues. Further, we may hold forward foreign exchange contracts to hedge a portion of our expected non-U.S. dollar denominated earnings against our reporting currency, the U.S dollar. We do not use derivative financial instruments for speculative purposes. These contracts are not designated as hedging instruments and do not receive hedge accounting treatment; therefore, changes in their fair value are not deferred but are recognized immediately in the Consolidated Statements of Income. At March 31, 2021, we held a foreign currency forward contract to buy 41.5 million British pounds. At March 31, 2021, we held commodity swap contracts to buy 768.0 thousand pounds of nickel.

	Asset Derivatives		Liability Derivatives	
Balance Sheet Location	Fair Value at March 31, 2021	Fair Value at March 31, 2020	Fair Value at March 31, 2021	Fair Value at March 31, 2020
Prepaid & Other	**$ 57**	$ 124	**$ —**	$ —
Accrued expenses and other	**—**	—	**367**	912

The following table presents the impact of derivative instruments and their location within the Consolidated Statements of Income:

		Amount of (loss) gain recognized in income		
		Years Ended March 31,		
	Location of (loss) gain recognized in income	2021	2020	2019
Foreign currency forward contracts	Selling, general and administrative	**$ 1,178**	$ 798	$ 235
Commodity swap contracts	Cost of revenues	**771**	(660)	434

Additionally, we hold our debt in multiple currencies to fund our operations and investments in certain subsidiaries. We designate portions of non-functional currency denominated intercompany loans as hedges of portions of net investments in foreign operations. Net debt designated as non-derivative net investment hedging instruments totaled $49,208 at March 31, 2021. These hedges are designed to be fully effective and any associated gain or loss is recognized in Accumulated Other Comprehensive Income and will be reclassified to income in the same period when a gain or loss related to the net investment in the foreign operation is included in income.

(dollars in thousands, except per share amounts and as noted)

17. FAIR VALUE MEASUREMENTS

Fair value is defined as the price that would be received to sell an asset or that would be paid to transfer a liability in an orderly transaction between market participants at the measurement date. We estimate the fair value of financial assets and liabilities using available market information and generally accepted valuation methodologies. The inputs used to measure fair value are classified into three tiers. These tiers include Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring the entity to develop its own assumptions. The following table shows the fair value of our financial assets and liabilities at March 31, 2021 and March 31, 2020:

			Fair Value Measurements					
	Carrying Value		Quoted Prices in Active Markets for Identical Assets		Significant Other Observable Inputs		Significant Unobservable Inputs	
			Level 1		Level 2		Level 3	
At March 31,	2021	2020	2021	2020	2021	2020	2021	2020
Assets:								
Cash and cash equivalents	**$ 220,531**	$ 319,581	**$ 220,531**	$ 319,581	**$ —**	$ —	**$ —**	$ —
Forward and swap contracts [1]	**57**	124	**—**	—	**57**	124	**—**	—
Equity investments [2]	**10,301**	9,624	**10,301**	9,624	**—**	—	**—**	—
Other investments	**2,665**	2,507	**2,665**	2,507	**—**	—	**—**	—
Liabilities:								
Forward and swap contracts [1]	**$ 367**	$ 912	**$ —**	$ —	**$ 367**	$ 912	**$ —**	$ —
Deferred compensation plans [2]	**1,715**	1,475	**1,715**	1,475	**—**	—	**—**	—
Long term debt [3]	**1,650,540**	1,150,521	**—**	—	**1,722,459**	1,143,978	**—**	—
Contingent consideration obligations [4]	**19,642**	15,988	**—**	—	**—**	—	**19,642**	15,988

[1] The fair values of forward and swap contracts are based on period-end forward rates and reflect the value of the amount that we would pay or receive for the contracts involving the same notional amounts and maturity dates.

[2] We maintain a frozen domestic non-qualified deferred compensation plan covering certain employees, which allowed for the deferral of payment of previously earned compensation for an employee-specified term or until retirement or termination. Amounts deferred can be allocated to various hypothetical investment options (compensation deferrals have been frozen under the plan). We hold investments to satisfy the future obligations of the plan. Employees who made deferrals are entitled to receive distributions of their hypothetical account balances (amounts deferred, together with earnings (losses)). We also hold an investment in the common stock of Servizi Italia, S.p.A, a leading provider of integrated linen washing and outsourced sterile processing services to hospital Customers. Beginning in fiscal 2019, changes in the fair value of these investments are recorded in the "Interest income and miscellaneous expense line" of the Consolidated Statement of Income. During fiscal 2021 and fiscal 2020 we recorded gains (losses) of $594 and $(3,579), respectively, related to these investments.

[3] We estimate the fair value of our long-term debt using discounted cash flow analyses, based on our current incremental borrowing rates for similar types of borrowing arrangements.

[4] Contingent consideration obligations arise from prior business acquisitions. The fair values are based on discounted cash flow analyses reflecting the possible achievement of specified performance measures or events and captures the contractual nature of the contingencies, commercial risk, and the time value of money. Contingent consideration obligations are classified in the consolidated balance sheets as accrued expense (short-term) and other liabilities (long-term), as appropriate based on the contractual payment dates.

(dollars in thousands, except per share amounts and as noted)

The changes in Level 3 assets and liabilities measured at fair value on a recurring basis are summarized as follows:

		Contingent Consideration
Balance at March 31, 2019	$	5,950
Additions		9,907
Foreign currency translation adjustments		131
Balance at March 31, 2020	$	15,988
Additions		**3,486**
Payments		**(984)**
Adjustments		**1,175**
Foreign currency translation adjustments		**(23)**
Balance at March 31, 2021	**$**	**19,642**

Additions and payments of contingent consideration obligations during fiscal year 2021 and 2020 were primarily related to our fiscal year 2021 and 2020 acquisitions. Adjustments are recorded in the selling, general and administrative line of the Consolidated Statements of Income. Refer to Note 18, "Business Acquisitions and Divestitures" for more information.

18. BUSINESS ACQUISITIONS AND DIVESTITURES

Fiscal 2021 Acquisitions

On November 18, 2020, we acquired all of the outstanding units and equity of Key Surgical, LLC ("Key Surgical"). Key Surgical is a global provider of sterile processing, operating room and endoscopy consumable products serving hospitals and surgical facilities. Key Surgical is being integrated into our Healthcare segment. The total purchase price of the acquisition was $853,203, net of cash acquired and remains subject to customary working capital adjustments. The purchase price for the acquisition was financed with a combination of cash on hand, credit facility borrowings and proceeds from the issuance of new long-term obligations. Please refer to note 6 titled, "Debt" for more information.

On January 4, 2021, we purchased the remaining outstanding shares of an equity investment that we made in fiscal 2019. Total consideration was approximately $78,045, net of cash acquired and subject to any working capital adjustments. Total non-cash consideration for this transaction was $41,771, which consisted of the settlement of outstanding principal and interest on a loan receivable, the initial equity investment, and receivables related to capital equipment purchases that existed at the acquisition date. The business is being integrated into our Applied Sterilization Technologies business segment and we funded the transaction through a combination of cash on hand and credit facility borrowings.

We also completed two other tuck-in acquisitions during fiscal 2021, which continued to expand our product and service offerings in the Healthcare segment. Total aggregate consideration for these transactions was approximately $20,909, net of cash acquired and including deferred consideration of $1,194.

Purchase price allocations will be finalized within a measurement period not to exceed one year from closing.

Fiscal 2020 Acquisitions

During fiscal 2020, we completed several tuck-in acquisitions which continued to expand our product and service offerings in the Healthcare, Applied Sterilization Technologies and Life Sciences segments. The aggregate purchase price associated with these transactions was approximately $120,537, net of cash acquired and including potential contingent consideration of $9,830 and deferred consideration of $893.

Fiscal 2019 Acquisitions

During fiscal 2019, we completed a minor purchase to expand our service offerings in the Applied Sterilization Technologies segment. The total purchase price was $13,313, and was financed with both cash on hand and with credit facility borrowings.

Fair Value of Assets Acquired and Liabilities Assumed

The table below summarizes the allocation of the purchase price to the net assets acquired based on fair values at the acquisition dates for our fiscal 2021, 2020 and 2019 acquisitions.

	Fiscal Year 2021 [1]		Fiscal Year 2020	Fiscal Year 2019
(dollars in thousands)	Key Surgical	Other Acquisitions	All Acquisitions	All Acquisitions
Cash	**$ 12,615**	**$ 9,159**	$ 8,811	$ —
Accounts receivable	**13,967**	**9,621**	10,331	750
Inventory	**21,414**	**22,123**	8,999	51
Property, plant and equipment	**6,030**	**26,363**	9,241	2,004
Lease right-of-use assets, net	**4,907**	**4,420**	4,462	—
Other assets	**6,680**	**3,378**	1,133	479
Intangible assets [2]	**356,999**	**28,188**	36,500	4,070
Goodwill [3]	**527,675**	**42,808**	74,531	6,614
Total Assets	**950,287**	**146,060**	154,008	13,968
Current liabilities	**(21,599)**	**(28,245)**	(20,659)	(146)
Non-current liabilities	**(62,870)**	**(9,704)**	(4,000)	(509)
Total Liabilities	**(84,469)**	**(37,949)**	(24,659)	(655)
Net Assets	**$ 865,818**	**$ 108,111**	$ 129,349	$ 13,313

(1) Purchase price allocation is still preliminary as of March 31, 2021, as valuations have not been finalized, pending further analyses of the significant drivers of fair value.
(2) Includes $315,575, related to the fair value of the customer relationships intangible asset, obtained in the acquisition of Key Surgical. The estimation of fair value was determined under an income approach using discounted cash flows. The estimate requires assumptions including forecasted revenue growth rates, forecasted profit margins, and Customer attrition rates.
(3) Goodwill is the excess of the consideration transferred over the net assets recognized and represents the expected revenue and cost synergies of the combined company and assembled workforce. The deductible portion of goodwill for tax purposes recognized as a result of the fiscal 2021 acquisitions is $180,005.

Acquisition related transaction and integration costs totaled $35,634, $8,225, and $8,901 for the fiscal years ended March 31, 2021, 2020, and 2019, respectively. The fiscal 2021 total includes $18,072 of costs related to the pending acquisition of Cantel Medical Corp. For more information see Note 21 titled, "Pending Acquisition of Cantel Medical Corp". These costs are included in Selling, general, and administrative expenses in the Consolidated Statements of Income.

Divestitures

Fiscal 2021

During fiscal 2021, we sold an Applied Sterilization Technologies laboratory that was located in the Netherlands. We recorded proceeds of $518, net of cash divested, and recognized a pre-tax loss on the sale of $2,024 in the selling, general and administrative expense line of the Consolidated Statements of Income. The business generated annual revenues of approximately $6,000.

Fiscal 2020

During fiscal 2020, we sold the operations of our Healthcare services business that were located in China. We recorded proceeds of $439, net of cash divested, and recognized a pre-tax loss on the sale of $2,365 in the selling, general and administrative expense line of the Consolidated Statements of Income. The business generated annual revenues of approximately $5,000.

Loans Receivable

(dollars in thousands, except per share amounts and as noted)

In connection with an equity investment of $4,955, we agreed to provide a credit facility of up to approximately $11,606 for a term of up to seven years ending in 2025. The loan carried an interest rate of 4% compounded daily and interest was payable annually. Outstanding borrowings under the agreement totaled $7,084 at March 31, 2020. During fiscal 2021, we purchased the remaining shares of the equity investment. In addition to the purchase price, the acquisition agreement included the capitalization of the outstanding principal and accumulated interest under this credit facility in the amount of $11,708.

In connection with the fiscal 2017 divestiture of Synergy Health Netherlands Linen Management Services, we entered into a loan agreement to provide financing of up to €15,000 for a term of up to 15 years. The loan carried an interest rate of 4% for the first four years and 12% thereafter. The loan was renegotiated during the third quarter of fiscal 2020. According to the new terms of the loan agreement, the outstanding balance at October 31, 2019, of €7,300, will be repaid in six equal annual installments beginning on October 18, 2022. The loan carries an interest rate of 4% for the first four years and 8% thereafter. Outstanding principal borrowings under the agreement totaled $8,568 (or €7,300) at March 31, 2021 and $8,072 (or €7,300) at March 31, 2020.

Amounts for loan receivables as noted above are recorded in the "Other assets" line of our Consolidated balance sheets. Interest income is not material.

19. RECLASSIFICATIONS OUT OF ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

Amounts in Accumulated Other Comprehensive Income (Loss) are presented net of the related tax. Foreign Currency Translation is not adjusted for income taxes. Accumulated other comprehensive income (loss) shown in our Consolidated Statements of Shareholders' Equity and changes in our balances, net of tax, for the years ended March 31, 2021, 2020 and 2019 were as follows:

	Gain (Loss) on Available for Sale Securities			Defined Benefit Plans [1]			Foreign Currency Translation [2]			Total Accumulated Other Comprehensive Income (Loss)		
	2021	2020	2019	2021	2020	2019	2021	2020	2019	2021	2020	2019
Beginning Balance	**$ —**	$ —	$ 1,970	**$ (6,813)**	$ (4,204)	$ (6,742)	**$ (228,650)**	$ (155,574)	$ 16,457	**$ (235,463)**	$ (159,778)	$ 11,685
Other Comprehensive Income (Loss) before reclassifications	**—**	—	—	**4,622**	1,505	3,920	**172,926**	(73,076)	(172,031)	**177,548**	(71,571)	(168,111)
Reclassified from Accumulated Other Comprehensive Income (Loss)	**—**	—	—	**(3,328)**	(4,114)	(1,382)	**—**	—	—	**(3,328)**	(4,114)	(1,382)
Net current-period Other Comprehensive Income (Loss)	**—**	—	—	**1,294**	(2,609)	2,538	**172,926**	(73,076)	(172,031)	**174,220**	(75,685)	(169,493)
Cumulative adjustment to Retained Earnings [3]	**$ —**	$ —	$ (1,970)	**$ —**	$ —	$ —	**$ —**	$ —	$ —	**$ —**	$ —	$ (1,970)
Ending Balance	**$ —**	$ —	$ —	**$ (5,519)**	$ (6,813)	$ (4,204)	**$ (55,724)**	$ (228,650)	$ (155,574)	**$ (61,243)**	$ (235,463)	$ (159,778)

(1) Amortization (gain) of defined benefit plan items are reported in the Interest income and miscellaneous expense line of our Consolidated Statements of Income.

(2) The effective portion of gain or loss on net debt designated as non-derivative net investment hedging instruments is recognized in Accumulated Other Comprehensive Income and is reclassified to income in the same period when a gain or loss related to the net investment is included in income.

(3) As a result of the adoption of ASC 2016-01 we recorded a cumulative effect adjustment to our opening fiscal 2019 retained earnings balance that increased retained earnings and decreased accumulated other comprehensive income. See Note 1 titled, "Nature of Operations and Summary of Significant Accounting Policies" for further details.

(dollars in thousands, except per share amounts and as noted)

20. QUARTERLY RESULTS (UNAUDITED)

Quarters Ended	March 31,	December 31,	September 30,	June 30,
Fiscal 2021*				
Revenues:				
Product	**$ 427,614**	**$ 375,314**	**$ 339,504**	**$ 301,108**
Service	**445,917**	**433,610**	**416,628**	**367,824**
Total Revenues	**873,531**	**808,924**	**756,132**	**668,932**
Cost of Revenues:				
Product	**231,658**	**202,881**	**175,798**	**154,739**
Service	**262,055**	**260,182**	**250,297**	**226,809**
Total Cost of Revenues	**493,713**	**463,063**	**426,095**	**381,548**
Gross Profit	**379,818**	**345,861**	**330,037**	**287,384**
Percentage of Revenues	**43.5 %**	**42.8 %**	**43.6 %**	**43.0 %**
Restructuring Expenses	**(3,024)**	**20**	**(76)**	**166**
Net Income Attributable to Shareholders	**$ 87,443**	**$ 114,501**	**$ 105,858**	**$ 89,598**
Basic Income Per Ordinary Share Attributable to Shareholders:				
Net income	**$ 1.02**	**$ 1.34**	**$ 1.24**	**$ 1.05**
Diluted Income Per Ordinary Share Attributable to Shareholders:				
Net income	**$ 1.02**	**$ 1.33**	**$ 1.23**	**$ 1.05**
Fiscal 2020*				
Revenues:				
Product	$ 393,592	$ 363,795	$ 337,666	$ 307,735
Service	429,399	410,466	399,174	389,068
Total Revenues	822,991	774,261	736,840	696,803
Cost of Revenues:				
Product	211,513	195,105	183,600	159,912
Service	248,392	247,803	234,573	230,001
Total Cost of Revenues	459,905	442,908	418,173	389,913
Gross Profit	363,086	331,353	318,667	306,890
Percentage of Revenues	44.1 %	42.8 %	43.2 %	44.0 %
Restructuring Expenses	6	(448)	(274)	1,389
Net Income Attributable to Shareholders	$ 122,589	$ 104,930	$ 94,769	$ 85,371
Basic Income Per Ordinary Share Attributable to Shareholders:				
Net income	$ 1.44	$ 1.24	$ 1.12	$ 1.01
Diluted Income Per Ordinary Share Attributable to Shareholders:				
Net income	$ 1.43	$ 1.23	$ 1.11	$ 1.00

*Certain amounts have been adjusted to reflect the change in inventory accounting method, as described in Note 1 titled, "Nature of Operations and Summary of Significant Accounting Policies".

21. COVID-19 PANDEMIC

The COVID-19 pandemic began to impact our business late in fiscal 2020. The pandemic and related public health recommendations and mandated precautions to mitigate the spread of COVID-19, including deferral of surgical procedures and treatments and shelter-in-place orders or similar measures, have negatively affected and are expected to continue to negatively affect some of our operations, which may impact our financial position and cash flows. We have experienced and expect to continue to experience unpredictable fluctuations in demand for certain of our products and services, including some products and services that are experiencing increased demand. To date, we do not believe that the COVID-19 pandemic has had a material impact on our operations, as we have been able to continue to operate our manufacturing facilities and meet the demand for essential products and services of our Customers. During fiscal 2021, in response to the to the pandemic, we implemented several measures that we believe helped us protect the health and safety of our employees, preserve liquidity and enhance our financial flexibility.We allowed employees to work remotely when possible and implemented additional safety measures in compliance with applicable regulations to allow personnel to continue to work in our facilities. We suspended all non-essential travel and enacted a temporary hiring freeze on certain positions. To manage liquidity, we suspended our stock repurchase program and deferred certain planned capital expenditures; however, we continued to invest in expansion projects as planned. We do not believe that these actions will negatively impact our long-term ability to generate revenues or meet existing and future financial obligations.

22. PENDING ACQUISTION OF CANTEL MEDICAL CORP.

On January 12, 2021, we announced the signing of a definitive agreement to acquire Cantel Medical Corp. ("Cantel") through a U.S. subsidiary. Cantel is a global provider of infection prevention products and services primarily to endoscopy and dental Customers. Under the terms of the agreement, we will acquire Cantel in a cash and stock transaction valued at $84.66 per Cantel common share, based on STERIS's closing share price of $200.46 on January 11, 2021. This represents a total equity value of approximately $3.6 billion and a total enterprise value of approximately $4.6 billion. The agreement has been unanimously approved by the Boards of Directors of both companies. Cantel shareholder vote and regulatory approvals have been obtained and the acquisition is expected to occur on June 2, 2021.

We expect to fund the cash portion of the transaction consideration and repay or otherwise satisfy a significant amount of Cantel's existing debt obligations with approximately $2.1 billion of new debt, which is described in Note 6, titled "Debt".

Fiscal 2021 acquisition expenses that were related to the pending Cantel acquisition totaled $18,072.

As a result of limited access to the information required to prepare the initial accounting, we are unable to provide the amounts that will be recognized at the acquisition date for the major classes of assets acquired and liabilities assumed, pre-existing contingencies, goodwill or other intangible assets at the time of this Form 10-K filing.

SCHEDULE II – VALUATION AND QUALIFYING ACCOUNTS

Description	Balance at Beginning of Period	Charges to Costs and Expenses	Charges to Other Accounts	Deductions	Balance at End of Period
(in thousands)					
Year ended March 31, 2021					
Deducted from asset accounts:					
Allowance for trade accounts receivable [1]	**$ 12,051**	**$ 3,097**	**$ 349** (3)	**$ (4,142)** (4)	**$ 11,355**
Inventory valuation reserve	**16,149**	**4,423** (2)	**(794)** (3)	**—**	**19,778**
Deferred tax asset valuation allowance	**13,891**	**2,684**	**277** (3)	**(2,709)**	**14,143**
Recorded within liabilities:					
Casualty loss reserves	**$ 23,228**	**$ 5,550**	**$ 2,542**	**$ (8,037)**	**$ 23,283**
Year ended March 31, 2020					
Deducted from asset accounts:					
Allowance for trade accounts receivable [1]	$ 9,645	$ 6,760	$ (247) (3)	$ (4,107) (4)	$ 12,051
Inventory valuation reserve	19,754	(4,105) (2)	500 (3)	—	16,149
Deferred tax asset valuation allowance	13,478	3,327	(1,927) (3)	(987)	13,891
Recorded within liabilities:					
Casualty loss reserves	$ 19,742	$ 6,000	$ 3,007	$ (5,521)	$ 23,228
Year ended March 31, 2019					
Deducted from asset accounts:					
Allowance for trade accounts receivable [1]	$ 12,472	$ 356	$ (327) (3)	$ (2,856) (4)	$ 9,645
Inventory valuation reserve	19,639	(673) (2)	788 (3)	—	19,754
Deferred tax asset valuation allowance	13,596	4,055	(1,653) (3)	(2,520)	13,478
Recorded within liabilities:					
Casualty loss reserves	$ 20,949	$ 4,456	$ (1,158)	$ (4,505)	$ 19,742

(1) Net allowance for doubtful accounts and allowance for sales and returns.
(2) Provision for excess and obsolete inventory, net of inventory written off.
(3) Change in foreign currency exchange rates and acquired reserves.
(4) Uncollectible accounts written off, net of recoveries.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Our management, including the Principal Executive Officer (“PEO”) and Principal Financial Officer (“PFO”), has evaluated the effectiveness of our disclosure controls and procedures, as defined in Exchange Act Rules 13a-15(e) and 15d-15(e), as of the end of the period covered by this Annual Report on Form 10-K. Based on this evaluation, the PEO and PFO have determined that, as of the end of the period covered by this Annual Report on Form 10-K, our disclosure controls and procedures were effective.

CHANGES IN INTERNAL CONTROLS

During the quarter ended March 31, 2021, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

MANAGEMENT’S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in the Exchange Act Rules 13a-15(f). Under the supervision and with the participation of management, including the PEO and PFO, we conducted an evaluation of the effectiveness of internal control over financial reporting as of March 31, 2021 based on the framework in 2013 Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation under this framework, management concluded that the internal control over financial reporting was effective as of March 31, 2021. Our evaluation of internal control over financial reporting did not include the internal controls of the entities that were acquired during fiscal 2021. Total assets of the acquired businesses (inclusive of acquired intangible assets and goodwill) represented approximately 4% of our total assets as of March 31, 2021 and approximately 1% of our total revenues for the year ended March 31, 2021. Based on this evaluation under this framework, management concluded that the internal control over financial reporting was effective as of March 31, 2021.

The independent registered public accounting firm that audited the financial statements has issued an attestation report on internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of
STERIS plc

Opinion on Internal Control Over Financial Reporting

We have audited STERIS plc and subsidiaries’ internal control over financial reporting as of March 31, 2021, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, STERIS plc and subsidiaries (the Company) maintained, in all material respects, effective internal control over financial reporting as of March 31, 2021, based on the COSO criteria.

As indicated in the accompanying Management’s Report on Internal Control Over Financial Reporting, management’s assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of the entities that were acquired during the year ended March 31, 2021, which are included in the fiscal 2021 consolidated financial statements of the Company and constituted approximately 4% of total assets as of March 31, 2021 and approximately1% of total revenues for the year then ended. Our audit of internal control over financial reporting of the Company also did not include an evaluation of the internal control over financial reporting of the entities that were acquired during the year ended March 31, 2021.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of March 31, 2021 and 2020, the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended March 31, 2021, and the related notes and the financial statement schedule listed in the Index at Item 15(a) and our report dated May 28, 2021 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Cleveland, Ohio
May 28, 2021

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

This Annual Report on Form 10-K incorporates by reference the information appearing under the caption "Nominees for Election as Directors," "Delinquent Section 16(a) Reports," "Board Meetings and Committees," "Shareholder Nominations of Directors and Nominee Criteria" and "Shareholder Proposals" of our definitive proxy statement to be filed with the SEC in connection with our 2021 Annual Meeting of Shareholders (the "Proxy Statement").

Our executive officers serve for a term of one year from the date of election to the next organizational meeting of the Board of Directors and until their respective successors are elected and qualified, except in the case of death, resignation, or removal. Information concerning our executive officers is contained in Item 1 of Part 1 of this Annual Report under the heading "Information about our Executive Officers", and is incorporated herein by reference. We have adopted a code of ethics, our Code of Business Conduct for Employees, that applies to our CEO and CFO and Principal Accounting Officer as well as all of our other employees. We have also adopted a code of ethics, our Director Code of Ethics, which applies to the members of the Company's Board of Directors, including our CEO. Our Code of Business Conduct for Employees and the Director Code of Ethics can be found on our Investor Relations website at www.steris-ir.com. Any amendments or waivers of either of these codes will be made available on this website.

ITEM 11. EXECUTIVE COMPENSATION

This Annual Report on Form 10-K incorporates by reference the information appearing beginning under the captions "Executive Compensation," "Non-Employee Director Compensation" and "Miscellaneous Matters" of the Proxy Statement.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

This Annual Report on Form 10-K incorporates by reference the information appearing under the captions "Ownership of Voting Securities" of the Proxy Statement.

The table below presents information concerning all equity compensation plans and individual equity compensation arrangements in effect as of our fiscal year ended March 31, 2021.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights ($)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	1,637,047	$112.03	3,589,242
Equity compensation plans not approved by security holders	—	—	—
Total	1,637,047	$112.03	3,589,242

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

RELATED PERSON TRANSACTIONS

This Annual Report on Form 10-K incorporates by reference the information beginning under the captions "Governance Generally", "Board Meetings and Committees" and "Miscellaneous Matters" of the Proxy Statement.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

This Annual Report on Form 10-K incorporates by reference the information relating to principal accountant fees and services appearing under the caption "Independent Registered Public Accounting Firm" of the Proxy Statement.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULE

LIST OF CONSOLIDATED FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULE

(a) (1) The following consolidated financial statements of STERIS plc and subsidiaries are included in Item 8:

Consolidated Balance Sheets – March 31, 2021 and 2020.

Consolidated Statements of Income – Years ended March 31, 2021, 2020, and 2019.

Consolidated Statements of Comprehensive Income – Years ended March 31, 2021, 2020, and 2019.

Consolidated Statements of Cash Flows – Years ended March 31, 2021, 2020, and 2019.

Consolidated Statements of Shareholders' Equity – Years ended March 31, 2021, 2020, and 2019.

Notes to Consolidated Financial Statements.

(a) (2) The following consolidated financial statement schedule of STERIS plc and subsidiaries is included in Item 8:

Schedule II - Valuation and Qualifying Accounts

All other schedules for which provision is made in the applicable accounting regulation of the SEC are not required under the related instructions or are inapplicable and, therefore, have been omitted.

(a) (3) Exhibits

Exhibit Number	**Exhibit Description**
2.1	Agreement and Plan of Merger, dated January 12, 2021, by and among STERIS plc, Solar New US Holding Co, LLC, Crystal Merger Sub 1, LLC and Cantel Medical Corp. (filed as Exhibit 2.1 to STERIS plc Form 8-K filed January 12, 2021 (Commission File No. 001-38848) and incorporated herein by reference).
2.2	Amendment to the Agreement and Plan of Merger, dated March 1, 2021, by and among STERIS plc, Solar New US Holding Co, LLC, Crystal Merger Sub 1, LLC and Cantel Medical Corp. (filed as Exhibit 2.2 to Amendment No. 1 to STERIS plc Registration Statement on Form S-4 filed March 30, 2021 (Commission File No. 333-253799) and incorporated herein by reference).
2.3	Purchase Agreement, dated October 2, 2020, by and among KS Holdings LLC, Key Surgical Shareholders LLC, Key Surgical Management LLC, WSHP KS Investment LLC, Key Surgical LLC, STERIS Corporation, STERIS plc and Brian O'Connell and Scot Milchman (filed as Exhibit 2.1 to STERIS plc Form 8-K filed October 6, 2020 (Commission File No. 001-38848) and incorporated herein by reference).
3.1	STERIS plc Amended Memorandum and Articles of Association (filed as Exhibit 3.1 to STERIS plc Form 10-K for the fiscal year ended March 31, 2019 (Commission File No. 001-38848) and incorporated herein by reference).*
4.1	Indenture, dated as of April 1, 2021, among STERIS Irish FinCo Unlimited Company, the guarantors party thereto, and U.S. Bank National Association, as trustee (filed as Exhibit 4.1 to STERIS plc Form 8-K filed April 1, 2021 (Commission File No. 001-38848) and incorporated herein by reference).
4.2	First Supplemental Indenture, dated as of April 1, 2021, among STERIS Irish FinCo Unlimited Company, the guarantors party thereto and U.S. Bank National Association, as trustee (filed as Exhibit 4.2 to STERIS plc Form 8-K filed April 1, 2021 (Commission File No. 001-38848) and incorporated herein by reference).
4.3	Form of 2.700% Notes due 2031 (filed as Exhibit 4.3 to STERIS plc Form 8-K filed April 1, 2021 (Commission File No. 001-38848) and incorporated herein by reference).
4.4	Form of 3.750% Notes due 2051 (filed as Exhibit 4.4 to STERIS plc Form 8-K filed April 1, 2021 (Commission File No. 001-38848) and incorporated herein by reference).
4.5	Description of Securities Registered Under Section 12 of the Securities Exchange Act of 1934.
10.1	STERIS plc 2006 Long-Term Equity Incentive Plan, as Assumed, Amended and Restated Effective March 28, 2019 (filed as Exhibit 10.1 to STERIS plc Form 8-K filed March 28, 2019 (Commission File No. 001-38848) and incorporated herein by reference).*

10.2	STERIS Corporation Form of Nonqualified Stock Option Agreement for Nonemployee Directors (filed as Exhibit 10.4 to Form 10-Q for the fiscal quarter ended June 30, 2008 (Commission File No. 1-14643), and incorporated herein by reference).*
10.3	STERIS Corporation Form of Nonqualified Stock Option Agreement for Employees (filed as Exhibit 10.2 to Form 10-Q for the fiscal quarter ended June 30, 2011 (Commission File No. 1-14643), and incorporated herein by reference).*
10.4	Amendment to STERIS Corporation Nonqualified Stock Option Agreement (filed as Exhibit 10.11 to Form 10-Q for the fiscal quarter ended December 31, 2012 (Commission File No. 1-14643), and incorporated herein by reference).*
10.5	STERIS Corporation Form of Nonqualified Stock Option Agreement for Nonemployee Directors (filed as Exhibit 10.12 to Form 10-Q for the fiscal quarter ended December 31, 2012 (Commission File No. 1-14643), and incorporated herein by reference).*
10.6	STERIS Corporation Form of Nonqualified Stock Option Agreement for Employees (filed as Exhibit 10.13 to Form 10-Q for the fiscal quarter ended December 31, 2012 (Commission File No. 1-14643), and incorporated herein by reference).*
10.7	STERIS Corporation Form of Nonqualified Stock Option Agreement for Employees (filed as Exhibit 10.14 to Form 10-Q for the fiscal quarter ended December 31, 2012 (Commission File No. 1-14643), and incorporated herein by reference).*
10.8	STERIS Corporation Form of Career Restricted Stock Unit Agreement for Nonemployee Directors (filed as Exhibit 10.33 to Form 10-K for the fiscal year ended March 31, 2013 (Commission File No. 1-14643), and incorporated by reference).*
10.9	STERIS Corporation Form of Nonqualified Stock Option Agreement for Nonemployee Directors (filed as Exhibit 10.34 to Form 10-K for the fiscal year ended March 31, 2013 (Commission File No. 1-14643), and incorporated by reference).*
10.10	STERIS plc Form of Nonqualified Stock Option Agreement for Employees (filed as Exhibit 10.2 to STERIS plc Form 10-Q for the fiscal quarter ended December 31, 2015 (Commission File No. 1-37614) and incorporated herein by reference).*
10.11	STERIS plc Form of Nonqualified Stock Option Agreement for Nonemployee Directors (filed as Exhibit 10.20 to STERIS plc Form 10-K for the year ended March 31, 2016 (Commission File No. 1-37614) and incorporated herein by reference).*
10.12	STERIS plc Form of Nonqualified Stock Agreement for Employees (filed as Exhibit 10.16 to STERIS plc Form 10-K for the fiscal year ended March 31, 2018 (Commission File No. 1-37614) and incorporated herein by reference).*
10.13	Amendment to STERIS plc Nonqualified Stock Option Agreement (filed as Exhibit 10.4 to STERIS plc Form 10-Q for the fiscal quarter ended September 30, 2018 (Commission File No. 1-37614) and incorporated herein by reference).*
10.14	Form of STERIS plc Nonqualified Stock Option Agreement for Employees (filed as Exhibit 10.2 to STERIS plc Form 10-Q for the fiscal quarter ended September 30, 2018 (Commission File No. 1-37614) and incorporated herein by reference).*
10.15	Form of STERIS plc Nonqualified Stock Option Agreement for Employees (filed as Exhibit 10.3 to STERIS plc Form 10-Q for the fiscal quarter ended September 30, 2019 (Commission File No. 001-38848) and incorporated herein by reference).*
10.16	STERIS plc Form of Restricted Stock Agreement for Employees (filed as Exhibit 10.3 to STERIS plc Form 10-Q for the fiscal quarter ended December 31, 2015 (Commission File No. 1-37614) and incorporated herein by reference).*
10.17	STERIS plc Form of Career Restricted Stock Agreement for Nonemployee Directors (filed as Exhibit 10.21 to STERIS plc Form 10-K for the year ended March 31, 2016 (Commission File No. 1-37614) and incorporated herein by reference).*
10.18	STERIS plc Form of Performance Restricted Stock Agreement for Employees (filed as Exhibit 10.1 to STERIS plc Form 8-K filed June 1, 2017 (Commission File No. 1-37614), and incorporated herein by reference).*

10.19	STERIS plc Form of Restricted Stock Agreement for Employees (filed as Exhibit 10.3 to STERIS plc Form 10-Q for the fiscal quarter ended September 30, 2018 (Commission File No. 1-37614), and incorporated herein by reference).*
10.20	Form of STERIS plc Restricted Stock Agreement for Employees (filed as Exhibit 10.2 to STERIS plc Form 10-Q for the fiscal quarter ended September 30, 2019 (Commission File No. 001-38848) and incorporated herein by reference).*
10.21	Description of STERIS plc Non-Employee Director Compensation Program (filed as Exhibit 10.1 to STERIS plc Form 10-Q for the fiscal quarter ended September 30, 2019 (Commission File No. 001-38848) and incorporated herein by reference).*
10.22	STERIS Corporation Deferred Compensation Plan Document (filed as Exhibit 10.1 to Form 8-K filed September 1, 2006 (Commission File No. 1-14643), and incorporated herein by reference).*
10.23	STERIS Corporation Deferred Compensation Plan Document (as Amended and Restated Effective January 1, 2009) (filed as Exhibit 10.1 to Form 10-Q for the fiscal quarter ended December 31, 2008 (Commission File No. 1-14643), and incorporated herein by reference).*
10.24	Amended and Restated Adoption Agreement related to STERIS Corporation Deferred Compensation Plan (filed as Exhibit 10.2 to Form 10-Q filed for the fiscal quarter ended December 31, 2008 (Commission File No. 1-14643), and incorporated herein by reference).*
10.25	Amendment No. 1 to STERIS Corporation Deferred Compensation Plan Document (as Amended and Restated Effective January 1, 2009) dated November 4, 2011 (filed as Exhibit 10.1 to Form 10-Q for the fiscal quarter ended December 31, 2011 (Commission File No. 1-14643), and incorporated herein by reference).*
10.26	STERIS plc Management Incentive Compensation Plan (As Amended and Restated Effective March 28, 2019) (filed as Exhibit 10.2 to STERIS plc Form 8-K filed March 28, 2019 (Commission File No. 001-38848), and incorporated herein by reference).*
10.27	Amendment No. 1 to STERIS plc Management Incentive Compensation Plan (As Assumed, Amended and Restated Effective March 28, 2019).*
10.28	Form of Make-Whole Payment and Repayment Conditions Agreement Between Former STERIS Corporation Non-Employee Directors and STERIS Corporation (filed as Exhibit 10.32 to STERIS plc Form 10-K for the year ended March 31, 2016 (Commission File No. 1-37614) and incorporated herein by reference).*
10.29	Form of Make-Whole Payment and Repayment Conditions Agreement Between STERIS Corporation Executive Officers and STERIS Corporation (filed as Exhibit 10.33 to STERIS plc Form 10-K for the year ended March 31, 2016 (Commission File No. 1-37614) and incorporated herein by reference).*
10.30	STERIS plc Senior Executive Severance Plan, As Adopted effective March 28, 2019 (filed as Exhibit 10.3 to STERIS plc 8-K filed March 28, 2019 (Commission File No. 001-38848), and incorporated herein by reference).*
10.31	Form of Indemnification Agreement between STERIS Corporation and each of its directors and certain executive officers (filed as Exhibit 10.31 to Form 10-K for the fiscal year ended March 31, 2010 (Commission File No. 1-14643), and incorporated herein by reference).
10.32	Form of Deed of Indemnity for STERIS plc Directors and executive officers (filed as Exhibit 10.5 to STERIS plc Form 10-Q for the fiscal quarter ended December 31, 2015 (Commission File No. 1-37614), and incorporated herein by reference).
10.33	Form of Deed of Indemnity for STERIS plc directors and executive officers (filed as Exhibit 10.4 to STERIS plc Form 8-K filed March 28, 2019 (Commission File No. 001-38848), and incorporated herein by reference).
10.34	Agreement dated as of April 23, 2008 by and among STERIS Corporation, Richard C. Breeden, Robert H. Fields, and the Breeden Investors identified therein (filed as Exhibit 10.1 to Form 8-K filed April 24, 2008 (Commission File No. 1-14643), and incorporated herein by reference).

10.35	Agreement dated November 4, 2011 between STERIS Corporation and Bank of America, N.A. providing Transfer and Advised Line for Letters of Credit (filed as Exhibit 10.2 to Form 10-Q for the fiscal quarter ended December 31, 2011 (Commission File No. 1-14643), and incorporated herein by reference).
10.36	Delayed Draw Term Loan Agreement, dated as of March 19, 2021, among STERIS plc, STERIS Limited, STERIS Corporation, STERIS Irish FinCo Unlimited Company, the lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent (filed as Exhibit 10.1 to Form 8-K filed March 23, 2021 (Commission File No. 1-38848), and incorporated herein by reference).
10.37	Term Loan Agreement, dated as of March 19, 2021, among STERIS plc, STERIS Limited, STERIS Corporation, STERIS Irish FinCo Unlimited Company, the lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent (filed as Exhibit 10.2 to Form 8-K filed March 23, 2021 (Commission File No. 1-38848), and incorporated herein by reference).
10.38	Credit Agreement, dated as of March 19, 2021, among STERIS plc, STERIS Limited, STERIS Corporation, STERIS Irish FinCo Unlimited Company, the lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent (filed as Exhibit 10.3 to Form 8-K filed March 23, 2021 (Commission File No. 1-38848), and incorporated herein by reference).
10.39	First Amendment dated as of March 19, 2021 to Amended and Restated Note Purchase Agreement, dated as of March 5, 2019, among STERIS Corporation and each of the institutions signatory thereto (filed as Exhibit 10.4 to Form 8-K filed March 23, 2021 (Commission File No. 1-38848), and incorporated herein by reference).
10.40	First Amendment dated as of March 19, 2021 to Amended and Restated Note Purchase Agreement, dated as of March 5, 2019, among STERIS Corporation and each of the institutions signatory thereto (filed as Exhibit 10.5 to Form 8-K filed March 23, 2021 (Commission File No. 1-38848), and incorporated herein by reference).
10.41	First Amendment dated as of March 19, 2021 to Amended and Restated Note Purchase Agreement, dated as of March 5, 2019, among STERIS Limited and each of the institutions signatory thereto (filed as Exhibit 10.6 to Form 8-K filed March 23, 2021 (Commission File No. 1-38848), and incorporated herein by reference).
10.42	Stock Purchase Agreement dated July 16, 2012 by and among STERIS Corporation, United States Endoscopy Group, Inc. and the shareholders party thereto (filed as Exhibit 2.1 to Form 8-K filed August 15, 2012 (Commission File No. 1-14643), and incorporated herein by reference).
10.43	Stock Purchase Agreement dated March 31, 2014 by and among STERIS Corporation, Integrated Medical Systems International, Inc. and the shareholders party thereto (filed as Exhibit 2.1 to Form 8-K filed May 9, 2014 (Commission File No. 1-14643), and incorporated herein by reference).
10.44	Voting Agreement, dated as of January 12, 2021, by and among STERIS plc, Solar New US Holdings Co, LLC, Crystal Merger Sub 1, LLC and Cantel Medical Corp. (filed as Exhibit 10.1 to Form 8-K filed January 12, 2021 (Commission File No. 1-38848), and incorporated herein by reference).
18.1	LIFO Preferability Letter
21.1	Subsidiaries of STERIS plc.
22.1	List of Guarantor Subsidiaries with respect to the 2.700% Notes due 2031 and 3.750% Notes due 2051 issued by STERIS Irish Finco Unlimited Company.
23.1	Consent of Independent Registered Public Accounting Firm.
24.1	Power of Attorney
31.1	Certification of the Principal Executive Officer Pursuant to Exchange Act Rule 13a-14(a)/15d-14(a).
31.2	Certification of the Principal Financial Officer Pursuant to Exchange Act Rule 13a-14(a)/15d-14(a).
32.1	Certification of the Principal Executive Officer and the Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.SCH	Inline Schema Document.
101.CAL	Inline Calculation Linkbase Document.
101.DEF	Inline Definition Linkbase Document.
101.LAB	Inline Labels Linkbase Document.
101.PRE	Inline Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibits 101).
*	A management contract or compensatory plan or arrangement required to be filed as an exhibit hereto.

SIGNATURES

Pursuant to the requirements of Sections 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the date indicated.

STERIS plc
(Registrant)

Date: May 28, 2021

By: /S/ KAREN L. BURTON
Karen L. Burton
Vice President, Controller, and Chief Accounting Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

SIGNATURE	TITLE	DATE
/S/ WALTER M ROSEBROUGH, JR. Walter M Rosebrough, Jr.	President, Chief Executive Officer and Director	May 28, 2021
/S/ MICHAEL J. TOKICH Michael J. Tokich	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	May 28, 2021
/S/ KAREN L. BURTON Karen L. Burton	Vice President, Controller and Chief Accounting Officer	May 28, 2021
* Mohsen M. Sohi	Chairman and Director	May 28, 2021
* Richard C. Breeden	Director	May 28, 2021
* Daniel A. Carestio	Director	May 28, 2021
* Cynthia L. Feldmann	Director	May 28, 2021
* Christopher S. Holland	Director	May 28, 2021
* Jacqueline B. Kosecoff	Director	May 28, 2021
* David B. Lewis	Director	May 28, 2021
* Paul E. Martin	Director	May 28, 2021
* Nirav R. Shah	Director	May 28, 2021
* Richard M. Steeves	Director	May 28, 2021

* The undersigned, by signing his name hereto, does sign and execute this Annual Report on Form 10-K pursuant to the Powers of Attorney executed by the above-named directors of the Registrant and filed with the Securities and Exchange Commission on behalf of such directors.

Date: May 28, 2021

By: /S/ J. ADAM ZANGERLE
J. Adam Zangerle,
Attorney-in-Fact for Directors

DESCRIPTION OF THE REGISTRANT'S SECURITIES REGISTERED PURSUANT TO SECTION 12 OF THE SECURITIES AND EXCHANGE ACT OF 1934

As of the date hereof, STERIS plc, a public limited company incorporated under the laws of Ireland, and its subsidiaries have three classes of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended: ordinary shares of STERIS plc and 2.700% Notes due 2031 and 3.750% Notes due 2051 of STERIS Irish Finco Unlimited Company, an Irish public unlimited company and indirect and wholly-owned subsidiary of STERIS plc ("STERIS Irish Finco"), which are guaranteed by, among others, STERIS plc.

DESCRIPTION OF SHARE CAPITAL

The following is a summary of the terms and provisions of STERIS plc's share capital. The rights of STERIS plc shareholders are governed by the laws of Ireland and STERIS plc's Amended Memorandum and Articles of Association, as amended (the "STERIS Constitution"). This summary is qualified by reference to the STERIS Constitution and applicable provisions of Irish law to which we have referred you.

Capital Structure

The rights of and restrictions applicable to the ordinary shares are prescribed in the STERIS Constitution, subject to the Companies Act 2014 of Ireland (as amended or superseded from time to time) (the "Irish Companies Act").

Authorized Share Capital

STERIS plc has an authorized share capital of (1) $550,000 divided into (a) 500,000,000 ordinary shares of $0.001 each and (b) 50,000,000 preferred shares of $0.001 each, plus (2) €25,000 divided into 25,000 deferred ordinary shares of €1.00 each.

The authorized share capital of €25,000 divided into 25,000 deferred ordinary shares of €1.00 each listed above has been allotted in order to satisfy minimum statutory capital requirements for all Irish public limited companies. Any holder of these deferred ordinary shares is not entitled to receive any dividend or distribution, to attend, speak or vote at any general meeting, and has no effective rights to participate in the assets of STERIS plc.

Under the STERIS Constitution, STERIS plc may issue shares up to its maximum authorized share capital. The authorized share capital may be increased or reduced by a resolution approved by a simple majority of the votes cast at a general meeting of the shareholders, referred to under Irish law as an "ordinary resolution".

Under Irish law, the directors of a company may issue new ordinary or preferred shares without shareholder approval once authorized to do so by the constitution or by an ordinary resolution adopted by the shareholders at a general meeting. The authorization may be granted for a maximum period of five years, at which point it must be renewed by the shareholders by an ordinary resolution. The STERIS Constitution authorizes our board of directors (our "Board"), to allot shares of STERIS plc with an aggregate par value amount up to the maximum of its authorized but unissued share capital without shareholder approval until March 27, 2024. The authority to issue preferred shares provides us with the flexibility to consider and respond to future business needs and opportunities as they arise from time to time, including in connection with capital raising, financing and acquisition transactions or opportunities.

Under the STERIS Constitution, our Board is authorized to issue preferred shares on a non-pre-emptive basis, with discretion as to the terms attaching to the preferred shares, including as to voting, dividend and conversion rights and priority relative to other classes of shares with respect to dividends and upon a liquidation. As described in the preceding paragraph, this authority extends until March 27, 2024, at which time it will expire unless renewed by our shareholders.

The STERIS Constitution permits our Board, without shareholder approval, to determine the terms of any preferred shares that we may issue.

Irish law does not recognize fractional shares held of record. Accordingly, the STERIS Constitution does not provide for the issuance of fractional ordinary shares, and our official Irish share register does not reflect any fractional shares.

Under the STERIS Constitution, subject to the Irish Companies Act, our Board (or an authorized committee of our Board) is authorized to approve the allotment, issue, grant and disposal of, or otherwise deal with, shares, options, equity awards, rights over shares, warrants, other securities and derivatives (including unissued shares) in or of STERIS plc to such persons, at such times and on such terms as it thinks fit (including specifying the conditions of allotment of shares for the purposes of the Irish Companies Act).

Preemptive Rights

Under Irish law, certain statutory preemption rights apply automatically in favor of shareholders where shares are to be issued for cash. However, STERIS plc has opted to dis-apply these preemption rights in the STERIS Constitution in respect of shares of STERIS plc with an aggregate par value amount up to the maximum of its authorized but unissued share capital.

Irish law requires this disapplication to be renewed at least every five years by 75% of the votes cast at a general meeting of shareholders, referred to under Irish law as a “special resolution”. If the disapplication is not renewed, shares issued for cash must be offered to existing shareholders of STERIS plc on a pro rata basis to their existing shareholdings before the shares may be issued to any new shareholders.

Statutory preemption rights do not apply: (i) where shares are issued for non-cash consideration (such as in a stock-for-stock acquisition), (ii) to the issue of non-equity shares (that is, shares that have the right to participate only up to a specified amount in any income or capital distribution) or (iii) where shares are issued pursuant to an employee stock option or similar equity plan.

Dividends

Under Irish law, STERIS plc is able to declare dividends and make distributions only out of “distributable profits”. Distributable profits are the accumulated realized profits of STERIS plc that have not previously been utilized in a distribution or capitalization less accumulated realized losses that have not previously been written off in a reduction or reorganization of capital, and include reserves created by way of a reduction of capital. In addition, no distribution or dividend may be paid or made by STERIS plc unless the net assets of STERIS plc are equal to, or exceed, the aggregate of STERIS plc’s called up share capital plus its undistributable reserves and the distribution does not reduce STERIS plc’s net assets below such aggregate. Undistributable reserves include the undenominated capital, the capital redemption reserve fund and the amount by which STERIS plc’s accumulated unrealized profits that have not previously been utilized by any capitalization exceed STERIS plc’s accumulated unrealized losses that have not previously been written off in a reduction or reorganization of capital.

The determination as to whether STERIS plc has sufficient distributable profits to fund a dividend must be made by reference to its “relevant financial statements.” The “relevant financial statements” will be either the last set of unconsolidated annual audited financial statements or other financial statements properly prepared in accordance with the Irish Companies Act, which give a “true and fair view” of STERIS plc’s unconsolidated financial position and accord with accepted accounting practice.

The mechanism as to who declares a dividend and when a dividend shall become payable is governed by the STERIS Constitution. The STERIS Constitution authorizes our Board to declare interim dividends without shareholder approval if it considers that the financial position of STERIS plc justifies such payment. Our Board may also recommend a dividend to be approved and declared by the shareholders at a general meeting. No dividend issued may exceed the amount recommended by our Board. The STERIS Constitution provides that dividends may be paid in cash, property or paid-up shares.

Except as otherwise provided by the rights attached to the shares, all shares will carry a pro rata entitlement to the receipt of dividends. Unless provided for by the rights attached to an ordinary share, no dividend or other monies payable by STERIS plc in respect of an ordinary share shall bear interest.

If a dividend cannot be paid to a STERIS plc shareholder or otherwise remains unclaimed, our Board may pay it into a separate STERIS plc account and STERIS plc will not be a trustee in respect thereof. A dividend that remains unclaimed for a period of twelve years after the payment date will be forfeited and will revert to STERIS plc.

Share Repurchases, Redemptions and Conversions

Repurchases and Redemptions

The STERIS Constitution provides that STERIS plc may purchase its own shares and redeem outstanding redeemable shares. Under Irish law, shares can only be purchased or redeemed out of: (i) distributable reserves; or (ii) the proceeds of a new issue of shares made for the purpose of the purchase or redemption.

Under the Irish Companies Act, a company may purchase its own shares either (i) "on-market" on a recognized stock exchange, which includes the New York Stock Exchange (the "NYSE"); or (ii) "off-market" (i.e., otherwise than on a recognized stock exchange).

For STERIS plc to make "on-market" purchases of its ordinary shares, shareholders must provide general authorization to the company to do so by way of an ordinary resolution. For so long as a general authority is in force, no additional shareholder authority for a particular "on-market" purchase is required. Such authority can be given for a maximum period of five years before it requires to be renewed, and must specify: (i) the maximum number of shares that may be purchased; and (ii) the maximum and minimum prices that may be paid for the shares by specifying particular sums or providing a formula.

For an "off-market" purchase, the proposed purchase contract must be authorized by special resolution of the shareholders before the contract is entered into.

Separately, STERIS plc can redeem (as opposed to purchase) its redeemable shares once permitted to do so by the STERIS Constitution (without the requirement for additional shareholder authority).

The STERIS Constitution provides that, unless our Board determines otherwise, any ordinary share that STERIS plc has agreed to acquire shall be automatically converted into a redeemable share. Accordingly, for purposes of the Irish Companies Act, unless our Board determines otherwise, the purchase of ordinary shares by STERIS plc will technically be effected as a redemption of those shares. If the STERIS Constitution did not contain such provision, purchases of ordinary shares by STERIS plc would require to be effected as "on-market" or "off-market" purchases, as described above.

Repurchased and redeemed shares may be cancelled or held as treasury shares, provided that the par value of treasury shares held by STERIS plc at any time must not exceed 10% of STERIS plc's company capital (consisting of the aggregate of all amounts of par value plus premium paid for STERIS plc shares, plus certain other sums that may be credited as such).

Purchases by Subsidiaries

Under Irish law, a subsidiary of STERIS plc may purchase the shares of STERIS plc either "on-market" or "off-market," provided such purchases are authorized by the shareholders of STERIS plc as outlined above. The redemption option is not available to a subsidiary of STERIS plc.

The number of ordinary shares held by STERIS plc’s subsidiaries at any time will count as treasury shares and will be included in any calculation of the permitted treasury share threshold of 10% of the par value of the issued share capital. While a subsidiary holds any of our shares, it cannot exercise voting rights in respect of those shares. The acquisition of our ordinary shares by a subsidiary must be funded out of distributable profits of the subsidiary.

STERIS plc cannot exercise any rights in respect of any treasury shares. Treasury shares can either be held in treasury, re-issued “on-market” or “off-market” or cancelled. Depending on the circumstances of their acquisition, treasury shares may be held indefinitely or require to be cancelled after one or three years. The re-issue of treasury shares requires to be made pursuant to a valid and subsisting shareholder authority given by way of a special resolution.

Consolidation and Division; Subdivision

Under the Irish Companies Act, STERIS plc may, by ordinary resolution, consolidate and divide all or any of its share capital into shares of larger par value than its existing shares, or subdivide its shares into smaller amounts.

Reduction of Share Capital

STERIS plc may reduce its share capital by way of a court approved procedure that also requires approval by special resolution of STERIS plc’s shareholders at a general meeting.

Lien on Shares, Calls on Shares and Forfeiture of Shares

The STERIS Constitution provides that STERIS plc will have a first and paramount lien on every share that is not a fully paid up share for an amount equal to the unpaid portion of such share. Subject to the terms of their allotment, directors may call for any unpaid amounts in respect of any shares to be paid, and if payment is not made, the shares may be forfeited. STERIS plc will not have a lien on any fully paid shares. These provisions are customary in the constitution of an Irish public company limited by shares.

General Meetings of Shareholders

STERIS plc must hold its annual general meeting within the nine month period beginning with the day following its accounting reference date (which is its accounting year end of March 31).

In addition to any Securities and Exchange Commission mandated resolutions, the business of STERIS plc’s annual general meeting is required to include: (i) the consideration of STERIS plc’s statutory financial statements, (ii) the review by the shareholders of STERIS plc’s affairs, (iii) the election and reelection of directors in accordance with the STERIS Constitution, (iv) the appointment or reappointment of the Irish statutory auditors, (v) the authorization of the directors to approve the remuneration of the statutory auditors and (vi) the declaration of dividends (other than interim dividends).

The STERIS Constitution provides that our Board may convene general meetings of the shareholders at any place they so designate. All general meetings, other than annual general meetings, are referred to as “extraordinary general meetings” at law. If a general meeting is held outside Ireland, STERIS plc has a duty, at its expense, to make all necessary arrangements to ensure that shareholders can by technological means participate in any such meeting without leaving Ireland.

The STERIS Constitution requires that notice of an annual general meeting of shareholders must be delivered to the shareholders at least 21 clear days and no more than 60 clear days before the meeting. Shareholders must be notified of all general meetings (other than annual general meetings) at least 14 clear days and no more than 60 clear days prior to the meeting (provided that, in the case of an extraordinary general meeting for the passing of a special resolution, at least 21 clear days’ notice is required in accordance with the Irish Companies Act). Notice periods for general meetings can be shortened if all shareholders entitled to attend and vote at the meeting agree to hold the meeting at short notice. “Clear days” means calendar days and excludes: (i) the date on which a notice is given or a request received and (ii) the date of the meeting itself.

Calling Special Meetings of Shareholders

The STERIS Constitution provides that general meetings of shareholders may be called on the order of our Board. Under Irish law, one or more shareholders representing at least 10% of the paid up share capital of STERIS plc carrying voting rights have the right to requisition the holding of an extraordinary general meeting.

Serious Loss of Capital

If the directors of STERIS plc become aware that the assets of STERIS plc are half or less of the amount of STERIS plc’s called up share capital, the directors must convene an extraordinary general meeting of STERIS plc not later than 28 days after the earliest day on which that fact is known to a director (and the general meeting must be convened for a date not later than 56 days from that day). The meeting must be convened for the purpose of considering whether any, and if so what, measures should be taken to address the situation.

Quorum for Meetings of Shareholders

Under the STERIS Constitution, holders of at least a simple majority of the shares issued and entitled to vote at a general meeting, shall constitute a quorum. The necessary quorum at a separate general meeting of the holders of any class of shares shall be holders of at least a simple majority of that class of shares issued and entitled to vote.

Voting Rights

Under the STERIS Constitution, each holder of the ordinary shares is entitled to one vote for each ordinary share that he or she holds as of the record date for the meeting. The holder of the deferred ordinary shares is not entitled to a vote. No voting rights shall be exercised in respect of any shares held as treasury shares. Any shares held by the subsidiaries will count as treasury shares for this purpose, and such subsidiaries cannot therefore exercise any voting rights in respect of those shares.

All resolutions at an annual general meeting or other general meeting will be decided on a poll. On a poll every shareholder who is present, in person or by proxy, at the general meeting, is entitled to one vote for every ordinary share held by such shareholder. On a separate general meeting of the holders of any class of shares, all votes will be taken on a poll and each holder of shares of the class will, on a poll, have one vote in respect of every share of that class held by such shareholder.

Under the Irish Companies Act and the STERIS Constitution, certain matters require “ordinary resolutions,” which must be approved by at least a majority of the votes cast, in person or by proxy, by shareholders at a general meeting, and certain other matters require “special resolutions,” which require the affirmative vote of at least 75% of the votes cast, in person or by proxy, by shareholders at a general meeting. An ordinary resolution is needed (among other matters) to: remove a director; provide, vary or renew the directors’ authority to allot shares and to appoint directors (where appointment is by shareholders). A special resolution is needed (among other matters) to: alter a company’s constitution, exclude statutory preemptive rights on allotment of securities for cash (up to five years); reduce a company’s share capital; re-register a public company as a private company (or vice versa); and approve a scheme of arrangement.

The chairman at a general meeting has a casting vote if equal votes are cast for and against a resolution on a poll.

Cumulative voting is not recognized under Irish law.

Shareholder Action by Written Consent

Under Irish law, a public limited company's shareholders can pass a resolution by written consent.

Variation of Rights Attaching to a Class of Shares

Under the STERIS Constitution and the Irish Companies Act, any variation of class rights attaching to our issued shares must be approved by a special resolution of our shareholders of the affected class or with the consent in writing of the holders of 75% of all the votes of that class of shares. **Acquisitions**

Shareholder Approval of Merger or Consolidation

Irish law recognizes the concept of a statutory merger in three situations: (i) a domestic merger where an Irish private limited company merges with another Irish company (not being a public limited company) under Part 9 of the Irish Companies Act; (ii) a domestic merger where an Irish public limited company merges with another Irish company under Part 17 of the Irish Companies Act and (iii) a cross border merger, where an Irish company merges with another company based in the European Economic Area under the European Communities (Cross Border Merger) Regulations 2008 of Ireland.

Under Irish law and subject to applicable U.S. securities laws and NYSE rules and regulations, where STERIS plc proposes to acquire another company, approval of STERIS plc's shareholders is not required under Irish law, unless effected as a direct domestic merger or direct cross-border merger as referred to above or unless it involves the issuance of new shares or other securities carrying voting rights, which: (i) would otherwise trigger the mandatory bid requirements under the Irish Takeover Panel Act 1997, Takeover Rules 2013 (the "Irish Takeover Rules") as described below or (ii) would constitute a "reverse takeover" under the Irish Takeover Rules. A "reverse takeover" means a transaction whereby STERIS plc acquires securities of another company or a business or assets of any kind and pursuant to which it is, or may be, obliged to increase by more than 100% its then existing issued share capital carrying voting rights.

Under Irish law, where another company proposes to acquire STERIS plc, the requirement for the approval of the shareholders of STERIS plc depends on the method of acquisition.

Statutory Scheme of Arrangement

Under Irish law, a statutory scheme of arrangement is a procedure whereby the target company makes a proposal (i.e., the scheme) to its shareholders to: (i) transfer their shares to the bidder or (ii) cancel their shares, in each case in exchange for the relevant consideration to be provided by the bidder, with the result that the bidder will become the 100% owner of the target. A scheme requires the approval of a majority in number of the registered shareholders of each class of the target's shares affected, representing 75% of the shares of each class, present in person or by proxy at a meeting of shareholders, together with the sanction of the High Court of Ireland (the "High Court").

Once approved by the requisite shareholder majority, sanctioned by the High Court and becoming effective, all shareholders are bound by the terms of the scheme. Dissenting shareholders have the right to appear at the High Court hearing and make representations in objection to the scheme.

Takeover Offer

Under a takeover offer, a bidder will make a general offer to the target shareholders to acquire their shares. The offer must be conditional on the bidder acquiring, or contracting to acquire (whether pursuant to the offer or otherwise), shares conferring more than 50% of the voting rights of the target, albeit the percentage will typically be set higher to enable the bidder to trigger statutory squeeze-out rights and require any non-accepting shareholders to sell and transfer their shares on the terms of the offer.

In the case of a takeover offer for STERIS plc, where a bidder has acquired or contracted to acquire not less than 80% of the shares to which the offer relates, the bidder may, under the Irish Companies Act, require any non-accepting shareholders to sell and transfer their shares on the terms of the offer. In such circumstances, a non-accepting shareholder has the right to apply to the High Court for an order permitting him, or her, to retain his, or her, shares or to vary the terms of the offer as they pertain to him or her (including a variation such as to require payment of a cash consideration).

Statutory Mergers

It is also possible for STERIS plc to be acquired by way of a domestic or cross-border statutory merger, as described above. Such mergers must be approved by a special resolution of shareholders and sanctioned by the High Court. If the consideration being paid to shareholders is not all in the form of cash, dissenting shareholders may be entitled to require that their shares be acquired for cash.

Asset Sales/Business Combinations

The STERIS Constitution provides that an ordinary resolution of the shareholders of STERIS plc is required for certain transactions relating to the sale of all or substantially all of the property or assets of STERIS plc other than to members of STERIS's group of companies.

Disclosure of Interests in Shares

Under the Irish Companies Act, there is a notification requirement for persons who acquire or cease to be interested in 3% of the voting share capital of an Irish public limited company, or any class thereof. "Interested" is broadly defined and includes direct and indirect holdings, beneficial interests and, in some cases, derivative interests. Furthermore, a person's interests are aggregated with the interests of certain related persons and entities (including controlled companies). A person must notify STERIS plc if, as a result of a transaction, that person will be interested in 3% or more of STERIS plc's ordinary shares or if, as a result of a transaction, a person who was interested in more than 3% of STERIS plc's ordinary shares ceases to be so interested. Where a person is interested in more than 3% of STERIS plc's ordinary shares, any alteration of his or her interest that brings his or her total holding through the nearest whole percentage number, whether an increase or a reduction, must be notified to STERIS plc.

The relevant percentage figure is calculated by reference to the aggregate par value of STERIS plc's ordinary shares in which the person is interested as a proportion of the entire par value of STERIS plc's ordinary share capital. Where the percentage level of the person's interest does not amount to a whole percentage, this figure may be rounded down to the previous whole number. All such disclosures should be notified to STERIS plc within five business days of the transaction or the alteration that gives rise to the notification requirement.

Where a person fails to comply with the notification requirements described above, no right or interest of any kind whatsoever in respect of any of STERIS plc's ordinary shares held by such person shall be enforceable by such person, whether directly or indirectly, by action or legal proceeding. However, such person so affected may apply to the High Court for relief.

In addition to the above disclosure requirement, under the Irish Companies Act, STERIS plc may, by notice in writing, require a person whom it knows or has reasonable cause to believe to be (or at any time during the three years immediately preceding the date on which such notice is issued to have been) interested in shares comprised in STERIS plc's share capital: (i) to indicate whether or not it is the case and (ii) where such person holds, or has during that time held, an interest in STERIS plc's shares, to give such further information as STERIS plc may require, including particulars of such person's own past or present interests in the shares. Any information given in response to the notice is required to be given in writing within such reasonable time as STERIS plc may specify in the notice.

Where such a notice is served by STERIS plc on a person who is or was interested in STERIS plc's shares and that person fails to give STERIS plc any of the requested information within the reasonable time specified, STERIS plc may apply to the High Court for an order directing that the affected shares be made subject to certain restrictions. Under the Irish Companies Act, the restrictions that may be placed on the shares by the High Court are as follows:

- any transfer of those shares, or, in the case of unissued shares, any transfer of the right to be issued with shares and any issue of shares, shall be void;
- no voting rights shall be exercisable in respect of those shares;
- no further shares shall be issued in right of those shares or in pursuance of any offer made to the holder of those shares; and
- no payment shall be made of any sums due from STERIS plc on those shares, whether in respect of capital or otherwise.

Where the shares are subject to these restrictions, the High Court may order the shares to be sold and may also direct that the shares shall cease to be subject to these restrictions

Irish Takeover Rules

STERIS plc is subject to the Irish Takeover Rules, which regulate the conduct of takeovers of, and certain other relevant transactions affecting, Irish public limited companies listed on certain stock exchanges, including the NYSE. The Irish Takeover Rules are administered by the Irish Takeover Panel, which has supervisory jurisdiction over such transactions. Among other matters, the Irish Takeover Rules operate to ensure that no offer is frustrated or unfairly prejudiced and, in the case of multiple bidders, that there is a level playing field. For example, pursuant to the Irish Takeover Rules, our Board will not be permitted, without shareholder approval, to take certain actions that might frustrate an offer for STERIS plc once our Board has received an approach that may lead to an offer or has reason to believe an offer is, or may be, imminent.

A transaction in which a third party seeks to acquire 30% or more of our voting rights and any other acquisitions of our securities will be governed by the Irish Takeover Rules and will be regulated by the Irish Takeover Panel. The “General Principles” of the Irish Takeover Rules and certain important aspects of the Irish Takeover Rules are described below.

General Principles

The Irish Takeover Rules are built on the following General Principles which will apply to any transaction regulated by the Irish Takeover Panel: (i) in the event of an offer, all holders of securities of the target company must be afforded equivalent treatment and, if a person acquires control of a company, the other holders of securities must be protected; (ii) the holders of securities in the target company must have sufficient time and information to enable them to reach a properly informed decision on the offer; where it advises the holders of securities, the board of directors of the target company must give its views on the effects of the implementation of the offer on employment, employment conditions and the locations of the target company’s place of business; (iii) a target company’s board of directors must act in the interests of that company as a whole and must not deny the holders of securities the opportunity to decide on the merits of the offer; (iv) false markets must not be created in the securities of the target company, the bidder or any other company concerned by the offer in such a way that the rise or fall of the prices of the securities becomes artificial and the normal functioning of the markets is distorted; (v) a bidder can only announce an offer after ensuring that he or she can fulfill in full the consideration offered, if such is offered, and after taking all reasonable measures to secure the implementation of any other type of consideration; (vi) a target company may not be hindered in the conduct of its affairs longer than is reasonable by an offer for its securities and (vii) a “substantial acquisition” of securities, whether such acquisition is to be effected by one transaction or a series of transactions, shall take place only at an acceptable speed and shall be subject to adequate and timely disclosure.

Mandatory Bid

Under certain circumstances, a person who acquires shares, or other voting securities, of a company may be required under the Irish Takeover Rules to make a mandatory cash offer for the remaining outstanding voting securities in that company at a price not less than the highest price paid for the securities by the acquiror, or any parties acting in concert with the acquiror, during the previous 12 months. This mandatory bid requirement is triggered if an acquisition of securities would increase the aggregate holding of an acquiror, including the holdings of any parties acting in concert with the acquiror, to securities representing 30% or more of the voting rights in a company, unless the Irish Takeover Panel otherwise consents. An acquisition of securities by a person holding, together with its concert parties, securities representing between 30% and 50% of the voting rights in a company would also trigger the mandatory bid requirement if, after giving effect to the acquisition, the percentage of the voting rights held by that person, together with its concert parties, would increase by 0.05% within a 12-month period. Any person, excluding any parties acting in concert with the holder, holding securities representing more than 50% of the voting rights of a company is not subject to these mandatory offer requirements in purchasing additional securities.

Voluntary Bid; Requirements to Make a Cash Offer and Minimum Price Requirements

If a person makes a voluntary offer to acquire our outstanding ordinary shares, the offer price must not be less than the highest price paid for our ordinary shares by the bidder or its concert parties during the three-month period prior to the commencement of the offer period. The Irish Takeover Panel has the power to extend the “look back” period to 12 months if the Irish Takeover Panel, taking into account the General Principles, believes it is appropriate to do so.

If the bidder or any of its concert parties has acquired our ordinary shares: (i) during the 12-month period prior to the commencement of the offer period that represent more than 10% of our total ordinary shares or (ii) at any time after the commencement of the offer period, the offer must be in cash or accompanied by a full cash alternative and the price per ordinary share must not be less than the highest price paid by the bidder or its concert parties during, in the case of (i), the 12-month period prior to the commencement of the offer period or, in the case of (ii), the offer period. The Irish Takeover Panel may apply this Rule to a bidder who, together with its concert parties, has acquired less than 10% of our total ordinary shares in the 12-month period prior to the commencement of the offer period if the Irish Takeover Panel, taking into account the General Principles, considers it just and proper to do so.

An offer period will generally commence from the date of the first announcement of the offer or proposed offer.

Substantial Acquisition Rules

The Irish Takeover Rules also contain rules governing substantial acquisitions of shares and other voting securities which restrict the speed at which a person may increase his or her holding of shares and rights over shares to an aggregate of between 15% and 30% of the voting rights of the company. Except in certain circumstances, an acquisition or series of acquisitions of shares or rights over shares representing 10% or more of the voting rights of the company is prohibited, if such acquisition(s), when aggregated with shares or rights already held, would result in the acquirer holding 15% or more but less than 30% of the voting rights of the company and such acquisitions are made within a period of seven days. These rules also require accelerated disclosure of acquisitions of shares or rights over shares relating to such holdings.

Rights of Dissenting Shareholders

Irish law provides for dissenters’ rights in the following situations:

(i) Statutory Scheme of Arrangement

In the case of a takeover of STERIS by scheme of arrangement under the Irish Companies Act which has been approved by the requisite majority of shareholders, dissenting shareholders have the right to appear at the High Court hearing and make representations in objection to the scheme.

(ii) Takeover Offer

In the case of a takeover offer for STERIS plc, where a bidder has acquired or contracted to acquire not less than 80% of the shares to which the offer relates, the bidder may, under the Irish Companies Act, require any non-accepting shareholders to sell and transfer their shares on the terms of the offer. In such circumstances, a non-accepting shareholder has the right to apply to the High Court for an order permitting him, or her, to retain his, or her, shares or to vary the terms of the offer as they pertain to him or her (including a variation such as to require payment of a cash consideration).

(iii) Statutory Mergers

In the case of a domestic or cross-border statutory merger, as described above, which has been approved by the requisite majority of shareholders, if the consideration being paid to shareholders is not all in the form of cash, dissenting shareholders may be entitled to require that their shares be acquired for cash.

Anti-Takeover Measures

Frustrating Action

Under the Irish Takeover Rules, our Board is not permitted to take any action that might frustrate an offer for our shares once our Board has received an approach that may lead to an offer or has reason to believe that such an offer is or may be imminent, subject to certain exceptions. Potentially actions such as: (i) the issue of shares, options, restricted share units or convertible securities, (ii) material acquisitions or disposals, (iii) entering into contracts other than in the ordinary course of business or (iv) any action, other than seeking alternative offers, which may result in frustration of an offer, are prohibited during the course of an offer or at any earlier time during which our Board has reason to believe an offer is or may be imminent. Exceptions to this prohibition are available where: (i) the action is approved by our shareholders at a general meeting or (ii) the Irish Takeover Panel has given its consent, where: (a) it is satisfied the action would not constitute frustrating action; (b) our shareholders holding more than 50% of the voting rights state in writing that they approve the proposed action and would vote in favor of it at a general meeting; (c) the action is taken in accordance with a contract entered into prior to the announcement of the offer, or any earlier time at which our Board considered the offer to be imminent or (d) the decision to take such action was made before the announcement of the offer and either has been at least partially implemented or is in the ordinary course of business.

Insider Dealing

The Irish Takeover Rules also provide that no person, other than the bidder, who is privy to confidential price-sensitive information concerning an offer made in respect of the acquisition of a company (or a class of securities) or a contemplated offer shall deal in relevant securities of the target during the period from the time at which such person first has reason to suppose that such an offer, or an approach with a view to such an offer being made, is contemplated to the time of (i) the announcement of such offer or approach or (ii) the termination of discussions relating to such offer, whichever is earlier.

Duration; Dissolution; Rights upon Liquidation

The duration of STERIS plc is unlimited. STERIS plc may be dissolved and wound up at any time by way of a shareholders’ voluntary winding up or a creditors’ winding up. In the case of a shareholders’ voluntary winding up, a special resolution of shareholders is required. STERIS plc may also be dissolved by way of court order on the application of a creditor, or by the Companies Registration Office as an enforcement measure if it has failed to file certain returns. STERIS plc may also be dissolved by the Director of Corporate Enforcement in Ireland where our affairs have been investigated by an inspector and it appears from the report or any information obtained by the Director of Corporate Enforcement that STERIS plc should be wound up.

If the STERIS Constitution contains no specific provisions in respect of a dissolution or winding up, then, subject to the priorities of any creditors, the assets will be distributed to our shareholders in proportion to the paid-up par value of the shares held. The STERIS Constitution contains no specific provisions in respect of a winding up, but the rights of the shareholders may be subject to the rights of any preference shareholders to participate under the terms of any series or class of preferred shares.

Uncertificated Shares

Shares of STERIS plc may be held in either certificated or uncertificated form.

No Sinking Fund

The ordinary shares have no sinking fund provisions.

DESCRIPTION OF NOTES

The following description of (1) 2.700% Senior Notes due 2031 (the "2031 Notes") and (2) 3.750% Senior Notes Due 2051 (the "2051 Notes," and together with the 2031 Notes, the "Notes") of STERIS Irish Finco is only a summary of the material provisions of the Notes and the base indenture, dated April 1, 2021, among STERIS Irish FinCo, the guarantors party thereto and U.S. Bank National Association, as trustee (the "base indenture"), and the first supplemental indenture, dated April 1, 2021, among STERIS Irish FinCo, the guarantors party thereto and U.S. Bank National Association, as trustee (the "first supplemental indenture," and, together with the base indenture, the "indenture"). The 2031 Notes and the 2051 Notes each have been issued as a separate series and do not together have any class voting rights.

This summary is subject to, and is qualified in its entirety by reference to, the Trust Indenture Act of 1939 (the "TIA"), and to all of the provisions of the indenture and those terms made a part of the indenture by reference to the TIA. Reference is made to the indenture for a complete description of the terms and provisions of the Notes, as well as any other capitalized terms used herein for which no definition has been provided.

In this description, the word "Issuer" refers only to STERIS Irish FinCo, and the words "we", "us", "our", "Parent" and "STERIS" refer only to STERIS plc, and not to any of the subsidiaries of STERIS plc.

As of the date hereof, $675,000,000 aggregate principal amount of the 2031 Notes were issued and outstanding and $675,000,000 aggregate principal amount of the 2051 Notes were issued and outstanding.

General

The 2031 Notes will mature on March 15, 2031. The interest rate of the 2031 Notes is 2.700% per year, and interest is paid on each March 15 and September 15, beginning September 15, 2021 and the regular record dates for interest payments will be every March 1 and September 1.

The 2051 Notes will mature on March 15, 2051. The interest rate of the 2051 Notes is 3.750% per year, and interest is paid on each March 15 and September 15, beginning September 15, 2021 and the regular record dates for interest payments will be every March 1 and September 1.

Interest on the Notes accrues from the date of original issuance of the Notes or, if interest has already been paid on the Notes, from the date it was most recently paid. Interest is computed on the basis of a 360-day year comprised of twelve 30-day months. If any interest payment date of the Notes falls on a date that is not a business day, the payment is made on the next business day, and no interest shall accrue on the amount of interest due on that interest payment date for the period from and after such interest payment date to the next business day. The Notes are only in registered form without coupons in minimum denominations of $150,000 and any integral multiple of $1,000 above that amount. Each of the 2031 Notes and the 2051 Notes is represented by a global certificate registered in the name of a nominee of The Depository Trust Company ("DTC") as described in the indenture.

The indenture does not contain any limitations on the amount of additional debt that we and our subsidiaries, including the Issuer, may incur. Other than restrictions described under "—*Merger, Consolidation or Sale of Assets*" below, the indenture does not contain any covenants or other provisions designed to afford holders of the Notes protection in the event of a highly leveraged transaction involving us or if our credit rating declines as the result of a takeover, recapitalization, highly leveraged transaction or similar restructuring involving us that could adversely affect your investment in us.

The trustee, through its corporate trust office in Saint Paul, Minnesota, will act as the Issuer’s paying agent and security registrar in respect of the Notes. The current location of such corporate trust office is 60 Livingston Avenue, Saint Paul, Minnesota 55107. So long as the Notes are issued in the form of global certificates, payments of principal, interest and premium, if any, will be made by the Issuer through the paying agent to DTC. Neither the trustee, the paying agent, nor the security registrar (if each different than the trustee) and none of their respective agents or employees, will have any responsibility or liability for the payment of amounts to beneficial owners of the Notes, for any aspect of the records relating to or payments made on account of those interests by DTC, or for maintaining, supervising or reviewing any records of DTC relating to those interests.

The Notes initially will be guaranteed, jointly and severally, on a senior unsecured basis, by STERIS plc , STERIS Limited, a private limited company organized under the laws of England and Wales, and STERIS Corporation, an Ohio corporation (collectively, with any future guarantors, the “Guarantors”). If, in the future, any of STERIS’ subsidiaries incurs indebtedness or guarantees obligations under any Material Credit Facility, any such subsidiary would be required to also guarantee the Notes on a senior unsecured basis pursuant to the covenant set forth under “—*Future guarantors*.”

The obligations of each Guarantor under its guarantee are designed to be limited as necessary to prevent any such guarantee from constituting a fraudulent conveyance under applicable law and, therefore, will be expressly limited to the maximum amount that such Guarantor could guarantee without such guarantee constituting a fraudulent conveyance. This limitation, however, may not be effective to prevent such guarantee from constituting a fraudulent conveyance. In addition, if a guarantee was rendered voidable, it could be subordinated by a court to all other indebtedness (including guarantees and other contingent liabilities) of the applicable Guarantor, and, depending on the amount of such indebtedness, a Guarantor’s liability on its guarantee could be reduced to zero.

Each Guarantor that makes a payment under its guarantee will be entitled upon payment in full of all guaranteed obligations under the indenture to a contribution from each other Guarantor in an amount equal to such other Guarantor’s pro rata portion of such payment based on the respective net assets of all the Guarantors at the time of such payment determined in accordance with GAAP.

The guarantee of a Guarantor will be automatically and unconditionally released and discharged:

- (1) in the case of a Subsidiary Guarantor, upon the sale, transfer or other disposition (including by way of consolidation or merger) of such Subsidiary Guarantor, other than to the Parent or a subsidiary of the Parent and as permitted by the indenture;

  (2) in the case of a Subsidiary Guarantor, upon the sale, transfer or other disposition of all or substantially all the assets of such Subsidiary Guarantor, other than to the Parent or a subsidiary of the Parent and as permitted by the indenture;

  (3) in the case of a Subsidiary Guarantor, at such time as such Subsidiary Guarantor is no longer a borrower under or no longer guarantees any Material Credit Facility;

  (4) upon the legal defeasance or covenant defeasance of the Notes, as provided under “—Defeasance and covenant defeasance” or the discharge of the Issuer’s obligations under the indenture in accordance with the terms of the indenture;

  (5) as described under “—Modification and waivers”; or

  (6) in the case of the Parent, if the Issuer ceases for any reason to be a subsidiary of the Parent; provided that all guarantees and other obligations of the Parent in respect of all other indebtedness under any Material Credit Facility of the Issuer terminate upon the Issuer ceasing to be a subsidiary of the Parent; provided further that this clause (6) shall not apply if the Issuer ceases to be a subsidiary of the Parent as a result of the merger or consolidation of the Issuer with and into another subsidiary of the Parent as permitted by the indenture; and

- upon such Guarantor delivering to the trustee an officer's certificate and an opinion of counsel, each stating that all conditions precedent provided for in the indenture relating to such transaction or release have been complied with.

In the case of clause (3) above, subject to the covenant set forth under "—Future guarantors," in the event that any released Subsidiary Guarantor thereafter borrows money, incurs or guarantees indebtedness under any Material Credit Facility, such former Subsidiary Guarantor will again provide a guarantee.

The Notes and the related guarantees will be senior unsecured obligations of the Issuer and the Guarantors, respectively, and will be equal in priority with all other unsecured and unsubordinated indebtedness of the Issuer and the Guarantors, respectively, from time to time outstanding, including, as applicable, under existing unregistered Notes and borrowings under certain credit facilities. We have the ability to issue indenture securities with terms different from the Notes and, without the consent of the holders thereof, to reopen each series of Notes and issue additional Notes of such series. The Notes will not be entitled to the benefit of any sinking fund.

The 2031 Notes and the 2051 Notes are each listed on the New York Stock Exchange and are traded under the trading symbols "STE/31" and "STE/51," respectively.

Payment of additional amounts

All payments made by or on behalf of the Issuer under or with respect to any Notes (or by any Guarantor with respect to any related guarantee) will be made free and clear of and without withholding or deduction for or on account of any present or future taxes, duties, assessments or other governmental charges of whatever nature (including related penalties, interest and other liabilities) ("Taxes"), unless the Issuer (or such Guarantor) is required to withhold or deduct such Taxes by law. If the Issuer (or any Guarantor) is so required to withhold or deduct from any payment made under or with respect to the Notes any amount for or on account of any Taxes imposed under (1) any jurisdiction in which the Issuer (or any Guarantor) is then incorporated, organized, engaged in business or resident for tax purposes or any political subdivision or taxing authority or agency thereof or therein or (2) any jurisdiction from or through which payment is made by or on behalf of the Issuer (or any Guarantor) (including the jurisdiction of any paying agent for the Notes) or any political subdivision or taxing authority or agency thereof or therein (each of (1) and (2), a "Taxing Jurisdiction"), the Issuer (or such Guarantor) will pay to each holder such additional amounts ("Additional Amounts") as may be necessary so that the net amount received by each holder and beneficial owner of the Notes (including Additional Amounts) after such withholding or deduction will not be less than the amount such holder or beneficial owner would have received if such Taxes had not been withheld or deducted; provided, however, no Additional Amounts will be payable to a holder with respect to:

- any Taxes that would not have been imposed but for the existence of any actual or deemed present or former connection between the holder or the beneficial owner of the Notes (or between a fiduciary, settlor, beneficiary, member or shareholder of, or possessor of a power over, the relevant holder or beneficial owner, if the holder or beneficial owner is an estate, a nominee, trust, partnership or corporation) and the relevant Taxing Jurisdiction (including being a resident of such jurisdiction for Tax purposes), other than the holding of such Note, the enforcement of rights under such Note or under a guarantee or the receipt of any payments in respect of such Note or guarantee;

- any Taxes imposed as a result of the presentation of a Note for payment (in cases in which presentation is required) more than 30 days after the relevant payment is first made available for payment to the holder (except to the extent that the holder would have been entitled to Additional Amounts had the Note been presented on the last day of such 30-day period);

- any estate, inheritance, gift, sales, personal property, transfer or similar Taxes;

- any Taxes payable other than by deduction or withholding from payments under, or with respect to, the Notes or any related guarantee;

- any Taxes imposed or withheld by reason of the failure of the holder or beneficial owner of Notes to comply with any reasonable written request of the Issuer or the relevant Guarantor, addressed to the holder and made at least 60 days before any such withholding or deduction would be made, to satisfy any certification, identification, information or other reporting requirements, whether required by statute, treaty, regulation or administrative practice of a Taxing Jurisdiction, as a precondition to exemption from, or reduction in the rate of deduction or withholding of, Taxes imposed by the Taxing Jurisdiction (including, without limitation, a certification that the holder or beneficial owner is not resident in the Taxing Jurisdiction), but in each case, only to the extent the holder or beneficial owner is not legally prohibited from complying with such request;

- any Tax imposed on or with respect to any payment by the Issuer or the relevant Guarantor to the holder if such holder is a fiduciary or partnership or person other than the sole beneficial owner of such payment, to the extent that a beneficiary or settlor with respect to such fiduciary, a member of such a partnership or the beneficial owner of such payment would not have been entitled to the Additional Amounts had such beneficiary, settlor, member or beneficial owner been the actual holder of Notes;

- any Taxes imposed pursuant to Sections 1471-1474 of the United States Internal Revenue Code of 1986, as amended, and the U.S. Treasury regulations thereunder (“FATCA”), any intergovernmental agreement between the United States and any other jurisdiction implementing, or relating to, FATCA or any law, regulation or official guidance enacted or issued in any jurisdiction with respect thereto; or

- any combination of the above items.

In addition to the foregoing, the Issuer and the Guarantors will also pay and indemnify the holders for any present or future stamp, issue, registration, court or documentary Taxes, or any other excise or property Taxes, charges or similar levies (including penalties, interest and any other reasonable expenses related thereto) which are levied by any Taxing Jurisdiction on the execution, delivery, issuance, registration or enforcement of, or the receipt of payments with respect to, any of the Notes, the indenture, any related guarantee or any other document or instrument referred to therein (other than on or in connection with a transfer of the Notes other than the initial resale of the Notes).

Special mandatory redemption

On January 12, 2021, STERIS plc and certain of its affiliates entered into an Agreement and Plan of Merger, as amended (the “Acquisition Agreement”) with Cantel Medical Corp., a Delaware corporation (“Cantel”), that contemplates the acquisition (the “Acquisition”) by STERIS plc, directly or indirectly, of all of the equity interests of Cantel, or its successor (which will have converted into a limited liability company immediately after the Pre-Closing Merger (as defined in the Acquisition Agreement), pursuant to the Acquisition Agreement. If the Acquisition is not consummated, or the Acquisition Agreement is terminated, in each case, on or prior to April 12, 2022 (each, a “*Special Mandatory Redemption Event*”), the Issuer will be required to redeem all of the 2031 Notes then outstanding on the Special Mandatory Redemption Date at the Special Mandatory Redemption Price. Notice of a special mandatory redemption will be mailed (or otherwise delivered to holders in accordance with the procedures of DTC) promptly after the occurrence of the Special Mandatory Redemption Event (and in any event no later than 2:00 p.m., New York City time, on the fifth business day immediately following such event) to the trustee and each holder of the 2031 Notes. In the event that the Issuer has insufficient funds to redeem all of the 2031 Notes then outstanding on the Special Mandatory Redemption Date, the Parent shall, on behalf of the Issuer, acquire, or cause to be acquired, all such 2031 Notes in accordance with the indenture.

Exhibit 4.5

Optional redemption

The 2031 Notes and the 2051 Notes will be redeemable, in whole, at any time, or in part, from time to time, at the Issuer's option on or after December 15, 2030 and September 15, 2050, respectively (each an "Applicable Par Call Date"), upon not less than 10 days nor more than 60 days written notice by mail prior to the date fixed for redemption thereof, for cash, at a redemption price, plus accrued and unpaid interest to, but not including, the redemption date (subject to the rights of holders of Notes on the relevant record date to receive interest due on the relevant interest payment date), equal to the greater of:

1. 100% of the principal amount of such Notes being redeemed on that redemption date, or

2. the sum of the present values of the remaining scheduled payments of principal and interest thereon that would have been due if the 2031 Notes and the 2051 Notes had matured on the Applicable Par Call Date, not including accrued and unpaid interest, to, but not including, the date of redemption, discounted to the redemption date on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the applicable Treasury Yield plus the Applicable Spread for such series.

On or after the Applicable Par Call Date, the 2031 Notes and the 2051 Notes will be redeemable, in whole at any time or in part from time to time, at the Issuer's option, for cash, at a redemption price equal to 100% of the principal amount thereof plus accrued and unpaid interest to, but not including, the redemption date (subject to the rights of holders of Notes on the relevant record date to receive interest due on the relevant interest payment date).

"Applicable Spread" means (i) with respect to the 2031 Notes, 20 basis points and (ii) with respect to the 2051 Notes, 25 basis points.

"Comparable Treasury Issue" means, with respect to each series of Notes, the United States Treasury security selected by the Independent Investment Banker as having a maturity comparable to the remaining term of such series of Notes to be redeemed (assuming for this purpose that such series of Notes matured on the Applicable Par Call Date), that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such Notes.

"Comparable Treasury Price" means, with respect to any redemption date for a series of Notes to be redeemed, (i) the average of the applicable Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest such applicable Reference Treasury Dealer Quotations, or (ii) if the Issuer obtains fewer than four such Reference Treasury Dealer Quotations, the average of all such Reference Treasury Dealer Quotations.

"Independent Investment Banker" means, with respect to each series of Notes, one of the Reference Treasury Dealers, as selected by us, or, if such firms are unwilling or unable to select the applicable Comparable Treasury Issue, an independent investment banking institution of national standing appointed by us.

"Reference Treasury Dealer" means, with respect to each series of Notes, each of (i) J.P. Morgan Securities LLC, BofA Securities, Inc. and Citigroup Global Markets Inc. or their respective successors; provided, however, that if either of the foregoing shall cease to be a primary United States Government securities dealer in the United States (a "Primary Treasury Dealer"), the Issuer shall substitute therefor another Primary Treasury Dealer; and (ii) any two other Primary Treasury Dealers selected by us.

"Reference Treasury Dealer Quotations" means, with respect to each Reference Treasury Dealer and any redemption date for a series of Notes to be redeemed, the average, as determined by the Issuer, of the bid and asked prices for the Comparable Treasury Issue for such series of Notes to be redeemed (expressed in each case as a percentage of its principal amount) quoted in writing to the trustee by such Reference Treasury Dealer at 5:00 p.m., New York City time, on (i) the third business day preceding such redemption date or (ii) in the case of a redemption in connection with a legal defeasance, covenant defeasance or discharge with respect to the Notes, on the third business day preceding the date the deposit is made with the trustee.

"Treasury Yield" means, with respect to any redemption date applicable to a series of Notes, the rate per annum equal to the semiannual equivalent yield to maturity of the Comparable Treasury Issue for such series of the Notes to be redeemed on such redemption date, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the applicable Comparable Treasury Price for such redemption date.

A notice of redemption shall be sent by the Issuer (or, at the Issuer's written request, by the trustee on the Issuer's behalf) to each holder of Notes of the particular series to be redeemed (in the case of global notes, electronically through the procedures of DTC) not less than 10 nor more than 60 days in advance of the redemption date (except that such notice may be greater than 60 days in the case of a redemption in connection with a legal defeasance, covenant defeasance or discharge with respect to such Notes). Such notice of redemption shall specify the principal amount of Notes to be redeemed, the CUSIP and ISIN numbers of the Notes to be redeemed, the date fixed for redemption, the redemption price, the place or places of payment and that payment will be made upon presentation and surrender of such Notes. Notice of any redemption of the 2031 Notes or 2051 Notes prior to the Applicable Par Call Date need not set forth the redemption price but only the manner of calculation thereof. The Issuer will give the trustee notice, in writing, of the amount of the redemption price for any such redemption promptly after the calculation thereof, and the trustee shall have no responsibility for such calculation.

Once notice of redemption is sent to holders, the Notes called for redemption will become due and payable on the redemption date at the redemption price, plus interest accrued to, but not including, the redemption date. On or before 10:00 a.m., New York City time, on the redemption date, the Issuer will deposit with the trustee or with one or more paying agents (if other than the trustee) an amount of money sufficient to redeem on the redemption date all of such Notes so called for redemption at the appropriate redemption price, together with accrued interest to, but not including, the date fixed for redemption. Unless the Issuer defaults in payment of the redemption price, plus interest accrued to the redemption date, commencing on the redemption date interest on such Notes called for redemption will cease to accrue and holders of such Notes will have no rights with respect to such Notes except the right to receive the redemption price and any unpaid interest to, but not including, the redemption date.

Notice of any redemption of Notes may, at the Issuer's discretion, be given subject to one or more conditions precedent, including, but not limited to, completion of a corporate transaction that is pending (such as an equity or equity-linked offering, an incurrence of indebtedness or an acquisition or other strategic transaction involving a change of control in the Parent or another entity). If such redemption is so subject to satisfaction of one or more conditions precedent, such notice shall describe each such condition, and such notice may be rescinded in the event that any or all such conditions shall not have been satisfied or otherwise waived on or prior to the business day immediately preceding the relevant redemption date. The Issuer shall notify holders of any such rescission as soon as practicable after the Issuer determines that such conditions precedent will not be able to be satisfied or the Issuer is not able or willing to waive such conditions precedent.

If fewer than all of the 2031 Notes or 2051 Notes are being redeemed, the trustee will select such Notes to be redeemed pro rata, by lot or by any other method the trustee in its sole discretion deems fair and appropriate, in accordance with DTC's procedures. Notes of $150,000 principal amount or less will not be redeemed in part. Upon surrender of any Note redeemed in part, the holder will receive a new Note equal in principal amount to the unredeemed portion of the surrendered Note.

In addition, the Issuer may at any time purchase the 2031 Notes or the 2051 Notes by tender, in the open market or by private agreement, subject to applicable law.

Tax redemption

The Issuer may redeem the 2031 Notes or the 2051 Notes, in whole but not in part, at its discretion at any time upon giving not less than 10 nor more than 60 days' prior notice to the holders of such Notes (which notice will be irrevocable and given in accordance with the procedures described in "*—Optional redemption*"), at a redemption price equal to 100% of the aggregate principal amount thereof, together with accrued and unpaid interest, if any, to but not including the redemption date, and all Additional Amounts, if any, then due and which will become due on the redemption date as a result of the redemption or otherwise, if on the next date on which any amount would be payable in respect of such Notes, the Issuer (or any Guarantor with respect to any guarantee) is or would be required to pay Additional Amounts, and the Issuer (or any Guarantor with respect to any guarantee) cannot avoid any such payment obligation by taking reasonable measures available to it (including, without limitation, making payment through a paying agent located in another jurisdiction or, in the case of a payment by any Guarantor, by having such payment be made by the Issuer or another Guarantor that can make such payment without the obligation to pay Additional Amounts), and the requirement arises as a result of:

1. any amendment to, or change in, the laws or any regulations or rulings promulgated thereunder of a relevant Taxing Jurisdiction which change or amendment is announced and becomes effective on or after the issue date of the Notes (or, if the applicable Taxing Jurisdiction became a Taxing Jurisdiction on a date after the issue date of the Notes, such later date); or

2. any amendment to, or change in, an official written interpretation or application of such laws, regulations or rulings (including by virtue of a holding, judgment or order by a court of competent jurisdiction or a change in published administrative practice) which amendment or change is announced and becomes effective on or after the issue date of the Notes (or, if the applicable Taxing Jurisdiction became a Taxing Jurisdiction on a date after the issue date of the Notes, such later date) (each of the foregoing clauses (1) and (2), a "Change in Tax Law").

The Issuer will not give any such notice of redemption earlier than 60 days prior to the earliest date on which the Issuer (or any Guarantor with respect to any guarantee) would be obligated to make such payment of Additional Amounts if a payment in respect of such Notes were then due, and the obligation to pay Additional Amounts must be in effect at the time such notice is given. Prior to the delivery of any notice of redemption of such Notes pursuant to the foregoing, the Issuer will deliver to the trustee (a) an officer's certificate stating that the obligation to pay such Additional Amounts cannot be avoided by the Issuer (or any Guarantor with respect to any guarantee) taking reasonable measures available to it; and (b) a written opinion of independent tax counsel qualified under the laws of the relevant Taxing Jurisdiction to the effect that the Issuer (or any Guarantor with respect to any guarantee) has or will become obligated to pay such Additional Amounts as a result of a Change in Tax Law.

The trustee will accept and shall be entitled to rely on such officer's certificate and opinion of counsel as sufficient evidence of the existence and satisfaction of the conditions precedent as described above, in which event it will be conclusive and binding on the holders.

Change of control triggering event

Upon the occurrence of a Change of Control Triggering Event, unless the Issuer has exercised its right to redeem the Notes as described above under "—Optional redemption," the indenture provides that each holder of Notes will have the right to require the Issuer to repurchase all or a portion of such holder's Notes pursuant to the offer described below (the "Change of Control Offer"), for cash, at a repurchase price equal to 101% of the aggregate principal amount thereof plus accrued and unpaid interest, if any, on the amount repurchased to, but not including, the date of repurchase, subject to the rights of holders of Notes on the relevant record date to receive interest due on the relevant interest payment date.

Within 30 days following the date upon which the Change of Control Triggering Event occurred, or, at the Issuer's option, prior to any Change of Control but after the public announcement of the pending Change of Control, the Issuer is required to send a notice to each holder of Notes (in the case of global notes, electronically through the procedures of DTC), with a copy to the trustee, which notice will govern the terms of the Change of Control Offer. Such notice will state, among other things, the repurchase date, which must be no earlier than 30 days nor later than 60 days from the date such notice is sent (the "Change of Control Payment Date"). The notice, if sent prior to the date of consummation of the Change of Control, will state that the Change of Control Offer is conditioned on the Change of Control being consummated on or prior to the Change of Control Payment Date. Holders of Notes electing to have Notes repurchased pursuant to a Change of Control Offer will be required to surrender their Notes to the paying agent as specified in the notice, or transfer their Notes to the paying agent by book-entry transfer pursuant to the applicable procedures of the paying agent, prior to the close of business on the third business day prior to the Change of Control Payment Date.

The Issuer will not be required to make a Change of Control Offer if a third party makes such an offer in the manner, at the times and otherwise in compliance with the requirements for such an offer made by the Issuer and such third party purchases all Notes properly tendered and not withdrawn under its offer.

"Change of Control" means the occurrence of any one of the following:

- the direct or indirect sale, lease, transfer, conveyance or other disposition (other than by way of merger or consolidation), in one or a series of related transactions, of all or substantially all of the assets of the Parent and its subsidiaries taken as a whole to any Person (including any "person" (as that term is used in Section 13(d)(3) of the Exchange Act)) other than the Parent or one of its subsidiaries;

- the consummation of any transaction (including, without limitation, any merger or consolidation) the result of which is that any Person (including any "person" or "group" (as those terms are used in Section 13(d)(3) of the Exchange Act)) becomes the "beneficial owner" (as defined in Rules 13d-3 and 13d-5 under the Exchange Act), directly or indirectly, of more than 50% of the then outstanding Voting Stock of the Parent or any other Voting Stock into which the Voting Stock of the Parent is reclassified, consolidated, exchanged or changed, measured by voting power rather than number of shares;

- the Parent consolidates with, or merges with or into, any Person, or any Person consolidates with, or merges with or into, the Parent, in any such event pursuant to a transaction in which any of the outstanding Voting Stock of the Parent (or any other Voting Stock into which the Voting Stock of the Parent is reclassified, consolidated, exchanged or changed) is converted into or exchanged for cash, securities or other property, other than any such transaction where the shares of the Voting Stock of the Parent (or any other Voting Stock into which the Voting Stock of the Parent is reclassified, consolidated, exchanged or changed) outstanding immediately prior to such transaction constitute, or are converted into or exchanged for, a majority of the Voting Stock of the surviving Person immediately after giving effect to such transaction;

- the Parent ceases to own, directly or indirectly, 100% of the outstanding capital stock of the Issuer; or

- the adoption of a plan relating to the liquidation or dissolution of the Parent.

Notwithstanding the foregoing, a transaction will not be deemed to involve a Change of Control under the second clause above if (i) the Parent becomes a direct or indirect wholly owned subsidiary of a holding company and (ii) the holders having ultimate beneficial ownership of the Voting Stock of such holding company immediately following that transaction are substantially the same as the holders having beneficial ownership of the Parent's Voting Stock immediately prior to that transaction.

"Change of Control Triggering Event" means the occurrence of both a Change of Control and a Rating Event.

"Fitch" means Fitch, Inc., or any of its successors and assigns that is a Nationally Recognized Statistical Rating Organization.

"Investment Grade" means a rating of Baa3 or better by Moody's (or its equivalent under any successor rating category of Moody's), a rating of BBB- or better by S&P (or its equivalent under any successor rating category of S&P) and a rating of BBB- or better by Fitch (or its equivalent under any successor rating category of Fitch) and the equivalent investment grade rating from any replacement Rating Agency or Rating Agencies appointed by us.

"Moody's" means Moody's Investors Service, Inc., or any of its successors and assigns that is a Nationally Recognized Statistical Rating Organization.

"Nationally Recognized Statistical Rating Organization" means a nationally recognized statistical rating organization within the meaning of Section 3(a)(62) under the Exchange Act.

"Person" means any individual, corporation, partnership, joint venture, association, joint-stock company, trust, unincorporated organization, limited liability company or government or other entity.

"Rating Agency" means each of Moody's, S&P and Fitch; provided that if any of Moody's, S&P or Fitch ceases to provide rating services to issuers or investors, the Parent may appoint a replacement that is a Nationally Recognized Statistical Rating Organization for such Rating Agency.

"Rating Event" means:

- if the Notes are rated Investment Grade by at least two of the three Rating Agencies on the first day of the Trigger Period, the Notes cease to be rated Investment Grade by at least two of the three Rating Agencies on any date during the Trigger Period, or

- if the Notes are not rated Investment Grade by at least two of the three Rating Agencies on the first day of the Trigger Period, the Notes are downgraded by at least one rating category (e.g., from BB+ to BB or Ba1 to Ba2) from the applicable rating of the Notes on the first day of the Trigger Period by at least two of the three Rating Agencies on any date during the Trigger Period;

provided that if, on the first day of any Trigger Period, the Notes are not rated by at least two of the three Rating Agencies, a Rating Event shall be deemed to have occurred.

"S&P" means Standard & Poor's Ratings Services or any of its successors or assigns that is a Nationally Recognized Statistical Rating Organization.

"Trigger Period" means the period commencing 60 days prior to the first public announcement by us of any Change of Control (or pending Change of Control) and ending 60 days following consummation of such Change of Control (which Trigger Period will be extended following consummation of a Change of Control for so long as any of the Rating Agencies has publicly announced that it is considering a possible ratings change).

"Voting Stock" of any specified Person as of any date means the capital stock of such Person that is at the time entitled to vote generally in the election of the board of directors of such Person.

Limitation on liens

The indenture provides that the Parent will not, and will not permit any of its subsidiaries to, create, incur, issue, assume or guarantee any debt secured by a Lien (other than Permitted Liens) upon any of its property or assets (other than Unrestricted Margin Stock), or any shares of stock or evidences of indebtedness issued by any of its subsidiaries and owned by the Parent or by any other of its subsidiaries, owned on or after the date of issuance of the Notes, without making effective provision to secure all of the Notes, equally and ratably with any and all other debt secured thereby, so long as any of such other debt shall be so secured.

Limitation on sale and leaseback transactions

The indenture provides that the Parent will not, and will not permit any subsidiary to, enter into any arrangement with any person providing for the leasing by the Parent or any subsidiary of any Property that has been or is to be sold or transferred by the Parent or such subsidiary to such person, with the intention of taking back a lease of such Property (a "Sale and Leaseback Transaction") unless either:

- within 12 months after the receipt of the proceeds of the sale or transfer, the Parent or any subsidiary apply an amount equal to the greater of the net proceeds of the sale or transfer or the fair value (as determined in good faith by the Parent's board of directors) of such Property at the time of such sale or transfer to the prepayment or retirement (other than any mandatory prepayment or retirement) of Senior Funded Debt; or

- the Parent or such subsidiary would be entitled, at the effective date of the sale or transfer, to incur debt secured by a Lien on such Property in an amount at least equal to the Attributable Debt in respect of the Sale and Leaseback Transaction, without equally and ratably securing the Notes pursuant to the covenant described under "—Limitation on Liens."

The foregoing restriction in the paragraph above will not apply to any Sale and Leaseback Transaction (i) for a term of not more than three years including renewals; (ii) between the Parent and a subsidiary or between subsidiaries; provided that the lessor is the Parent or a wholly owned subsidiary; or (iii) entered into within 270 days after the later of the acquisition or completion of construction of the subject Property.

Future guarantors

The Parent is required to cause each subsidiary that becomes a borrower under, incurs or guarantees indebtedness under any Material Credit Facility to, within 30 days, (A) execute and deliver to the trustee a supplemental indenture in form satisfactory to the trustee pursuant to which such subsidiary shall guarantee all of the Issuer's obligations under the Notes and the indenture with respect to the Notes and (B) deliver to the trustee an opinion of counsel to the effect that (i) such supplemental indenture and guarantee of the Notes has been duly executed and authorized and (ii) such supplemental indenture and guarantee of the Notes constitutes a valid, binding and enforceable obligation of such subsidiary, except insofar as enforcement thereof may be limited by bankruptcy, insolvency or similar laws and except insofar as enforcement thereof is subject to general principles of equity. Any such guarantee of the Notes shall be equal ("*pari passu*") or senior in right of payment with the guarantee or other obligation giving rise to the obligation to guarantee the Notes.

Merger, consolidation or sale of assets

The Issuer may, without the consent of the holders of any outstanding Notes (including any additional Notes), consolidate with or sell, lease or convey all or substantially all of its properties or assets to, or merge with or into, any other Person, *provided* that:

1. the Issuer is the continuing Person or, alternatively, the successor Person formed by or resulting from such consolidation or merger, or the Person that receives the transfer of such properties or assets (the "Successor Issuer"), is a corporation or limited liability company or similar entity organized under the laws of England and Wales, any member state of the European Economic Area or any state of the United States or the District of Columbia and expressly assumes by means of a supplemental indenture the obligations of the Issuer under the Notes;

2. immediately after giving effect to such transaction, no event of default and no event that, after notice or the lapse of time, or both, would become an event of default has occurred and is continuing;

3. each Guarantor (unless it is the other party to the transactions described above, in which case the second succeeding paragraph shall apply) shall have by means of a supplemental indenture confirmed that its guarantee shall apply to the Successor Issuer's obligations under the indenture and the Notes; and

4. an officer's certificate and legal opinion are delivered to the trustee, each stating that the consolidation, merger, conveyance or transfer complies with clauses (1), (2) and (3) above.

The Successor Issuer will succeed to, and be substituted for, the Issuer, and may exercise all of the rights and powers of the Issuer, under the indenture. In such a case, the Issuer will be relieved of all obligations and covenants under the Notes and the indenture, *provided*, that in the case of a lease of all or substantially all of the properties or assets of the Issuer, the Issuer will not be released from the obligation to pay the principal of and premium, if any, and interest on the Notes.

In addition, each Guarantor may, without the consent of the holders of any outstanding Notes (including any additional Notes), consolidate with or sell, lease or convey all or substantially all of its properties or assets to, or merge with or into, any other Person, *provided* that:

1. such Guarantor is the continuing Person or, alternatively, the successor Person formed by or resulting from such consolidation or merger, or the Person that receives the transfer of such properties or assets (the "Successor Guarantor"), is a corporation or limited liability company or similar entity organized under the laws of England and Wales, any member state of the European Economic Area or any state of the United States or the District of Columbia and expressly assumes by means of a supplemental indenture the obligations of such Guarantor under its guarantee; provided, that this clause shall not apply to any transaction in which the other party thereto is the Issuer or another Guarantor;

2. immediately after giving effect to such transaction, no event of default and no event that, after notice or the lapse of time, or both, would become an event of default has occurred and is continuing; and

3. an officer's certificate and legal opinion are delivered to the trustee, each stating that the consolidation, merger, conveyance or transfer complies with clauses (1) and (2) above.

Any Guarantor whose guarantee is to be released in accordance with the terms of such guarantee shall not be required to comply with clause (1) of the immediately preceding paragraph.

The Successor Guarantor will succeed to, and be substituted for, such Guarantor, and may exercise all of the rights and powers of such Guarantor, under the indenture. In such a case, such Guarantor will be relieved of all obligations and covenants under the Notes and the indenture, *provided*, that in the case of a lease of all or substantially all of the properties or assets of a Guarantor, such Guarantor will not be released from its Note guarantee.

Events of default

Each of the following is an "event of default" under the indenture with respect to each of the 2031 Notes and the 2051 Notes:

1. a default in any payment of interest or Additional Amounts, if any, on any Notes of such series when due, which continues for 30 days;

2. a default in the payment of principal of or premium, if any, on any Notes of such series when due at its stated maturity date, upon optional redemption or otherwise;

3. a failure by the Issuer to redeem all outstanding Notes following the occurrence of a Special Mandatory Redemption Event in conformity with the covenant set forth under "—*Special mandatory redemption*" or a failure by the Issuer to repurchase Notes of such series tendered for repurchase following the occurrence of a Change of Control Triggering Event in conformity with the covenant set forth in the indenture;

4. a failure by the Issuer or any Guarantor to comply with their other agreements contained in the indenture, which continues for 90 days after written notice thereof to the Issuer by the trustee or to the Issuer and the trustee by the holders of not less than 25% in principal amount of the outstanding Notes of such series (including any additional Notes of such series);

5. a default under any debt for money borrowed by the Issuer or any Guarantor that results in acceleration of the maturity of such debt, or failure to pay any such debt within any applicable grace period after final stated maturity, in an aggregate amount of the greater of (a) $150.0 million, or (b) 3.0% of Consolidated Total Assets, or in each case, its foreign currency equivalent, at the time without such debt having been discharged or acceleration having been rescinded or annulled (the cross acceleration provision");

6. various events in bankruptcy, insolvency or reorganization involving the Issuer, any Guarantor or any Significant Subsidiary (or any group of subsidiaries that, taken together, as of the date of the latest consolidated financial statements of Parent and its subsidiaries, would constitute a Significant Subsidiary); and

7. any guarantee of a Guarantor ceases to be in full force and effect (except as contemplated by the terms of the indenture) or is declared null and void in a judicial proceeding or any Guarantor denies or disaffirms its obligations under the indenture or its guarantee.

No event of default with respect to either the 2031 Notes or the 2051 Notes (except as to certain events of bankruptcy, insolvency or reorganization) necessarily constitutes an event of default with respect to any other series of debt securities. The occurrence of an event of default may constitute an event of default under any credit agreements that may be in existence from time to time. In addition, the occurrence of certain events of default or acceleration under the indenture may constitute an event of default under certain of the Issuer's or the Guarantors' other indebtedness that may be outstanding from time to time.

In the case of an event of default specified in clause (6) above occurs, all outstanding Notes will become due and payable immediately without further action or notice. If any other event of default as described herein shall have occurred and be continuing, the trustee or the holders of not less than 25% in aggregate principal amount of the outstanding Notes of a series may declare, by notice to the Issuer in writing (and to the trustee, if given by holders of such Notes) specifying the event of default, to be immediately due and payable the principal amount of all such Notes then outstanding, plus accrued and unpaid interest to the date of acceleration. After any such acceleration, but before a judgment or decree based on acceleration is obtained by the trustee, the registered holders of a majority in aggregate principal amount of the outstanding Notes of such series may, under certain circumstances, rescind and annul such acceleration and waive such event of default if all events of default, other than the nonpayment of accelerated principal, premium or interest, have been cured or waived as provided in the indenture.

The indenture provides that the trustee shall be under no obligation to exercise any of the rights or powers vested in it by the indenture at the request or direction of any of the holders of Notes, unless such holders have offered (and if requested, provided) the trustee security or indemnity satisfactory to the trustee against the costs, expenses, claims, loss and liabilities which might be incurred by it in compliance with such request or direction. Subject to certain rights of the trustee, the holders of a majority in principal amount of the outstanding Notes of the affected series shall have the right to direct the time, method and place of conducting any proceeding for any remedy available to the trustee, or exercising any trust or power conferred on the trustee, with respect to the Notes of such series.

No holder of any Note of any series will have any right to institute any proceeding, judicial or otherwise, with respect to the indenture, or for the appointment of a receiver or trustee, or for any remedy under the indenture, unless:

- that holder has previously given written notice to the trustee of a continuing event of default with respect to the Notes of that series; and

- the holders of at least 25% in principal amount of the outstanding Notes of that series shall have made written request to the trustee, and offered (and if requested, provided) indemnity or security satisfactory to the trustee, to institute proceedings in respect of such event of default in its own name as trustee under the indenture, and the trustee has not received from the holders of a majority in principal amount of the outstanding Notes of that series a direction inconsistent with such written request and has failed to institute such proceeding within 60 days after receipt of such notice, request and offer of indemnity or security.

Generally, the holders of a majority in principal amount of the outstanding Notes of a series (including any additional Notes of such series) will have the right to direct the time, method and place of conducting any proceeding for any remedy available to the trustee or of exercising any trust or power conferred on the trustee. The trustee may, however, refuse to follow any direction that conflicts with law or the indenture.

If a default occurs and is continuing under the indenture and is actually known to a responsible officer of the trustee, the trustee must mail to each holder notice of the default within 90 days after it becomes actually known to a responsible officer of the trustee. Except in the case of a default in the payment of principal or premium, if any, or interest on any Note, the trustee may withhold notice if the trustee determines in good faith that withholding notice is not opposed to the interests of the holders (it being understood that the trustee does not have an affirmative duty to determine whether any direction is prejudicial to any holder). Prior to taking any action under the indenture, the trustee will be entitled to, and if requested, be provided, indemnification or security satisfactory to it against any loss, liability, cost or expense caused by taking or not taking such action.

The Issuer will also be required to deliver to the trustee, within 120 days after the end of each fiscal year, an officer's certificate indicating whether the signers of the certificate know of any default under the indenture that occurred during the previous year. In addition, the Issuer will be required to notify the trustee, in writing, within 30 days of any event that would constitute various defaults, their status and what action the Issuer is taking or proposes to take in respect of these defaults.

Modification and waivers

Modification and amendments of the indenture and the Notes may be made by the Issuer, the Guarantors and the trustee with the consent of the holders of not less than a majority in aggregate principal amount of the outstanding Notes of a series; *provided*, however, that no such modification or amendment may, without the consent of each holder of the affected series of Notes then outstanding:

- change the stated maturity of the principal of, or installment of interest on, any Note;
- reduce the principal amount of, or the rate of interest on, any Notes;
- reduce any premium, if any, payable on the redemption or required repurchase of any Note or change the date on which any Note may be redeemed or required to be repurchased (which modification or amendment, only with respect to a Change of Control Triggering Event, is made after the time an offer to repurchase the Notes is required to have been made);
- change the coin or currency in which the principal of, premium, if any, or interest on any Note is payable;
- impair the right of any holder to institute suit for the enforcement of any payment of principal and interest (including Additional Amounts, if any) on such holder's Notes on or after the due dates therefor;
- reduce the percentage in principal amount of the outstanding Notes, the consent of whose holders is required in order to amend, modify or supplement the indenture or the Notes;
- modify any of the provisions in the indenture regarding the waiver of past defaults and the waiver of certain covenants by the holders of Notes except to increase any percentage of consents required or to provide that certain other provisions of the indenture cannot be modified or waived without the consent of the holder of each Note affected thereby;
- make any change to the provisions in the indenture relating to the guarantees by the Guarantors in any manner adverse to the holders of the Notes;
- make any change to the provisions in the indenture described under "—Payment of additional amounts" that adversely affects the right of any holder of such Notes in any material respect or amend the terms of such Notes in a way that would result in a loss of an exemption from any of the Taxes described thereunder or an exemption from any obligation to withhold or deduct Taxes so described thereunder unless the payor agrees to pay Additional Amounts, if any, in respect thereof; or
- modify any of the above provisions.

The Issuer, the Guarantors and the trustee may, without the consent of any holders, modify or amend the terms of the indenture and the Notes with respect to the following:

- to cure any ambiguity, to correct any mistake, to correct or supplement any provision in the indenture that may be defective or inconsistent with any other provision in the indenture, or to make other provisions in regard to matters or questions arising under the indenture;
- to evidence the succession of another Person to the Issuer or a Guarantor and the assumption by any such successor of the covenants, agreements, and obligations in the indenture and in the Notes in accordance with the indenture;
- to surrender any of the Issuer's or the Guarantors' rights or powers under the indenture or add to the Issuer's or Guarantors' covenants further covenants for the protection of the holders of both or either series of Notes;
- to add any additional events of default for the benefit of the holders of both or either series of Notes;
- to add Guarantors or co-obligors with respect to the Notes, or to release Guarantors from the guarantees of Notes in accordance with the terms of the indenture and the Notes;
- to add collateral security with respect to the Notes;
- to provide for uncertificated Notes in addition to or in place of certificated Notes;
- make any change that does not adversely affect the rights of any holder of Notes;
- to add or appoint a successor or separate trustee or other agent; or
- to comply with any requirement in connection with the qualification of the indenture under the TIA.

The holders of at least a majority in aggregate principal amount of the Notes of a series may, on behalf of the holders of all Notes of such series, waive compliance by the Issuer or any Guarantor with certain restrictive provisions of the indenture. The holders of not less than a majority in aggregate principal amount of the outstanding Notes of a series may, on behalf of the holders of all Notes of such series, waive any past default and its consequences under the indenture, except a default (1) in the payment of principal or premium, if any, or interest on the Notes or (2) in respect of a covenant or provision of the indenture that cannot be modified or amended without the consent of the holder of each Note. Upon any such waiver, such default shall cease to exist and any event of default arising therefrom shall be deemed to have been cured for every purpose of the indenture; but no such waiver shall extend to any subsequent or other default or event of default or impair any rights consequent thereon.

Satisfaction and discharge

The Issuer may discharge its obligations under the indenture while the Notes of either series remain outstanding if the Notes of that series either have become due and payable or will become due and payable within one year (or are to be redeemed within one year) by depositing irrevocably with the trustee as trust funds, funds in U.S. dollars or certain U.S. Government obligations or a combination thereof, in an amount sufficient, in the opinion of a firm of nationally recognized certified public accountants, to pay the entire indebtedness including the principal and premium, if any, and interest to the date of such deposit (if such Notes have become due and payable) or to the maturity thereof or the date of redemption of such Notes, as the case may be, and paying all other amounts payable under the indenture.

Defeasance and covenant defeasance

The indenture provides that the Issuer may elect either (1) to defease and be discharged from any and all obligations with respect to the Notes (except for, among other things, certain obligations to replace temporary or mutilated, destroyed, lost or stolen Notes, to maintain an office or agency with respect to the Notes and to hold moneys for payment in trust) ("legal defeasance") or (2) to be released from its obligations to comply with the restrictive covenants under the indenture, and any omission to comply with such obligations will not constitute a default or an event of default, and clauses (4), (5) and (7) under "—Events of default" will no longer be applied ("*covenant defeasance*"). Legal defeasance or covenant defeasance, as the case may be, will be conditioned upon, among other things, the irrevocable deposit by the Issuer with the trustee, in trust, of an amount in funds in U.S. dollars, or U.S. Government obligations or combination thereof, that through the scheduled payment of principal and interest in accordance with their terms will provide money in an amount sufficient to pay the principal or premium, if any, and interest on the Notes on the scheduled due dates therefor.

If the Issuer effects covenant defeasance with respect to a series of Notes and such Notes are declared due and payable because of the occurrence of any event of default other than under clauses (4), (5) or (7) of "*—Events of default*," even if the amount in U.S. dollars, or U.S. Government obligations, or both, on deposit with the trustee is sufficient to pay amounts due on such Notes at the time of the stated maturity, it may not be sufficient to pay amounts due on the Notes at the time of the acceleration resulting from such event of default. However, the Issuer would remain liable to make payment of such amounts due at the time of acceleration.

To effect legal defeasance or covenant defeasance, the Issuer will be required to deliver to the trustee (i) an opinion of United States counsel that the deposit and related defeasance will not cause the holders and beneficial owners of the Notes of such series to recognize income, gain or loss for U.S. federal income tax purposes and such holders and beneficial owners will be subject to U.S. federal income tax on the same amounts, in the same manner, and at the same times as would have been the case if such deposit and defeasance had not occurred (and, if the Issuer elects legal defeasance, that opinion of counsel must be based upon a ruling from the Internal Revenue Service or a change in law to that effect) and (ii) an opinion of Irish counsel that the deposit and related defeasance will not cause payments on the Notes of such series to be subject to Irish withholding tax in a manner different than would have been the case if such deposit and defeasance had not occurred.

The Issuer may exercise its legal defeasance option notwithstanding its prior exercise of its covenant defeasance option.

Governing law

The indenture and the Notes will be governed by, and construed in accordance with, the laws of the State of New York.

Certain definitions

Set forth below are certain defined terms used in the indenture. Reference is made to the indenture for a full disclosure of all defined terms used therein.

"Attributable Debt" in respect of a Sale and Leaseback Transaction means, at the time of determination, the present value discounted at the rate of interest implicit in the terms of the lease (as determined in good faith by us) of the obligations of the lessee under such lease for net rental payments during the remaining term of the lease (including any period for which such lease has been extended or may, at our option, be extended).

"Consolidated Total Assets" means, as of any date of determination, the net book value of all assets of the Parent and its subsidiaries as shown in the most recent annual or quarterly consolidated balance sheet of the Parent.

"Credit Facilities" means (i) the Term Loan Agreement, dated as of March 19, 2021 (as further amended, supplemented or otherwise modified) among STERIS plc, STERIS Limited, STERIS Corporation, STERIS Irish FinCo Unlimited Company, each as borrower, the guarantors and lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent, providing for a delayed draw senior unsecured term loan credit facility in an aggregate principal amount of up to $750,000,000, (ii) the Credit Agreement, dated as of March 19, 2021 (as further amended, supplemented or otherwise modified) among STERIS plc, STERIS Limited, STERIS Corporation, STERIS Irish FinCo Unlimited Company, each as borrower, the guarantors and lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent, providing for a senior unsecured revolving credit facility in an aggregate principal amount of up to $1,250,000,000 and (iii) the Term Loan Agreement, dated as of March 19, 2021 (as further amended, supplemented or otherwise modified) among STERIS plc, STERIS Limited, STERIS Corporation, STERIS Irish FinCo Unlimited Company, each as borrower, the guarantors and lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent, providing for a senior unsecured term loan credit facility in an aggregate principal amount of up to $550,000,000.

"Existing Notes" means (x) STERIS Corporation's (i) (A) 3.20% Senior Notes, Series A-1A, due December 4, 2022 in principal amount of $45,500,000, (B) 3.20% Senior Notes, Series A-1B, due December 4, 2022 in principal amount of $45,500,000, (C) 3.35% Senior Notes, Series A-2A, due December 4, 2024 in principal amount of $40,000,000, (D) 3.35% Senior Notes, Series A-2B, due December 4, 2024 in principal amount of $40,000,000, (E) 3.55% Senior Notes, Series A-3A, due December 4, 2027 in principal amount of $12,500,000 and (F) 3.55% Senior Notes, Series A-3B, due December 4, 2027 in principal amount of $12,500,000 issued under the Note Purchase Agreements, each dated as of December 4, 2012, as further amended, supplemented or otherwise modified (the "2012 Note Purchase Agreement"), by and among STERIS Corporation and the purchasers named therein; and (ii) (A) 3.45% Senior Notes, Series A-1, due May 14, 2025 in principal amount of $125,000,000, (B) 3.55% Senior Notes, Series A-2, due May 14, 2027 in principal amount of $125,000,000 and (C) 3.70% Senior Notes, Series A-3, due May 14, 2030 in principal amount of $100,000,000 issued under the Note Purchase Agreements, each dated as of May 15, 2015, as further amended, supplemented or otherwise modified (the "2015 Note Purchase Agreement"), by and among STERIS Corporation and the purchasers named therein and (y) STERIS Limited's (A) 3.93% Senior Notes, Series A-1, due February 27, 2027 in principal amount of $50,000,000, (B) 1.86% Senior Notes, Series A-2, due February 27, 2027 in principal amount of €60,000,000, (C) 4.03% Senior Notes, Series A-3, due February 27, 2029 in principal amount of $45,000,000, (D) 2.04% Senior Notes, Series A-4, due February 27, 2029 in principal amount of €20,000,000, (E) 3.04% Senior Notes, Series A-5, due February 27, 2029 in principal amount of £45,000,000, (F) 2.30% Senior Notes, Series A-6, due February 27, 2032 in principal amount of €19,000,000 and (G) 3.17% Senior Notes, Series A-7, due February 27, 2032 in principal amount of £30,000,000 issued under the Note Purchase Agreements, each dated as of January 23, 2017, as further amended, supplemented or otherwise modified (the "2017 Note Purchase Agreement"), by and among STERIS Limited and the purchasers named therein.

"Funded Debt" means debt which matures more than one year from the date of creation, or which is extendable or renewable at the sole option of the obligor so that it may become payable more than one year from such date or which is classified, in accordance with GAAP, as long-term debt on the consolidated balance sheet for the most-recently ended fiscal quarter (or if incurred subsequent to the date of such balance sheet, would have been so classified) of the person for which the determination is being made. Funded Debt does not include (1) obligations created pursuant to leases, (2) any debt or portion thereof maturing by its terms within one year from the time of any computation of the amount of outstanding Funded Debt unless such debt shall be extendable or renewable at the sole option of the obligor in such manner that it may become payable more than one year from such time, or (3) any debt for which money in the amount necessary for the payment or redemption of such debt is deposited in trust either at or before the maturity date thereof.

"GAAP" means accounting principles generally accepted in the United States set forth in the opinions and pronouncements of the Accounting Principles Board of the American Institute of Certified Public Accountants and statements, and pronouncements of the Financial Accounting Standards Board or in such other statements by such other entity as have been approved by a significant segment of the accounting profession, that are applicable to the circumstances as of the date of determination, consistently applied.

"Hedge Agreements" means interest rate swap, cap or collar agreements, interest rate future or option contracts, currency swap agreements, currency future or option contracts, forward contracts and other similar agreements.

"Lien" means any lien, security interest or other charge or encumbrance of any kind, or any other type of preferential arrangement, including, without limitation, the lien or retained security title of a conditional vendor and any easement, right of way or other encumbrance on title to real property.

"Margin Stock" has the meaning provided in Regulation U.

"Material Adverse Effect" means a material adverse effect on (a) the financial condition or results of operations of the Parent and its subsidiaries, taken as a whole, (b) the ability of the Issuer and the Guarantors, taken as a whole, to perform their obligations under the indenture or (c) the validity or enforceability of the indenture or the Notes.

"Material Credit Facility" means:

- the Credit Facilities, including any renewals, extensions, amendments, supplements, restatements, replacements or refinancing thereof;
- the 2017 Note Purchase Agreement, including any renewals, extensions, amendments, supplements, restatements, replacements or refinancing thereof;
- the 2015 Note Purchase Agreement, including any renewals, extensions, amendments, supplements, restatements, replacements or refinancing thereof;
- the 2012 Note Purchase Agreement, including any renewals, extensions, amendments, supplements, restatements, replacements or refinancing thereof;
- any other agreement(s) creating or evidencing indebtedness for borrowed money entered into on or after the issue date by the Parent or any of its subsidiaries, or in respect of which the Parent or any of its subsidiaries is an obligor or otherwise provides a guarantee or other credit support, in a principal amount outstanding or available for borrowing equal to or greater than $250,000,000 (or the equivalent of such amount in the relevant currency of payment, determined as of the date of the closing of such facility based on the exchange rate of such other currency).

"Pending Transaction" means a pending acquisition (including, for the avoidance of doubt, the Acquisition) or investment, or refinancing, prepayment, repayment, redemption, repurchase, settlement, discharge or defeasance of existing indebtedness.

"Permitted Encumbrances" means:

- judgment liens;
- statutory and contractual Liens in favor of a landlord on real property leased or subleased by or to the Parent or any of its subsidiaries; provided that, if the lease or sublease is to the Parent or any of its subsidiaries, the Parent or such subsidiary, as applicable, is current with respect to payment of all rent and other amounts due to the lessor or sublessor under any lease or sublease of such real property, except where the failure to be current in payment would not, individually or in the aggregate, be reasonably likely to result in a Material Adverse Effect;
- banker's liens, rights of setoff or similar rights and remedies as to deposit accounts or other funds maintained with depository institutions and securities accounts and other financial assets maintained with a securities intermediary; provided that such deposit accounts or funds and securities accounts or other financial assets are not established or deposited for the purpose of providing collateral for any debt and are not subject to restrictions on access by the Parent or any of its subsidiaries in excess of those required by applicable banking regulations;
- Liens arising by virtue of Uniform Commercial Code financing statement filings (or similar filings under applicable law) regarding operating leases entered into by the Parent or any of its subsidiaries in the ordinary course of business;
- Liens in favor of customs and revenue authorities arising as a matter of law to secure payment of customs duties in connection with the importation of goods;

- Liens solely on any cash earnest money deposits made by the Parent or any of its subsidiaries in connection with any letter of intent or purchase agreement relating to an acquisition;
- Liens arising out of conditional sale, title retention, consignment or similar arrangements for sale of goods entered into by the Parent or any of its subsidiaries in the ordinary course of business and permitted by the indenture;
- options, put and call arrangements, rights of first refusal and similar rights relating to investments in joint ventures, partnerships and the like; and
- Liens securing obligations in respect of letters of credit, bank guarantees, warehouse receipts or similar instruments issued to support performance obligations (other than obligations in respect of debt) and trade-related letters of credit, in each case, outstanding on the issue date of the Notes or issued thereafter in and covering the goods (or the documents of title in respect of such goods) financed by such letters of credit, banker's acceptances or bank guarantees and the proceeds and products thereof.

"Permitted Liens" means:

(1) Liens for taxes not yet due or that are being actively contested in good faith by appropriate proceedings and for which adequate reserves have been established in accordance with GAAP;

(2) other statutory, common law or contractual Liens incidental to the conduct of its business or the ownership of its property and assets that (A) were not incurred in connection with the borrowing of money or the obtaining of advances or credit, and (B) do not in the aggregate materially detract from the value of its property or assets or materially impair the use thereof in the operation of its business;

(3) pledges or deposits in the ordinary course of business in connection with workers' compensation, unemployment insurance and other social security legislation, other than any Lien imposed by ERISA;

(4) pledges or deposits to secure the performance of bids, trade contracts and leases (other than debt), statutory obligations, surety bonds (other than bonds related to judgments or litigation), performance bonds and other obligations of a like nature incurred in the ordinary course of business;

(5) Liens on property or assets to secure obligations owing to the Parent or any of its subsidiaries;

(6) (A) purchase money Liens on fixed assets or for the deferred purchase price of property; provided that such Lien is limited to the purchase price and only attaches to the property being acquired, constructed or improved and, for the avoidance of doubt, proceeds thereof and (B) capital or finance leases;

(7) easements, zoning restrictions or other minor defects or irregularities in title of real property not interfering in any material respect with the use of such property in the business of the Parent or any of its subsidiaries;

(8) Liens existing on the issue date of the Notes;

(9) Liens on Receivables Related Assets of a Receivables Subsidiary in connection with the sale of such Receivables Related Assets;

(10) in addition to the Liens permitted herein, additional Liens, so long as the aggregate principal amount of all debt and other obligations of the Parent and its subsidiaries secured by such Liens, when taken together with, without duplication, the principal amount of all debt of subsidiaries that are not Guarantors, does not exceed an amount equal to 10.0% of the Consolidated Total Assets at the time such debt or other obligation is created or incurred;

(11) Permitted Encumbrances;

(12) any Lien existing on any property or asset prior to the acquisition thereof by the Parent or any of its subsidiaries or existing on any property or assets of any Person at the time such Person becomes a subsidiary of the Parent after the issue date of the Notes; provided that (i) such Lien is not created in contemplation of or in connection with such acquisition or such Person becoming a subsidiary of the Parent, as the case may be, and (ii) such Lien does not apply to any other property or assets of the Parent or any of its subsidiaries (other than Persons who becomes a subsidiary of the Parent in connection with such acquisition);

(13) Liens arising in connection with any margin posted related to Hedge Agreements entered other than for speculative purposes;

(14) any extension, renewal or replacement (or successive renewals or replacements) in whole or in part of any Lien referred to in clauses (6), (8), (10) and (12) of this definition; provided that (x) the principal amount of the obligations secured thereby shall be limited to the principal amount of the obligations secured by the Lien so extended, renewed or replaced (and, to the extent provided in such clauses, extensions, renewals and replacements thereof), (y) such Lien shall be limited to all or a part of the assets that secured the obligation so extended, renewed or replaced and (z) in the case of any extension, renewal or replacement (or successive renewals or replacements) in whole or in part of any Lien referred to in clause (10) of this definition such extension, renewal or replacement (or successive renewals or replacements) shall utilize basket capacity under such clause (10) prior to any excess amount not permitted thereunder being permitted under this clause (14);

(15) Liens on the products and proceeds (including, without limitation, insurance condemnation and eminent domain proceeds) of and accessions to, and contract or other rights (including rights under insurance policies and product warranties) derivative of or relating to, property subject to Liens under any of the clauses of this definition; and

(16) Liens on the proceeds of indebtedness deposited with a trustee or paying agent (if other than the trustee) or otherwise segregated or held in trust or under an escrow or other funding arrangement with respect to a Pending Transaction prior to the consummation of such Pending Transaction.

"Permitted Receivables Facility" means an accounts receivable facility established by the Receivables Subsidiary and one or more of the Parent or its subsidiaries, whereby the Parent or its subsidiaries shall have sold or transferred the accounts receivables of the Parent or its subsidiaries to the Receivables Subsidiary which in turn transfers to a buyer, purchaser or lender undivided fractional interests in such accounts receivable, so long as (a) no portion of the debt or any other obligation (contingent or otherwise) under such Permitted Receivables Facility shall be guaranteed by the Parent or any of its subsidiaries (other than the Receivables Subsidiary), (b) there shall be no recourse or obligation to any of the Parent or its subsidiaries (other than the Receivables Subsidiary) whatsoever other than pursuant to representations, warranties, covenants and indemnities entered into in the ordinary course of business in connection with such Permitted Receivables Facility that in the reasonable opinion of the Parent are customary for securitization transactions, and (c) none of the Parent or its subsidiaries (other than the Receivables Subsidiary) shall have provided, either directly or indirectly, any other credit support of any kind in connection with such Permitted Receivables Facility, other than as set forth in clause (b) of this definition.

"Property" means any property or asset, whether real, personal or mixed, including current assets, but excluding deposit or other control accounts, owned on the issue date of the Notes or thereafter acquired by the Parent or any of its subsidiaries.

"Receivables Related Assets" means, collectively, accounts receivable, instruments, chattel paper, obligations, general intangibles and other similar assets, in each case relating to receivables subject to the Permitted Receivables Facility, including interests in merchandise or goods, the sale or lease of which gave rise to such receivables, related contractual rights, guaranties, insurance proceeds, collections and proceeds of all of the foregoing.

“Receivables Subsidiary” means a wholly-owned subsidiary of the Parent that has been established as a “bankruptcy remote” subsidiary for the sole purpose of acquiring accounts receivable under the Permitted Receivables Facility and that shall not engage in any activities other than in connection with the Permitted Receivables Facility.

“Regulation U” means Regulation U issued by the Board of Governors of the Federal Reserve System.

“Restricted Margin Stock” means Margin Stock owned by the Parent and its subsidiaries the value of which (determined as required under clause 2(i) of the definition of “Indirectly Secured” set forth in Regulation U) represents not more than 33% of the aggregate value (determined as required under clause (2)(i) of the definition of “Indirectly Secured” set forth in Regulation U), on a consolidated basis, of the property and assets of the Parent and its subsidiaries (excluding any Margin Stock) that is subject to the covenant described under “—Limitation on liens”.

“Senior Funded Debt” means all Funded Debt of the Parent and its subsidiaries (except Funded Debt, the payment of which is subordinated to the payment of the Notes).

“Significant Subsidiary” means any subsidiary of the Parent that constitutes a “significant subsidiary” under Regulation S-X promulgated by the Securities and Exchange Commission, as in effect from time to time.

“Subsidiary Guarantor” means any subsidiary of the Parent that becomes a guarantor under the indenture.

“Unrestricted Margin Stock” means any Margin Stock owned by the Parent or its subsidiaries which is not Restricted Margin Stock.

Exhibit 18.1

May 28, 2021

The Board of Directors of
STERIS plc
70 Sir John Rogerson's Quay
Dublin 2 Ireland

Ladies and Gentlemen:

Note 1 of the Notes to the consolidated financial statements of STERIS plc and subsidiaries included in its Annual Report on Form 10-K for the year ended March 31, 2021 describes a change in the method of accounting for inventory valuation from the last-in, first-out (LIFO) method to the first-in, first-out (FIFO) method for certain inventories. There are no authoritative criteria for determining a 'preferable' inventory method based on the particular circumstances; however, we conclude that such change in the method of accounting is to an acceptable alternative method which, based on your business judgment to make this change and for the stated reasons, is preferable in your circumstances.

Very truly yours,

/s/ Ernst & Young LLP
Cleveland, Ohio

Exhibit 21.1

SUBSIDIARIES OF STERIS PLC

STERIS plc has no parent company. As of March 31, 2021, its direct and indirect subsidiaries[(1)] were as follows:

Albert Browne Limited	England & Wales
American Sterilizer Company	Pennsylvania
Bioster Mottahedoon Egypt SAE	Egypt
Birkova Products	Indiana
Bizworth Gammarad Sdn Bhd	Malaysia
Black Diamond Video, Inc.	California
CLBV Limited	England & Wales
Controlled Environment Certification Services, Inc.	Ohio
Crystal Merger Sub I, LLC	Delaware
Diagmed Healthcare Limited	England & Wales
Dover UK I Limited	England & Wales
Dover UK II Limited	England & Wales
Dover UK III Limited	England & Wales
Electron Beam Sdn Bhd	Malaysia
Eschmann Holdings Limited	England & Wales
Genii, Inc.	Minnesota
Harwell Dosimeters Limited	England & Wales
Herotron E-Beam Service GmbH	Germany
HMM HoldCo Limited	England & Wales
Hungaroptics kft	Hungary
Isomedix Inc.	Delaware
Isomedix Operations Inc.	Delaware
Key Surgical Europe S.a.r.l.	Switzerland
Key Surgical GmbH	Germany
Key Surgical Limited	England & Wales
Key Surgical LLC	Delaware
Konnexis Inc.	Canada
KS Apollo Holdings Inc.	Delaware
KS Apollo LLC	Delaware
KVI LLC	Delaware
Medisafe America, L.L.C.	Florida
Medisafe Holdings Limited	England & Wales
Medisafe UK Limited	England & Wales
Mevex Corporation	Canada
PeriOptimum, Inc.	Delaware
SATYAtek S.A.	Switzerland
Shamrock Innovations Limited	Ireland

Exhibit 21.1

Shiloh Limited	England & Wales
Shiloh Properties Limited	England & Wales
Solar New US Holding Co, LLC	Delaware
Solar New US Parent Co, LLC	Delaware
Solar US Acquisition Co, LLC	Delaware
STE Hong Kong Limited	Hong Kong
STE UK HoldCo Limited	England & Wales
STE UK Sub HoldCo Limited	England & Wales
STE No. Two Corporation	Delaware
Sterile Supplies Limited	England & Wales
STERIS AB	Sweden
STERIS Applied Sterilization Technologies ULC	Canada
STERIS Asia Pacific, Inc.	Delaware
STERIS AST CZ s.r.o.	Czech Republic
STERIS AST d.o.o.	Slovenia
STERIS AST SK s.r.o.	Slovakia
STERIS Barrier Products Solutions, Inc.	Pennsylvania
STERIS Brazil Holdings, LLC	Delaware
STERIS (BVI) I Limited	British Virgin Islands
STERIS Canada Sales ULC	Canada
STERIS Canada ULC	Canada
STERIS CH Limited	England & Wales
STERIS China Holdings Limited	Hong Kong
STERIS Corporation	Ohio
STERIS Corporation de Costa Rica, S.A.	Costa Rica
STERIS Deutschland GmbH	Germany
STERIS Dover AST Holdings Limited	England & Wales
STERIS Dover Canada Holdings Limited	England & Wales
STERIS Dover Limited	England & Wales
STERIS Emerald IE Limited	Ireland
STERIS Enterprises LLC	Russia
STERIS Europe, Inc.	Delaware
STERIS FinCo S.à r.l.	Luxembourg
STERIS FinCo II S.à r.l.	Luxembourg
STERIS GmbH	Switzerland
STERIS Holdings B.V.	Netherlands
STERIS Iberia, S.A.	Spain
STERIS IMS Canada Inc.	Canada
STERIS IMS Limited	England & Wales
STERIS Inc.	Delaware
STERIS (India) Private Limited	India
STERIS Instrument Management Services, Inc.	Delaware
STERIS Ireland Limited	Ireland

STERIS Irish FinCo Unlimited Company	Ireland
STERIS Irish FinCo II Unlimited Company	Ireland
STERIS Isomedix Puerto Rico, LLC	Puerto Rico
STERIS Japan Inc.	Japan
STERIS LLC	Delaware
STERIS Laboratories, Inc.	Minnesota
STERIS Latin America, Inc.	Delaware
STERIS Luxembourg Finance S.à r.l.	Luxembourg
STERIS Luxembourg Holding S.à r.l.	Luxembourg
STERIS Mauritius Limited	Republic of Mauritius
STERIS Mexico, S. de R.L. de C.V.	Mexico
STERIS NV	Belgium
STERIS Personnel Services, Inc.	Delaware
STERIS Personnel Services Mexico, S. de R.L. de C.V.	Mexico
STERIS S.r.l.	Italy
STERIS SAS	France
STERIS SEA Sdn. Bhd.	Malaysia
STERIS Solutions do Brasil Importacao e Comercializacao de Produtos da Saude Ltda.	Brazil
STERIS Solutions Korea Limited	Korea
STERIS Solutions S. de R.L. de C.V.	Mexico
STERIS (Shanghai) Trading Co., Ltd.	China
STERIS Singapore Pte Ltd	Singapore
STERIS Solutions Limited	England & Wales
STERIS Solutions Pte. Limited	Singapore
STERIS S.p.A.	Italy
STERIS TOMOE (Thailand) Ltd.	Thailand
STERIS UK Holding Limited	England & Wales
STERIS-Austar Pharmaceutical Systems Hong Kong Limited	Hong Kong
STERIS-Austar Pharmaceutical Systems (Shanghai) Limited	China
Strategic Technology Enterprises, Inc.	Delaware
SVS Holding GmbH	Germany
Synergy Health Allershausen GmbH	Germany
Synergy Health Amsterdam B.V.	The Netherlands
Synergy Health AST, LLC	Delaware
Synergy Health AST S.r.l.	Costa Rica
Synergy Health Däniken AG	Switzerland
Synergy Health Ede B.V.	The Netherlands
Synergy Health France SAS	France
Synergy Health Holding B.V.	The Netherlands
Synergy Health Holdings Limited	England & Wales
Synergy Health Investments Limited	England & Wales
Synergy Health Ireland Limited	Ireland
Synergy Health Limited	England & Wales

Synergy Health Logistics B.V.	The Netherlands
Synergy Health Marseille SAS	France
Synergy Health Nederland B.V.	The Netherlands
Synergy Health Radeberg GmbH	Germany
Synergy Health Sterilisation UK Limited	England & Wales
Synergy Health (Suzhou) Limited	China
STERIS Sterilization Technologies (Suzhou) Ltd.	China
Synergy Health Systems Limited	England & Wales
Synergy Health (Thailand) Limited	Thailand
Synergy Health True North, LLC	New York
Synergy Health (UK) Limited	England & Wales
Synergy Health US Holdings, Inc.	Delaware
Synergy Health Utrecht B.V.	The Netherlands
Synergy Health Westport Limited	Ireland
Synergy Sterilisation KL (M) Sdn Bhd	Malaysia
Synergy Sterilisation Kulim (M) Sdn Bhd	Malaysia
Synergy Sterilisation (M) Sdn Bhd	Malaysia
Synergy Sterilisation Rawang (M) Sdn Bhd	Malaysia
Synergy Sterilisation South Africa (Proprietary) Limited	South Africa
United States Endoscopy Group, Inc.	Ohio
Vernon and Co. Limited	England & Wales
Vernon-Carus Limited	England & Wales

(1) The names of one or more subsidiaries which, considered in the aggregate as a single subsidiary, would not constitute at the end of fiscal 2021 a “significant subsidiary” within the meaning of Rule 1-02(w) of Regulation S-X have been excluded.

Exhibit 22.1

List of Guarantor Subsidiaries with respect to the 2.700% Notes due 2031 and 3.750% Notes due 2051 issued by STERIS Irish Finco Unlimited Company

Senior Notes Issued Under	Issuer	Guarantors
2021 Indenture	STERIS Irish Finco Unlimited Company	STERIS plc, STERIS Corporation, STERIS Limited

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

(1) Registration Statement (Form S-8, No. 333-230557) of STERIS plc pertaining to the STERIS Corporation 401(k) Plan,
(2) Registration Statement (Form S-8, No. 333-230558) of STERIS plc pertaining to the STERIS plc 2006 Long-Term Equity Incentive Plan (As Assumed, Amended and Restated Effective March 28, 2019), and
(3) Registration Statement (Form S-3, No. 333-254608) of STERIS plc, STERIS Corporation, STERIS Ltd, and STERIS Irish FinCo Unlimited Co pertaining to the registration of debt securities, guarantees of debt securities, ordinary shares, preferred shares, warrants, and units;

of our reports dated May 28, 2021, with respect to the consolidated financial statements and schedule of STERIS plc and subsidiaries (STERIS) and the effectiveness of internal control over financial reporting of STERIS included in this Annual Report (Form 10-K) of STERIS for the year ended March 31, 2021.

/s/ Ernst & Young LLP

Cleveland, Ohio
May 28, 2021

Exhibit 24.1

STERIS PLC
POWER OF ATTORNEY
FORM 10-K

Each of the undersigned hereby makes, constitutes, and appoints Walter M Rosebrough, Jr., Daniel A. Carestio, Michael J. Tokich, Karen L. Burton, J. Adam Zangerle, Ronald E. Snyder, Julia Kipnis, and each of them, his or her true and lawful attorney, with full power of substitution, for and in his or her name, place, and stead, to affix, as attorney-in-fact, his or her signature in any and all capacities, to the Annual Report on Form 10-K of STERIS plc for its fiscal year ended March 31, 2021, and any and all amendments thereto to be filed with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, with power to file said Form 10-K and such amendments, and any and all other documents that may be required in connection therewith, with the Securities and Exchange Commission, hereby granting unto said attorneys-in-fact, and each of them, full power and authority to do and perform any and all acts and things requisite or appropriate in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or any of them may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned have executed this Power of Attorney as of the 6th day of May 2021.

/s/ RICHARD C. BREEDEN Richard C. Breeden, Director	/s/ DANIEL A. CARESTIO Daniel A. Carestio, Director
/s/ CYNTHIA L. FELDMANN Cynthia L. Feldmann, Director	/s/ CHRISTOPHER S. HOLLAND Christopher S. Holland, Director
/s/ JACQUELINE B. KOSECOFF Jacqueline B. Kosecoff, Director	/s/ DAVID B. LEWIS David B. Lewis, Director
/s/ PAUL E. MARTIN Paul E. Martin, Director	/s/ NIRAV R. SHAH Nirav R. Shah, Director
/s/ MOHSEN M. SOHI Mohsen M. Sohi, Chairman of the Board	/s/ RICHARD M. STEEVES Richard M. Steeves, Director
/s/ WALTER M ROSEBROUGH, JR Walter M Rosebrough, Jr. President and Chief Executive Officer (Principal Executive Officer), Director	/s/ KAREN L. BURTON Karen L. Burton Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)
/s/ MICHAEL J. TOKICH Michael J. Tokich Senior Vice President, and Chief Financial Officer (Principal Financial Officer)	

Exhibit 31.1

CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER

I, Walter M Rosebrough, Jr., certify that:

1. I have reviewed this annual report on Form 10-K of STERIS plc;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 28, 2021

/s/ WALTER M ROSEBROUGH, JR.

Walter M Rosebrough, Jr.
President and Chief Executive Officer

Exhibit 31.2

CERTIFICATION OF THE PRINCIPAL FINANCIAL OFFICER

I, Michael J. Tokich, certify that:

1. I have reviewed this annual report on Form 10-K of STERIS plc;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 28, 2021

/s/ MICHAEL J. TOKICH

Michael J. Tokich
Senior Vice President and Chief Financial Officer

Exhibit 32.1

Certification Pursuant to § 906 of the Sarbanes-Oxley Act of 2002

Pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, in connection with the filing of the Form 10-K of STERIS plc (the “Company”) for the fiscal year ended March 31, 2021, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), each of the undersigned officers of the Company certifies, that, to such officer's knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

	/s/ WALTER M ROSEBROUGH, JR.
Name:	**Walter M Rosebrough, Jr.**
Title:	**President and Chief Executive Officer**
	/s/ MICHAEL J. TOKICH
Name:	**Michael J. Tokich**
Title:	**Senior Vice President and Chief Financial Officer**

Dated: May 28, 2021