

2025



STERIS

**Proxy Statement**

Notice of Annual Meeting of Shareholders

Thursday, July 31, 2025

# STERIS plc

A public limited company incorporated in Ireland with company number 595593

Registered office: 70 Sir John Rogerson's Quay  
Dublin 2, D02 R296, Ireland

Directors: Dr. Esther M. Alegria (U.S.), Richard C. Breeden (U.S.), Daniel A. Carestio (U.S.), Cynthia L. Feldmann (U.S.), Christopher S. Holland (U.S.), Dr. Jacqueline B. Kosecoff (U.S.), Paul E. Martin (U.S.), Dr. Nirav R. Shah (U.S.), Dr. Mohsen M. Sohi (Germany) and Dr. Richard M. Steeves (British & Canadian)

## To Our Shareholders:

The 2025 Annual General Meeting ("Annual Meeting") of Shareholders of STERIS plc will be held at 9:00 a.m. Irish Standard Time (4:00 a.m. Eastern Daylight Time), on Thursday, July 31, 2025 at 70 Sir John Rogerson's Quay, Dublin 2, D02 R296, Ireland.

Should we determine that alternate Annual Meeting arrangements may be advisable or required, such as changing the date, time or location of the Annual Meeting, we will announce our decision by press release, post additional information at [steris-ir.com](http://steris-ir.com), and make a public filing with the U.S. Securities and Exchange Commission ("SEC"). Regardless of whether you plan to attend in person, we also encourage shareholders to cast their votes prior to the Annual Meeting by one of the methods described in this Proxy Statement.

At the Annual Meeting, shareholders will be asked to vote on a number of matters described in the Notice of 2025 Annual Meeting of Shareholders, including the election of directors for terms expiring at the Annual Meeting. We urge our shareholders to vote "FOR" for proposals 1 through 7, each as presented to shareholders and described in the Notice of 2025 Annual Meeting of Shareholders.

The formal Notice of 2025 Annual Meeting of Shareholders and the Proxy Statement containing information relative to the Annual Meeting follow this letter. **We urge you to read the Proxy Statement carefully and use one of the specified alternative methods of voting to ensure that your shares will be voted at the 2025 Annual Meeting.**

**Please note that if you are a shareholder of record voting by proxy, your vote may not be counted unless it is received no later than 4:59 a.m. Irish Standard Time on Wednesday, July 30, 2025 (11:59 p.m. Eastern Daylight Time on Tuesday, July 29, 2025).**

Sincerely,



DANIEL A. CARESTIO  
President and Chief Executive Officer



DR. MOHSEN M. SOHI  
Chairman of the Board

# STERIS plc

(A public limited company incorporated in Ireland with company number 595593)

## NOTICE OF 2025 ANNUAL GENERAL MEETING OF STOCKHOLDERS

### To the Holders of Ordinary Shares of STERIS plc

The 2025 Annual General Meeting (the “Annual Meeting”) of shareholders of STERIS plc (the “Company,” “we,” “us,” or “our”) will be held on Thursday, July 31, 2025 at 9:00 a.m. Irish Standard Time (4:00 a.m. Eastern Daylight Time) at 70 Sir John Rogerson’s Quay, Dublin 2, D02 R296, Ireland. Should we determine that alternative Annual Meeting arrangements may be advisable or required, such as changing the date, time or location of the Annual Meeting, we will announce our decision by press release, post additional information at [steris-ir.com](http://steris-ir.com), and make a public filing with the U.S. Securities and Exchange Commission (“SEC”).

You are being asked to consider and vote on the resolutions described below at the Annual Meeting.

Shareholders of the Company will be asked to consider certain proposals that may not be familiar to them because, unlike many companies with shares traded on the New York Stock Exchange, we are incorporated under the laws of Ireland. The Irish Companies Act 2014, as amended (the “Irish Companies Act”) obligates us to propose certain matters to shareholders for approval that would generally not be subject to periodic approval by shareholders of companies incorporated in the United States but are considered routine items for approval by shareholders of companies incorporated in Ireland. Each proposal to be presented at the Annual Meeting is described more fully below.

### Proposal 1—Ordinary resolutions to elect directors of the Company:

- a) To re-elect Dr. Esther M. Alegria as a director of the Company.
- b) To re-elect Richard C. Breeden as a director of the Company.
- c) To re-elect Daniel A. Carestio as a director of the Company.
- d) To re-elect Cynthia L. Feldmann as a director of the Company.
- e) To re-elect Christopher S. Holland as a director of the Company.
- f) To re-elect Paul E. Martin as a director of the Company.
- g) To re-elect Dr. Nirav R. Shah as a director of the Company.
- h) To elect Louis A. Shapiro as a director of the Company.
- i) To re-elect Dr. Mohsen M. Sohi as a director of the Company.
- j) To re-elect Dr. Richard M. Steeves as a director of the Company.

### Proposal 2—Ordinary resolution regarding ratification of independent registered public accounting firm:

2. To ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the year ending March 31, 2026.

**Proposal 3—Ordinary resolution to appoint Ernst & Young Chartered Accountants as our Irish statutory auditor:**

3. To appoint Ernst & Young Chartered Accountants as the Company's statutory auditor under Irish law to hold office until the conclusion of the Company's next annual general meeting.

**Proposal 4—Ordinary resolution regarding our Irish statutory auditor's remuneration:**

4. To authorize the Board of Directors of the Company (the "Board") or the Audit Committee of the Board to determine the remuneration of Ernst & Young Chartered Accountants as the Company's statutory auditor under Irish law.

**Proposal 5—Advisory resolution (to be proposed as an ordinary resolution) on named executive officer compensation:**

5. To approve, on a non-binding advisory basis, the compensation of the Company's named executive officers as disclosed pursuant to the disclosure rules of the SEC, including the Compensation Discussion and Analysis and the tabular and narrative disclosure contained in the Company's Proxy Statement dated June 12, 2025.

**Proposal 6—Ordinary resolution regarding the renewal of the Board's authority to issue shares under Irish law:**

6. To approve the renewal of the Board's authority to issue authorized but unissued shares under Irish law (i) in an amount of up to 20% of the existing issued ordinary share capital of STERIS (calculated as of June 2, 2025 (the "Record Date") and (ii) until the earlier of the next annual general meeting of shareholders or the expiration of 15 months from the Annual Meeting.

**Proposal 7—Special resolution regarding the renewal of the Board's authority to opt-out of statutory pre-emption rights under Irish law:**

7. To approve the renewal of the Board's authority to opt-out of statutory pre-emption rights under Irish law regarding the issuance of shares for cash (i) in respect of up to 20% of the existing issued ordinary share capital of STERIS (calculated as of the Record Date), provided that, insofar as it relates to shares which represent greater than 10% in number of STERIS's issued ordinary share capital (calculated as of the Record Date), such authority be used only for purposes of an acquisition or a specified capital investment, and (ii) until the earlier of the next annual general meeting of shareholders or the expiration of 15 months from the Annual Meeting.

**Proposal 8—Other business:**

8. To transact such other business as may properly come before the Annual Meeting or any adjournment thereof.

**Proposals 3, 4, 6 and 7 are items required to be approved by shareholders under the Irish Companies Act and generally do not have an analogous requirement under United States law.**

**OUR BOARD OF DIRECTORS HAS DETERMINED THAT RESOLUTIONS FOR PROPOSALS 1 THROUGH 7 TO BE VOTED UPON AT THE MEETING ARE IN THE BEST INTERESTS OF THE COMPANY AND ITS SHAREHOLDERS AS A WHOLE. OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” FOR ALL RESOLUTIONS FOR PROPOSALS 1 THROUGH 7.**

In accordance with our articles of association (the “Articles”), all resolutions will be taken on a poll. Voting on a poll means that each share represented in person or by proxy will be counted in the vote.

Proposals 1, 2, 3, 4, 5 and 6 will be proposed as ordinary resolutions under Irish law. In each case, provided that a quorum is present, the relevant resolution must be passed by a simple majority of the votes cast for or against such resolution, whether in person or by proxy, in order to be approved. Proposal 7 will be proposed as a special resolution under Irish law. Provided that a quorum is present, Proposal 7 must be passed by 75% of the votes cast for or against such resolution, whether in person or by proxy, in order to be approved. Abstentions and broker non-votes will not affect the voting results for a resolution. In the case of joint holders, the vote of the senior holder who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders (with seniority being determined by the order that the names of the joint holders appear in the Company’s share register). Explanatory notes regarding each of the proposals (and related resolutions) are set out in the relevant sections of the accompanying Proxy Statement relating to such proposals. Only shareholders of record of ordinary shares, par value \$0.001 per share, of the Company (“Ordinary Shares”) at the close of business in New York on June 2, 2025 are entitled to notice of, and to attend, speak, ask questions and vote at the Annual Meeting and any adjournment thereof. In accordance with the provisions of the Irish Companies Act and in accordance with our Articles, a shareholder of record is entitled to appoint another person as his or her proxy (or, in the case of a corporation which is a shareholder of record, a corporate representative) to exercise all or any of their rights to attend and to speak and vote at the Annual Meeting. A shareholder of record may appoint more than one proxy in relation to the Annual Meeting (provided that each proxy is appointed to exercise the rights attached to a different share or shares). A proxy need not be a shareholder of record. When you vote by telephone, through the Internet or by returning a completed proxy card, this proxy will be given to certain Directors and executive officers of the Company.

Pursuant to the rules of the SEC, we provide access to our proxy materials through the Internet. As a result, prior to June 21, 2025, a Notice of Internet Availability of Proxy Materials will be mailed to certain shareholders as of the close of business on the Record Date. Shareholders will be able to access the proxy materials on a website referred to and at the URL address included in the Notice of Internet Availability of Proxy Materials and in the Proxy Statement. These proxy materials will be available free of charge. In addition, we will also mail paper copies of the proxy materials to those shareholders as of the close of business on the Record Date who have not consented to alternative delivery under Irish law or who have previously requested paper copies of the proxy materials.

**Please note that if you are a shareholder of record voting by proxy, your vote may not be counted unless it is received no later than 4:59 a.m. Irish Standard Time on Wednesday, July 30, 2025 (11:59 p.m. Eastern Daylight Time on Tuesday, July 29, 2025).**

The results of the polls taken on the resolutions at the Annual Meeting and any other information required by the Irish Companies Act will be made available on the Company’s website as soon as reasonably practicable following the Annual Meeting and for a period of two years thereafter and filed with the SEC on a Form 8-K within four business days of the Annual Meeting.

During the Annual Meeting, management will present, for consideration at the meeting, the Company's statutory financial statements under Irish law for the fiscal year ended March 31, 2025 (and the report of the directors and the Irish statutory auditor thereon) together with a review of the Company's affairs. There also will be an opportunity for questions and answers immediately following the formal portion of the Annual Meeting.

By Order of the Board of Directors,

A handwritten signature in black ink, appearing to read 'J. Adam Zangerle', written in a cursive style.

J. Adam Zangerle  
Company Secretary

The Company's registered office is at 70 Sir John Rogerson's Quay, Dublin 2, D02 R296, Ireland.

June 12, 2025

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be held on July 31, 2025. Our Proxy Statement for the Annual Meeting (which includes the notice of the Annual Meeting), the Annual Report to Shareholders (including the Company's Annual Report on Form 10-K) for the fiscal year ended March 31, 2025 and the Company's Directors' Report and Consolidated Financial Statements under Irish law for the fiscal year ended March 31, 2025 (the "Irish Statutory Accounts") are available at [www.proxyvote.com](http://www.proxyvote.com) if you are a shareholder of record and are collectively referred to as the "Proxy Materials." You can also view these materials in the "Online IR Kit" in the "Shareholder Resources" section of [steris-ir.com](http://steris-ir.com).**

**Your vote is important. Whether or not you plan to attend the Annual Meeting, we encourage you to vote as promptly as possible by telephone, through the Internet or by requesting a paper proxy card to complete, sign and return by mail. Details of the deadlines for when your vote(s) must be submitted are described subsequently. If you attend the Annual Meeting in person, you may revoke your proxy and vote your shares in person.**

**Annual General Meeting of Shareholders of the Company  
July 31, 2025—9:00 a.m. Irish Standard Time (4:00 a.m. Eastern Daylight Time)**

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## PROXY SUMMARY

This summary highlights certain information contained elsewhere in this Proxy Statement or in the other documents being distributed or made available to shareholders in conjunction with this Proxy Statement, but does not contain all the information you should consider prior to casting your vote. Therefore, you should read this entire Proxy Statement carefully before voting.

### General Information

Meeting Date:	July 31, 2025
Meeting Time:	9:00 a.m. Irish Standard Time (4:00 a.m. Eastern Daylight Time)
Meeting Location:	70 Sir John Rogerson's Quay Dublin 2, D02 R296, Ireland
Record Date:	Close of business in New York June 2, 2025
Stock Symbol:	STE
Exchange:	New York Stock Exchange
Shares Outstanding on Record Date:	98,370,979 Ordinary Shares
Registrar and Transfer Agent:	Computershare
Jurisdiction of Formation:	Ireland
Year of Incorporation:	2016 (Predecessors, 2014 and 1985, respectively)
Public Company Since:	2019 (Predecessors, 2015 and 1992, respectively)
Corporate Website:	<a href="http://www.steris.com">www.steris.com</a>
Date Proxy Materials First Furnished to Shareholders:	On or about June 12, 2025

## Financial and Operating Highlights

Fiscal 2025 marked another year of solid performance and strategic progress for STERIS. We delivered 6% revenue growth, driven primarily by continued strength in our Healthcare and Applied Sterilization Technologies (AST) segments. This top-line growth translated into an increase in net income, supported by lower interest expense.

We also generated robust cash flow from operations, reflecting both improved earnings and enhanced working capital performance. In line with our portfolio optimization strategy, we successfully completed the divestiture of our dental business, using the proceeds to further reduce outstanding debt and strengthen our balance sheet.

Additionally, we executed on our previously announced restructuring initiatives, positioning the Company to realize further cost savings in fiscal 2026. These actions underscore our commitment to driving long-term value for shareholders through focused execution, financial discipline, and strategic capital allocation.

Other fiscal 2025 highlights are as follows:

- As reported full year revenues increased 6% to \$5,459.5 million, compared with \$5,138.7 million in fiscal 2024.
- As reported full year net income increased to \$614.6 million, or \$6.20 per diluted share, compared with \$378.2 million, or \$3.81 per diluted share, in the prior year. Fiscal 2025 net income reflected higher income from operations, driven by increased volume and pricing which was partially offset by a settlement associated with our ethylene oxide litigation and higher restructuring expenses, and lower interest expense. Fiscal 2024 net income was negatively impacted by a \$206.4 million pre-tax loss recognized upon reclassification of the net assets and operations of the dental segment to assets held for sale and discontinued operations as a result of the divestiture of the dental segment.
- Full year adjusted net income (see [Appendix A](#)) increased 5.3% to \$924.3 million, or \$9.33 per diluted share, compared with \$877.6 million, or \$8.83 per diluted share, in fiscal 2024.<sup>(1)</sup>
- Cash flows provided by operations for fiscal 2025 increased 18.0% to \$1,148.1 million, compared with \$973.3 million in fiscal 2024.
- Free cash flow (see [Appendix A](#)) for fiscal 2025 increased 26.9% to \$787.2 million, compared with \$620.3 million in the prior year.<sup>(1)</sup>
- We have paid quarterly dividends each year since 2005 and have increased the dividend each consecutive year, including an increase during fiscal 2025 to \$0.57 per share.

<sup>(1)</sup> Adjusted Net Income and Free Cash Flow, which are referenced in this Proxy Summary, are financial measures not prepared in accordance with Accounting Principles Generally Accepted in the United States (“GAAP”). For a discussion of these non-GAAP financial measures refer to [Appendix A](#) for definitions and the reconciliation to the most directly comparable GAAP measures.

## Director Nominee Highlights

Directors are elected annually by a majority of votes cast for terms expiring at the next annual general meeting of shareholders. Select information regarding each director nominee is specified below. For more information about our nominees, see “Proposal 1-Resolutions Regarding the Election of Directors.”

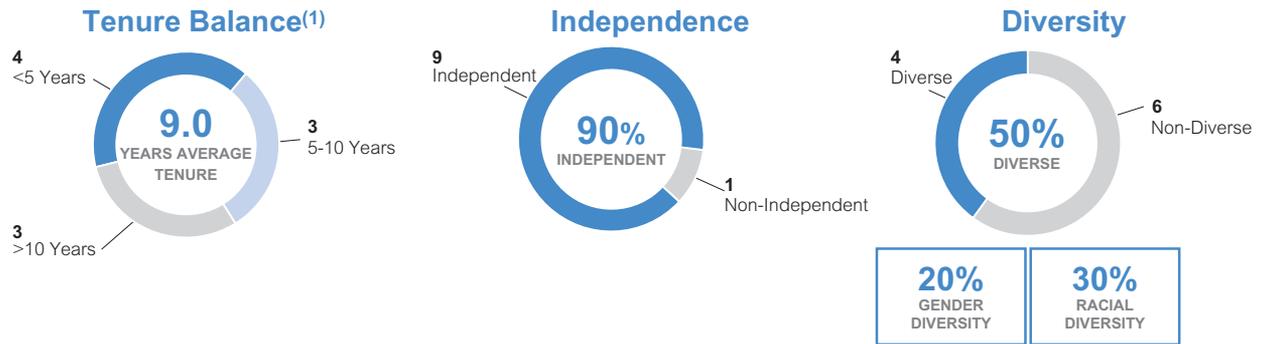
Name	Age <sup>(1)</sup>	Director Since	Independent	Board Committee Memberships at 3/31/25				Other Current Public Company Boards	Diversity
				Audit	Compensation and Organization Development	Nominating and Governance	Compliance and Technology		
<b>Dr. Esther M. Alegria</b> Executive Consultant and Advisor at The LaSalle Group	66	2023	✓			✓	✓	—	✓
<b>Richard C. Breeden</b> Chairman & CEO of Breeden Capital Management	75	2008	✓	Ⓔ		✓		—	
<b>Daniel A. Carestio</b> President and CEO STERIS	52	2021					✓	—	
<b>Cynthia L. Feldmann</b> Former President & Founder Jetty Lane Associates	72	2005	✓	✓		Ⓔ		1	✓
<b>Christopher S. Holland</b> Former Senior VP & CFO C.R. Bard	58	2020	✓	✓	✓			1	
<b>Paul E. Martin</b> Former Senior V.P. & CIO Baxter International	67	2021	✓	✓	✓			2	✓
<b>Dr. Nirav R. Shah</b> Senior Scholar, Stanford University	53	2018	✓		✓		✓	—	✓
<b>Louis A. Shapiro<sup>(2)</sup></b> Former President and CEO of Hospital for Special Surgery	65	—	✓					1	
<b>Dr. Mohsen M. Sohi</b> CEO of Freudenberg SE	66	2005	✓			✓		2	
<b>Dr. Richard M. Steeves</b> Former CEO and Director of Synergy Health	63	2015	✓	✓			Ⓔ	—	

Ⓔ = Chairperson

- (1) The age provided for each director is their age on the Record Date.
- (2) Mr. Shapiro is not currently a member of the Board. If elected by shareholders, he will become a member of the Board following the Annual Meeting.

## Director Nominee Demographics

The following demographic information is presented with respect to the Director nominees for election.



(1) Tenure is as of the Annual Meeting to be held on July 31, 2025 and is based on actual start date.

## Director Nominee Skills Matrix

Our Nominating and Governance Committee and our Board are focused on ensuring that a wide range of backgrounds, attributes, viewpoints and experiences are represented on our Board. The chart below highlights the diverse and balanced mix of attributes and experiences of the Director nominees as a whole. While the matrix is useful for determining the collective skills of the Board as a whole, it is not a comparative measure of the value of any director. Each mark ● indicates an experiential strength that was self-selected by each director.

<b>Capital Markets and Investment</b> Background or experience with an investment or brokerage firm, investment banking or similar financial experience.	● ● ● ● ○ ○ ○ ○ ○ ○ ○ ○	40%
<b>Corporate Governance</b> Experience with corporate governance issues faced by multi-national public companies as a governance committee member, securities regulator or as a senior executive responsible for the governance function.	● ● ● ● ● ● ● ● ● ○	90%
<b>Executive Leadership</b> Experience in a significant leadership position, such as a CEO, CFO or other senior leadership position.	● ● ● ● ● ● ● ● ● ●	100%
<b>Financial Literacy</b> Experience in positions requiring financial knowledge and analysis, including in accounting, corporate finance, treasury functions and risk management from a financial perspective.	● ● ● ● ● ● ● ● ○ ○	80%
<b>Global Experience</b> Leadership position in an organization that operates internationally, especially on a broad basis and/or in the geographic regions in which the company operates.	● ● ● ● ● ● ● ● ● ●	100%
<b>Human Capital Management</b> Experience attracting, motivating and retaining top candidates for positions at the Company, evaluating performance and compensation of senior management, and overseeing strategic human capital planning.	● ● ● ● ● ● ● ● ○ ○	80%
<b>Industry &amp; Operations</b> Experience in the healthcare and pharmaceutical industries.	● ● ● ● ● ● ● ● ● ●	100%
<b>Mergers &amp; Acquisition</b> Experience in M&A and implementation as an executive or director.	● ● ● ● ● ● ● ● ○ ○	80%
<b>Public Company Board Experience</b> Past or present Director on other public company board(s).	● ● ● ● ● ● ● ● ○ ○	80%
<b>Regulatory Compliance and Public Policy</b> Experience in regulatory compliance and policy from the background in law, working in a government position or leading a regulatory affairs function.	● ● ● ● ● ● ● ● ○ ○	80%
<b>Sustainability/ESG</b> Experience as a senior executive with responsibility for ESG, or membership of a board committee with ESG oversight.	● ● ● ● ● ● ○ ○ ○ ○	60%
<b>Technology Management &amp; Cybersecurity</b> Experience in technology, innovation or cybersecurity, particularly as a senior executive.	● ● ● ● ● ● ● ● ● ○	90%

## Governance Highlights

- Strong Board independence (all but one of our directors and director nominees are independent);
- All members of the Audit, Compensation and Organization Development and Nominating and Governance Committees are independent;
- Annual election of directors;
- Board conducts annual self-evaluation;
- Independent non-employee Chairman of the Board; if the Company does not have an independent Chairman, a lead independent director will preside over executive sessions of independent directors (which will occur at least every other regularly scheduled Board meeting);
- Robust stock ownership guidelines for non-employee directors, officers and other key employees;
- Clawback policies applicable in specified situations to incentive compensation and equity awards;
- No hedging or pledging or short sales of our shares is permitted by our directors, officers or employees;
- Annual compensation risk assessment;
- Incentive-based compensation programs linked to Company performance; and
- No shareholder rights plan (Poison Pill).

## Chief Executive Officer Compensation Highlights

**Our fiscal 2025 Compensation Programs Reward the Performance of Daniel Carestio, our President and Chief Executive Officer (“CEO”).** Our 2025 compensation programs were intended to reward our CEO for generating value for our shareholders, as demonstrated by the following:

- 89.9% of total compensation delivered to our CEO was variable;
- 100% of annual incentive compensation delivered to our CEO was tied to annual financial performance measures based on Adjusted EBIT and Adjusted FCF, paying out an aggregate amount of \$1,204,866 at 90% of target for fiscal 2025 with no adjustments based upon personal achievement (see the section titled “2025 Compensation Decisions – STERIS Annual Incentive Compensation (Cash Bonus)” for more information on the calculation and definition of these metrics under the bonus plan);
- 65% of variable Long-Term Incentive Plan (“LTIP”) opportunity was delivered to our CEO in the form of premium-price stock options, subject to an exercise price equal to 110% of the closing price per share of our Ordinary Shares on the grant date and pro-rata four-year vesting conditions; and
- 35% of variable LTIP opportunity was delivered to our CEO in the form of restricted stock, subject to pro-rata three-year vesting conditions.

## Summary of Voting Proposals and Board Recommendations

Proposal Number	Proposal	Board Voting Recommendation
<b>No. 1</b>	<b>By separate resolutions, to elect as directors the 10 nominees named in the Proxy Statement.</b>	<b>FOR EACH</b>

Each nominee, if elected, will serve as a director for a term expiring at the next annual general meeting of shareholders and until his or her successor is duly elected and qualified. All of the director nominees are incumbent directors, except for Mr. Shapiro.

<b>No. 2</b>	<b>To ratify the appointment of Ernst &amp; Young LLP as the Company's independent registered public accounting firm for the year ending March 31, 2026.</b>	<b>FOR</b>
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Our Audit Committee has appointed Ernst & Young LLP as the independent registered public accounting firm to audit our books and records for the year ending March 31, 2026. Ernst & Young LLP has acted as auditor for our predecessor since our predecessor was re-registered as a public limited company under the laws of England and Wales in November 2015 and previously served as auditor of STERIS Corporation. We are offering shareholders the opportunity to ratify the appointment of our independent registered public accounting firm as a matter of good corporate governance practice.

<b>No. 3</b>	<b>To appoint Ernst &amp; Young Chartered Accountants as the Company's Irish statutory auditor to hold office until the conclusion of the Company's next annual general meeting.</b>	<b>FOR</b>
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The Irish Companies Act requires that statutory auditor(s) be appointed at each annual general meeting of shareholders, to hold office from the conclusion of the annual general meeting until the conclusion of the next annual general meeting. Our Audit Committee has recommended that Ernst & Young Chartered Accountants be appointed as our Irish statutory auditor to hold office from the conclusion of the Annual Meeting of the shareholders of the Company until the conclusion of the next annual general meeting of the shareholders of the Company. Ernst & Young Chartered Accountants are based in Dublin and are affiliated with Ernst & Young LLP, who served as our predecessor's U.K. statutory auditor from 2015 to 2019. If this proposal is not approved by the shareholders, the Board may appoint the Irish statutory auditor.

<b>No. 4</b>	<b>To authorize the Board of Directors of the Company or the Audit Committee of the Board to determine the remuneration of Ernst &amp; Young Chartered Accountants as the Company's Irish statutory auditor.</b>	<b>FOR</b>
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Under the Irish Companies Act, the remuneration of the Irish statutory auditor must be fixed by the shareholders at a general meeting or in such other manner as the shareholders may determine thereat. This resolution authorizes our Board or the Audit Committee of our Board to determine the remuneration of Ernst & Young Chartered Accountants as the Company's Irish statutory auditors.

Proposal Number	Proposal	Board Voting Recommendation
<b>No. 5</b>	<b>To approve, on a non-binding advisory basis, the compensation of the Company’s named executive officers as disclosed pursuant to the disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis and the tabular and narrative disclosure contained in the Company’s Proxy Statement dated June 12, 2025.</b>	<b>FOR</b>

U.S. law requires that the shareholders periodically vote on a non-binding advisory basis on the compensation of our “named executive officers” as disclosed herein. Our shareholders have determined on a non-binding advisory basis that we should hold this vote every year, and our Board has concurred with this vote as a matter of good corporate governance practice.

<b>No. 6</b>	<b>To approve the renewal of the Board’s authority to issue shares under Irish law.</b>	<b>FOR</b>
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The Directors currently have authority, as approved by shareholders at our 2024 Annual Meeting, to issue shares and to grant rights to acquire shares (e.g., pursuant to options, warrants and other convertible securities), including shares that are part of STERIS’s authorized but unissued share capital. Such authority will expire on the date of the Annual Meeting. This resolution, which requires shareholder approval, authorizes the renewal of the Board’s authority to issue authorized but unissued shares under Irish law (i) in an amount of up to 20% of the existing issued ordinary share capital of STERIS (calculated as of the Record Date) and (ii) until the earlier of the next annual general meeting or the expiration of 15 months.

<b>No. 7</b>	<b>To approve the renewal of the Board’s authority to opt-out of statutory pre-emption rights under Irish law.</b>	<b>FOR</b>
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The Directors currently have authority, as approved by shareholders at our 2024 Annual Meeting, to opt-out of statutory pre-emption rights pursuant to the Articles. Such authority will expire on the date of the Annual Meeting. Under Irish law, unless its directors are otherwise authorized and empowered to opt-out, when an Irish public limited company proposes to issue, or grant rights to acquire, shares for cash, the company is required to first offer those shares or rights on the same or more favorable terms to existing shareholders of the company on a pro-rata basis (commonly referred to as statutory pre-emption rights). This resolution authorizes the renewal of the Board’s authority to opt-out of statutory pre-emption rights under Irish law in respect of the issuance of shares for cash (i) in respect of up to 20% of the existing issued ordinary share capital of STERIS (calculated as of the Record Date), provided that, insofar as it relates to shares which represent greater than 10% in number of STERIS’s issued ordinary share capital (calculated as of the Record Date), such authority be used only for purposes of an acquisition or a specified capital investment, and (ii) until the earlier of the next annual general meeting or the expiration of 15 months.

<b>No. 8</b>	<b>To transact such other business as may properly come before the Annual Meeting or any adjournment thereof.</b>	
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We are not aware of any other proposals that may come before the Annual Meeting. This proposal authorizes the proxy holders to vote on any other business that may properly come before that meeting in their best judgment and to the extent permitted by applicable law with respect to such matters in their discretion.

### Proxy Voting and Solicitation of Proxies

This Proxy Statement was furnished beginning on or about June 12, 2025, to the shareholders of record of STERIS plc (“STERIS,” the “Company,” “we,” “us,” or “our”) as of the close of the stock transfer books on June 2, 2025 (the “Record Date”). This Proxy Statement is provided in connection with the solicitation by the Board of Directors (the “Board” or “Board of Directors”) of proxies for the 2025 Annual Meeting of Shareholders of the Company (the “Annual Meeting”) to be held at 9:00 a.m. Irish Standard Time (4:00 a.m. Eastern Daylight Time), on Thursday, July 31, 2025, at 70 Sir John Rogerson’s Quay, Dublin 2, D02 R296, Ireland. The cost of soliciting the proxies will be borne by the Company. Directors, officers, and designated employees of the Company and affiliates may solicit proxies in person, by mail, by telephone, fax, or email. They will not receive any additional compensation for these activities. STERIS has engaged a professional proxy solicitation firm, Georgeson LLC (“Georgeson”), to assist in tracking voting with brokers, banks and other institutional holders. The Company will pay Georgeson a fee of approximately \$16,500 for these services. Additional shareholder meeting services may be provided for additional fees.

As permitted by rules adopted by the U.S. Securities and Exchange Commission (“SEC”), we are making this Proxy Statement, and our 2025 Annual Report to shareholders, which includes STERIS’s Annual Report on Form 10-K (the “Annual Report”), and the Irish Statutory Accounts available at [www.proxyvote.com](http://www.proxyvote.com). If you received a Notice of Internet Availability (“Notice of Internet Availability”) regarding this availability, the Notice of Internet Availability instructs you how to access and review the Proxy Statement, the Annual Report and our Irish Statutory Accounts, as well as the alternative methods to vote your shares—over the Internet, by telephone, or by mailing a completed form of proxy (if requested). If you received a Notice of Internet Availability and would like to receive a printed copy of the Proxy Materials, you should follow the instructions in the Notice of Internet Availability for requesting such materials.

If you received a printed copy of the Proxy Materials, the Company offers the opportunity to electronically receive future proxy statements and annual reports over the Internet. By using this service, you are not only able to access these materials more quickly, but you are also helping STERIS save resources and reduce printing and postage costs.

### Voting and Annual Meeting Attendance

As of the Record Date, the Company had 98,370,979 Ordinary Shares outstanding and entitled to notice of, and to attend, speak, ask questions and vote at the Annual Meeting, each of which is entitled to one vote.

**We encourage you to vote by proxy in advance of the Annual Meeting, even if you plan on attending in person.**

To attend the meeting in person, you must present valid photo identification, such as a driver’s license or passport. If you are a beneficial owner and not a shareholder of record, you also must present a letter from your broker or other nominee showing that you were the beneficial owner of the shares on the Record Date together with a legal proxy from your broker or other nominee to vote your shares in person at the Annual Meeting.

If you are a shareholder of record, you may appoint a proxy to attend, speak, ask questions and vote on your behalf using any of the following methods:

- through the Internet, as instructed on the proxy card or the Notice of Internet Availability;
- by telephone using the toll-free telephone number shown on the proxy card or the Notice of Internet Availability; or
- if you received the Proxy Materials by mail or if you request a paper proxy card by telephone or through the Internet, you may elect to vote by mail by completing and signing the proxy card and returning it in the prepaid envelope provided to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717, United States of America (which will, upon receipt, be forwarded to the Company's registered office in Ireland electronically) or otherwise depositing it at the Company's registered office in Ireland.

To be valid, a proxy must be received using one of such procedures by no later than 4:59 a.m. Irish Standard Time on Wednesday, July 30, 2025 (11:59 p.m. Eastern Daylight Time on Tuesday, July 29, 2025) (or in the case of any adjournment thereof, such later time as may be announced by the Company, not being greater than 48 hours before the adjourned meeting).

We have retained Broadridge Financial Solutions ("Broadridge") to distribute, receive, count and tabulate proxies.

## **Redomiciliation and Combination**

The Company is a public limited company incorporated under the laws of Ireland. On March 28, 2019, upon the consummation of a scheme of arrangement under the laws of the United Kingdom ("the Redomiciliation"), the Company became the owner of the entire issued ordinary share capital of STERIS plc, a company organized under the laws of the United Kingdom and since renamed "STERIS Limited" ("Old STERIS"). Previously, on November 2, 2015, pursuant to a combination under U.K. law (the "Combination"), STERIS Corporation became a wholly-owned indirect subsidiary of Old STERIS and Synergy Health plc became a wholly-owned direct subsidiary of Old STERIS.

References in this Proxy Statement to the actions of "the Company," "us," "we" or "STERIS" (or its Board of Directors, Committees of its Board of Directors, or its Directors and/or officers) or any similar references relating to periods from and after the consummation of the Redomiciliation should be construed as references to the actions of the Company (or where appropriate, its Board of Directors, Committees of its Board or its Directors and/or officers) unless the context requires otherwise, and references in this Proxy Statement to the actions of "the Company," "us," "we" or "STERIS" (or its Board of Directors, Committees of its Board of Directors, or any of its Directors and/or officers) or any similar references relating to periods before the consummation of the Redomiciliation or the Combination should be construed as references to the actions of Old STERIS or STERIS Corporation, as applicable (or, where appropriate, their respective Boards of Directors, Committees of their respective Board of Directors, or their respective Directors and/or officers) unless the context requires otherwise.

**STERIS's Annual Report to Shareholders, which includes STERIS's Annual Report on Form 10-K, including consolidated financial statements for the year ended March 31, 2025, but excluding exhibits, and STERIS's Irish Statutory Accounts accompany this Proxy Statement. Requests for copies of exhibits to STERIS's Annual Report on Form 10-K should be submitted to the Office of the Company Secretary, STERIS plc, 70 Sir John Rogerson's Quay, Dublin 2, D02 R296, Ireland. A nominal fee may be charged for Exhibits (which fee will be limited to the expenses we incur in providing you with the requested exhibits). STERIS's Annual Report on Form 10-K, including exhibits, and STERIS's Irish Statutory Accounts are also available free of charge through our website in the "Online IR Kit" in the "Shareholder Resources" section of [steris-ir.com](http://steris-ir.com). Nothing contained on or accessible through that website shall be deemed to be part of this Proxy Statement.**

## **Votes Required to Adopt Proposals**

Ordinary Shares represented by properly executed proxies will be voted in accordance with the specifications made thereon. If no specification is made, proxies will be voted "FOR" proposals 1 through 7 contained in the foregoing Notice of 2025 Annual Meeting of Shareholders.

The proposal to elect directors is presented as separate ordinary resolutions. Each Director nominee will be elected, assuming a quorum is present, if a majority of the votes cast are in favor of his or her election. Proposals 2, 3, 4, 5 and 6 will be proposed as ordinary resolutions under Irish law. In each case, provided that a quorum is present, the relevant resolution must be passed by a simple majority of the votes cast for or against such resolution, whether in person or by proxy, in order to be approved. Proposal 7 will be proposed as a special resolution under Irish law. Provided that a quorum is present, Proposal 7 must be passed by 75% of the votes cast for or against such resolution, whether in person or by proxy, in order to be approved.

Abstentions and broker non-votes are tabulated in determining the votes present at a meeting for purposes of determining a quorum. An abstention or broker non-vote also will have no effect on the passage of any of these proposals as the abstention or broker non-vote will not be counted in determining the number of votes cast.

Shareholder votes will be tabulated by a representative of Broadridge, our independent inspector of elections for the Annual Meeting.

## **Purposes of Annual Meeting**

The Annual Meeting has been called for the purposes set forth in the foregoing notice of Annual Meeting. The persons named in the accompanying proxy form have been selected by the Board of Directors and will vote shares represented by valid proxies. They have indicated that, unless otherwise directed in the proxy, they intend to vote "FOR" for proposals 1 through 7.

## PROPOSAL 1—RESOLUTIONS REGARDING THE ELECTION OF DIRECTORS

The Board of Directors currently consists of ten members. On the recommendation of the Nominating and Governance Committee, the Board has unanimously nominated current directors Dr. Esther M. Alegria, Richard C. Breeden, Daniel A. Carestio, Cynthia L. Feldmann, Christopher S. Holland, Paul E. Martin, Dr. Nirav R. Shah, Dr. Mohsen M. Sohi and Dr. Richard M. Steeves for re-election. On the recommendation of the Nominating and Governance Committee, the Board has unanimously nominated Louis A. Shapiro for election for the first time. Mr. Shapiro is not currently a member of the Board. If elected by shareholders, he will become a member of the Board at the Annual Meeting. Mr. Shapiro was identified as a director candidate by a third-party search firm and, following an interview process, unanimously recommended by the Nominating and Governance Committee for election.

All nominees for Director have consented to be named and have agreed to serve as Directors, if elected. The term of each elected Director will expire at the next annual general meeting of shareholders, and each Director will continue in office until the election and qualification of his or her respective successor or until his or her earlier death, removal or resignation. Under the terms of the Company's current Articles, the Board shall consist of such number of Directors as the Board may determine from time to time (subject to a maximum of fifteen and a minimum of seven). The size of the Board is currently set at ten members. Proxies cannot be voted for a greater number of directors than the ten nominees as identified in this Proxy Statement.

Each of the ten nominees for Director will be elected by the vote of a majority of the votes cast with respect to such nominee, which means that the number of votes cast for a nominee must exceed the number of votes cast against that nominee. A shareholder may: (i) vote for the election of a nominee; (ii) vote against the election of a nominee; or (iii) abstain from voting for a nominee. For purposes of determining the outcome of the vote, abstentions will not be considered "votes cast."

Unless a proxy contains instructions to the contrary, it is assumed that the proxy will be voted FOR the election of each nominee for Director named on the following pages.

STERIS values a number of attributes and criteria when identifying nominees to serve as a Director, including professional background, expertise, reputation for integrity, business, financial and management experience, leadership capabilities, time availability, and diversity. In addition to the specific experience and qualifications set forth below, we believe all of the nominees are individuals with a reputation for integrity, demonstrate strong leadership capabilities, and are able to work collaboratively to make contributions to the Board and Company.

## Nominees for Election as Directors

Biographical and other background information concerning each nominee for Director is set forth below. This information includes each nominee's principal occupation as well as a discussion of the specific experience, qualifications, attributes, and skills of each nominee that led to the Board's conclusion that such nominee should serve as a Director. Ages and other biographical information provided for all Directors are as of the Record Date. In addition, set forth below is the period during which each nominee has served as a Director of STERIS, if applicable. For those persons who served as Directors or executives of Old STERIS immediately prior to the Redomiciliation and STERIS Corporation immediately prior to the Combination, the specified period includes their periods of service as Directors or executives of Old STERIS or STERIS Corporation, as the case may be, as STERIS's predecessors. The information presented below has been confirmed by each nominee for purposes of its inclusion in this Proxy Statement.



### Dr. Esther M. Alegria

Dr. Alegria has served as an Executive Consultant and Advisor with The LaSalle Group, an executive consulting firm, since May 2025. Dr. Alegria has over 25 years of experience in successful advancements of vaccines and therapeutic drugs from R&D through commercialization. Previously, she was the Founder of APIE Therapeutics, a preclinical stage pharmaceutical company, where she served as the Chief Executive Officer from 2020 to 2023 and Chief Innovation Officer from 2023 to 2025. Dr. Alegria founded Catalyst Excel & Advance, an advisory firm providing operational guidance to senior executives working to launch new pharmaceutical and biopharmaceutical companies, which she operated from 2016 to 2020. From 2005 to 2015, Dr. Alegria held positions of increasing responsibility at Biogen, Inc., most recently as Senior Vice President, Global Manufacturing, where she was responsible for the company's successful manufacturing operations in Denmark, Massachusetts and North Carolina. Prior to 2005, Dr. Alegria held positions of increasing responsibilities at Banner Pharmacaps, Inc. and Wyeth (R&D Vaccines). Dr. Alegria served as a director of AVID Bioservices, Inc. from 2021 to 2025 (until its sale). She is currently a member of the Board of Trustees for the Puerto Rico Science, Technology and Research Trust, where she focuses on economic and business development in the life science landscape.

Executive Consultant and Advisor at The LaSalle Group

**Director since:** 2023

**Age:** 66

**Committees:**

Nominating and Governance Committee  
Compliance and Technology Committee

**Qualifications.** Dr. Alegria's extensive operational and leadership experience in the biopharmaceutical industry provides our Board insight regarding the operational and strategic challenges facing STERIS's Life Sciences and Applied Sterilization Technologies segments.



### Richard C. Breeden

Mr. Breeden has served as Chairman and Chief Executive Officer of Breeden Capital Management LLC since 2005. Since 1996, he has also been Chairman of Richard C. Breeden & Co., LLC, a professional services firm providing consulting services. Mr. Breeden also leads RCB Fund Services LLC, a firm providing claims management services to U.S. government agencies. Mr. Breeden has served as the chairman of the supervisory board of Patomak Global Partners, LLC, a risk management and compliance consulting firm, since April 2025. He has previously handled asset distributions to victims of unlawful conduct at Madoff Securities, WorldCom, Enron, Adelphia, Royal Dutch Shell, British Petroleum, JPMorgan Chase, and other companies. Mr. Breeden served as Chairman of the SEC from 1989 to 1993.

Chairman and Chief Executive Officer of Breeden Capital Management LLC

**Director since:** 2008

**Age:** 75

**Committees:**

Audit Committee (Chair)  
Nominating and Governance Committee

**Qualifications.** Mr. Breeden's experience as Chairman of the SEC, CEO of an investment advisory firm, and a director of several public companies provides our Board with extensive managerial, governance and regulatory insights regarding issues facing public companies. As an investor, Mr. Breeden also provides valuable insight on issues such as shareholder return, executive compensation programs, and capital structure.



President and Chief Executive Officer of STERIS plc

**Director since:** 2021

**Age:** 52

**Committees:**

Compliance and Technology Committee

## Daniel A. Carestio

Mr. Carestio has served as President and CEO of the Company since July 2021. He served as Senior Vice President and Chief Operating Officer from August 2018 to July 2021. He served as Senior Vice President, Sterilization and Disinfection from February 2018 to July 2018 and as Senior Vice President, STERIS Applied Sterilization Technologies and Life Sciences from August 2015 to February 2018.

**Qualifications.** Mr. Carestio's many years of experience in all operating aspects of STERIS's business and familiarity with healthcare and related industries and the Company's Customers. Mr. Carestio leads the management team, assists the Board in its oversight of the Company, and provides unique perspectives into healthcare and related industries and our operations, direction and strategies.



Retired, Former President & Founder Jetty Lane Associates

**Director since:** 2005

**Age:** 72

**Committees:**

Audit Committee  
Nominating and Governance Committee (Chair)

## Cynthia L. Feldmann

Ms. Feldmann is a retired certified public accountant with a Bachelor of Science in Accounting from Boston College and 27 years of experience in two large global accounting firms. From 2005 to 2011, Ms. Feldmann served as the Founder and President of Jetty Lane Associates, a consulting firm. From 2003 to 2005, Ms. Feldmann served as the Life Sciences Business Development Officer for the Boston law firm Palmer & Dodge, LLP. From 1994 to 2002, Ms. Feldmann was a partner with KPMG LLP, primarily serving as Partner-in-Charge of its National Medical Technologies Practice. From 1975 to 1994, Ms. Feldmann was employed by Coopers & Lybrand (now PricewaterhouseCoopers LLP), and during that time was named Partner-in-Charge of its life sciences practice. Ms. Feldmann served as a director of Hanger, Inc. from 2003 until 2018, as a director of Frequency Therapeutics, Inc. from 2020 until 2023 and as a director of Alexandria Real Estate Equities, Inc. from 2022 until 2025. Ms. Feldmann has served as a director of UFP Technologies, Inc. (NASDAQ: UFPT) since 2017.

**Qualifications.** Ms. Feldmann's experience as Partner-in-Charge of a national medical technologies practice and Life Sciences practice for leading public accounting firms and director of publicly traded companies. Ms. Feldmann's overall experience and financial expertise supports the Board's oversight of critical financial policy, reporting, and risk matters encountered by public companies.



## Christopher S. Holland

Mr. Holland is the former Senior Vice President and Chief Financial Officer of C.R. Bard, a developer, manufacturer, and marketer of medical technologies, from May 2012 until its December 2017 acquisition by Becton, Dickinson and Company. From 2015 through 2017, Mr. Holland's responsibilities also included business development, corporate marketing, reimbursement, healthcare economics and strategy. From 2013 through 2015, he also had operating responsibility for Bard Medical Division. Earlier, Mr. Holland was Senior VP, Finance, and Treasurer of Aramark Corporation, a global provider of food, facilities and uniform services, from 2006 through 2012, and Vice President and Treasurer from 2003 to 2006. Prior to joining Aramark, he served as Vice President and medical device sector head at J.P. Morgan and Company, Inc. from 1999 to 2003. Prior to that, Mr. Holland held various positions of increasing responsibility at J.P. Morgan. He has served as a director of Jabil Inc. (NYSE: JBL) since January 2018.

**Qualifications.** Mr. Holland's thirty plus years of combined professional experience as a finance executive and investment banker, including experience as the CFO of a publicly traded medical technologies company. Mr. Holland's extensive financial experience and experience relating to the healthcare industry, medical devices and technology, provide our Board with invaluable experience and expertise relative to those matters.

Retired, Former Senior Vice President and Chief Financial Officer of C.R. Bard

**Director since:** 2020

**Age:** 58

**Committees:**

Audit Committee  
Compensation and  
Organization Development  
Committee



## Paul E. Martin

Mr. Martin is the former Senior Vice President & Chief Information Officer of Baxter International, a multinational health care company, from January 2011 to October 2020. Mr. Martin has served as a director of Unisys Corporation (NYSE: UIS) since 2017 and Owens Corning (NYSE: OC) since 2021. From January 2021 to October 2022, Mr. Martin served as a member of the board of directors of Ping Identity Holding Corp.

**Qualifications.** Mr. Martin's extensive professional management experience as an information technology executive, his technology and security risk experience and his financial experience. Mr. Martin's IT experience as well as international experience and life sciences and healthcare experience provide the Company with invaluable resources and strengthen our Board's oversight of information security and healthcare matters.

Retired, Former Senior Vice President & Chief Information Officer of Baxter International

**Director since:** 2021

**Age:** 67

**Committees:**

Compensation and  
Organization Development  
Committee  
Audit Committee



## Dr. Nirav R. Shah

Dr. Shah has served on the faculty of Stanford University since August 2018. From March 2022 to March 2025, Dr. Shah served as the Chief Medical Officer of American Health Associates. Dr. Shah is also co-founder of Qualified Health PBC, which was founded in 2025. Previously, Dr. Shah served from July 2020 through March 2022 as Chief Medical Officer of doc.ai, inc., and its successor, Sharecare Inc., a digital healthcare platform company. Dr. Shah also served as Commissioner of Health of the State of New York from January 2011 to May 2014 and as Senior Vice President and Chief Operating Officer for Clinical Operations for Kaiser Permanente Southern California from May 2014 to October 2017. Dr. Shah is a graduate of Harvard College and Yale School of Medicine and is Board Certified in Internal Medicine.

Senior Scholar, Stanford University

**Director since:** 2018

**Age:** 53

**Committees:**

Compensation and Organization Development Committee  
Compliance and Technology Committee

**Qualifications.** Dr. Shah's experience at one of the nation's leading public health agencies and service as COO for Clinical Operations of one of America's leading health care providers and not-for-profit health plans. Dr. Shah provides the Board with years of policy and regulatory experience, management experience in our industry and experience as a practicing physician, as well as a new area of focus in innovative models in healthcare.



## Louis A. Shapiro

Mr. Shapiro served as President and Chief Executive Officer of the Hospital for Special Surgery ("HSS"), a leading academic medical center focused on musculoskeletal health, from 2006 until his retirement in 2023. Prior to joining HSS, Mr. Shapiro worked at Geisinger Health System from 2002 to 2006, serving in roles with increasing leadership scope and ultimately advancing to Executive Vice President and Chief Operating Officer of the Clinical Enterprise. From 1999 to 2002, he served as a senior healthcare expert and consultant at McKinsey & Co. Prior to McKinsey, he held positions in other hospitals and health systems from 1983 through 1999. Since October 2023, Mr. Shapiro has served as a Senior Advisor to General Atlantic, a private equity firm, and on the board of certain of their healthcare focused portfolio companies. Mr. Shapiro has served in numerous advisory capacities and board positions at privately held organizations, including as the Board Chair of the Greater New York Hospital Association. He is currently a director of Zimmer Biomet Holdings, Inc. (NYSE and SIX: ZBH).

Retired, Former President and CEO of Hospital for Special Surgery

**Director since:** N/A

**Age:** 65

**Committees:**

N/A

**Qualifications.** Mr. Shapiro's healthcare industry experience as a CEO of one of the nation's leading hospitals and as a board member and advisor to several healthcare companies. Mr. Shapiro's years of operational, industry and financial expertise will provide the Board a unique perspective regarding the operational and strategic challenges facing the Company.



## Dr. Mohsen M. Sohi

Mohsen M. Sohi has served as CEO of Freudenberg SE., a general multi-industry company serving industries that include automotive, medical, aerospace, oil and gas and power generation and transmission. Dr. Sohi will retire from Freudenberg effective June 30, 2025. From July 2010 to June 2012, Dr. Sohi served as Managing Partner of Freudenberg and Co. From March 2003 through June 2010, Dr. Sohi served as President and Chief Executive Officer of Freudenberg-NOK, a privately-held joint venture partnership between Freudenberg and NOK Corp. of Japan, the world's largest producer of elastomeric seals and custom molded products for automotive and other applications. From January 2001 to March 2003, Dr. Sohi was with NCR Corporation, a leading global technology company, most recently as the Senior Vice President, Retail Solutions Division. Prior to NCR, Dr. Sohi was with Honeywell International Inc. and its pre-merger constituent, Allied Signal, Inc., providers of aerospace, automation & control solutions, specialty materials and transportation systems, for 14 years, serving from July 2000 to January 2001 as President, Honeywell Electronic Materials. Dr. Sohi has served on the board of Baker Hughes (NASDAQ: BKR) since January 2023, and on the board of KION Group AG (FWB: KGX), a German public company that manufactures materials handling equipment, since April 2025. Additionally, Dr. Sohi has served in numerous advisory capacities and board positions at privately held organizations.

Chief Executive Officer at  
Freudenberg SE

**Director since:** 2005

**Age:** 66

**Committees:**

Nominating and Governance  
Committee

**Qualifications.** Dr. Sohi's experience as President and Chief Executive Officer of international industrial companies and international operating experience. Dr. Sohi provides our Board with substantial strategic planning, manufacturing, operational excellence, executive development, succession planning, and international experience, which are important factors for the Board's oversight and the Company's strategies.



## Dr. Richard M. Steeves

Dr. Steeves served as Chief Executive Officer and director of Synergy Health plc, a provider of specialty outsourced services to the healthcare and related industries, from 1992 until its combination with STERIS in 2015, and founded the Company in 1991. Dr. Steeves served as a director of Gama Aviation plc from January 2018 to February 2019. Dr. Steeves has served since July 2017 as Executive Chairman of Advanced Research Cryptography Ltd. and, since October 2017 as Chairman of TrustFlight Ltd.

Retired, Former Chief  
Executive Officer of Synergy  
Health plc

**Director since:** 2015

**Age:** 63

**Committees:**

Audit Committee  
Compliance and Technology  
Committee (Chair)

**Qualifications.** Dr. Steeves's previous role as founder and former Chief Executive Officer of Synergy Health plc. Dr. Steeves provides the Board with extensive legacy business knowledge, as well as a strong technical and science background and knowledge of issues facing healthcare and medical device companies, particularly in the U.K. and Europe.

**THE MEMBERS OF OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMEND A VOTE FOR THE ELECTION OF EACH OF DR. ESTHER M. ALEGRIA, RICHARD C. BREEDEN, DANIEL A. CARESTIO, CYNTHIA L. FELDMANN, CHRISTOPHER S. HOLLAND, PAUL E. MARTIN, DR. NIRAV R. SHAH, LOUIS A. SHAPIRO, DR. MOHSEN M. SOHI, AND DR. RICHARD M. STEEVES AS DIRECTORS OF THE COMPANY.**

## **PROPOSAL 2—RESOLUTION REGARDING RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee has appointed Ernst & Young LLP as STERIS’s independent registered public accounting firm for the fiscal year ending March 31, 2026. Ernst & Young LLP was retained in 2015 as the independent registered public accounting firm of our predecessor entity, Old STERIS, and was first retained in 1989 as the independent registered public accounting firm of Old STERIS’s predecessor entity, STERIS Corporation, and served in that capacity continuously through the Combination and the Redomiciliation. The appointment was based upon the considerations described in the Section “Independent Registered Public Accounting Firm.”

Although the ratification of this appointment is not required to be submitted to a vote of the shareholders, the Board and Audit Committee believe it appropriate as a matter of corporate governance policy to request that the shareholders ratify the appointment of the independent registered public accounting firm for the fiscal year ending March 31, 2026. If this proposal does not receive the affirmative vote of the holders of a majority of the shares entitled to vote and present in person or represented by proxy at the Annual Meeting, the Audit Committee will reconsider the appointment.

We anticipate that the lead audit partner from Ernst & Young LLP will be present at the Annual Meeting. The lead audit partner (or other attending representative) will be given the opportunity to make a statement if he or she desires to do so, and is expected to be available to respond to any appropriate questions that may be submitted by shareholders at the Annual Meeting.

**OUR BOARD OF DIRECTORS AND AUDIT COMMITTEE UNANIMOUSLY RECOMMEND THAT YOU VOTE “FOR” THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING MARCH 31, 2026.**

### **PROPOSAL 3—RESOLUTION APPOINTING ERNST & YOUNG CHARTERED ACCOUNTANTS AS THE COMPANY’S IRISH STATUTORY AUDITOR**

The Irish Companies Act requires that our statutory auditors be appointed at each annual general meeting of shareholders, to hold office from the conclusion of the annual general meeting until the conclusion of the next annual general meeting. Ernst & Young Chartered Accountants has served as our Irish statutory auditor since the Redomiciliation and is affiliated with Ernst & Young LLP, who served as the U.K. statutory auditor of Old STERIS prior to the Redomiciliation from 2015 to 2019. Our Audit Committee has recommended that Ernst & Young Chartered Accountants be appointed as our Irish statutory auditor. If this resolution does not receive the affirmative vote of the holders of a majority of the shares cast in person or by proxy at the Annual Meeting, the Board may appoint a person or firm to fill the vacancy.

**OUR BOARD OF DIRECTORS AND AUDIT COMMITTEE UNANIMOUSLY RECOMMEND THAT YOU VOTE “FOR” THE APPOINTMENT OF ERNST & YOUNG CHARTERED ACCOUNTANTS AS OUR IRISH STATUTORY AUDITOR TO HOLD OFFICE FROM THE CONCLUSION OF THE ANNUAL MEETING UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY.**

**PROPOSAL 4—RESOLUTION TO AUTHORIZE THE BOARD OF DIRECTORS OR THE AUDIT COMMITTEE OF THE BOARD TO DETERMINE THE REMUNERATION OF ERNST & YOUNG CHARTERED ACCOUNTANTS AS THE COMPANY’S IRISH STATUTORY AUDITOR**

Under the Irish Companies Act, the remuneration of our Irish statutory auditor must be fixed by the shareholders in a general meeting or in such other manner as the shareholders may determine. We are asking our shareholders to authorize our Board or the Audit Committee to determine Ernst & Young Chartered Accountant’s remuneration as our Irish statutory auditor. It is expected that the Board would delegate the authority to determine the remuneration of the Irish statutory auditor for the Company’s fiscal year ending March 31, 2026 to the Audit Committee in accordance with the Board’s procedures and applicable law.

**OUR BOARD OF DIRECTORS AND AUDIT COMMITTEE UNANIMOUSLY RECOMMEND THAT YOU VOTE “FOR” THE AUTHORIZATION OF THE BOARD OF DIRECTORS OR AUDIT COMMITTEE TO DETERMINE OUR IRISH STATUTORY AUDITOR’S REMUNERATION.**

## PROPOSAL 5—ADVISORY RESOLUTION ON NAMED EXECUTIVE OFFICER COMPENSATION

We believe that our compensation policies and procedures are based on a pay-for-performance philosophy and are aligned with the long-term interests of our shareholders. However, to obtain the specific input of shareholders with respect to these policies and procedures in accordance with the provisions of the United States Wall Street Reform and Consumer Protection Act (“Dodd-Frank Act”) and Section 14A of the United States Securities Exchange Act of 1934 (“Exchange Act”), the proposal described below provides shareholders with the opportunity to approve, on a non-binding advisory basis, the compensation of our named executive officers.

This proposal, commonly known as a “Say on Pay” proposal, gives shareholders the opportunity to provide input to endorse or not endorse the compensation of the Company’s named executive officers. The Company’s predecessors, STERIS Corporation and Old STERIS, conducted Say on Pay votes every year beginning in 2010 and continuing through 2018. We have held annual Say on Pay votes since 2019 and expect to continue to hold our Say on Pay votes on an annual basis. We expect to hold our next Say on Pay vote at our 2026 annual general meeting of shareholders. We encourage you to carefully review the Compensation Discussion and Analysis and compensation tables and narrative discussions and related material contained in this Proxy Statement. Thereafter, we request your input on the compensation of the Company’s named executive officers through your vote on the following resolution:

**“Resolved, that the shareholders approve, on a non-binding advisory basis, the compensation of the Company’s named executive officers, as disclosed pursuant to the disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis and the tabular and narrative disclosures contained in the Company’s Proxy Statement dated June 12, 2025.”**

The non-binding resolution to approve the compensation of our named executive officers will be considered adopted if approved by the affirmative vote of the holders of a majority of the votes cast by shareholders represented in person or by proxy and entitled to vote thereon. Because your vote is advisory, it will not be binding upon the Board or the Compensation and Organization Development Committee. However, the Compensation and Organization Development Committee will take into account the outcome of the vote when considering future executive compensation decisions.

**OUR BOARD OF DIRECTORS AND COMPENSATION AND ORGANIZATION DEVELOPMENT COMMITTEE UNANIMOUSLY RECOMMEND THAT YOU VOTE “FOR” THE APPROVAL, ON A NON-BINDING ADVISORY BASIS, OF THE COMPENSATION OF THE COMPANY’S NAMED EXECUTIVE OFFICERS.**

## PROPOSAL 6—RENEWAL OF THE BOARD'S AUTHORITY TO ISSUE SHARES UNDER IRISH LAW

Under Irish law, the directors of an Irish public limited company must have authority from the company's shareholders to issue shares and to grant rights to acquire shares (e.g., pursuant to options, warrants and other convertible securities), including shares that are part of the company's authorized but unissued share capital.

This requirement does not apply to the issue of shares and the grant of rights to acquire shares to employees or former employees under an employees' share scheme.

We are presenting this proposal to renew the Board's authority to issue authorized but unissued shares and to grant rights to acquire such shares on the terms set forth below. This proposal is in line with customary practice and governance standards applicable to public companies incorporated in Ireland and listed on U.S. markets. Shareholders supported a similar renewal of authority at the annual meeting last year with over 98% of votes cast in favor of the proposal. This authority will expire on the date of the Annual Meeting

In line with customary practice and applicable governance standards, we are seeking authority from our shareholders at the Annual Meeting for the Board to issue, and/or grant rights to acquire, shares up to a maximum number which is equal to approximately 20% of our issued ordinary share capital as of the Record Date. The proposed authority is for a period expiring on the earlier of (i) the date of our next annual general meeting and (ii) the date which is 15 months from the date of our Annual Meeting, unless otherwise varied, revoked or renewed. The Board expects to propose renewals of this authority on a regular basis at our annual general meetings in subsequent years.

Granting the Board authority to issue shares is a routine matter for public companies incorporated in Ireland and is consistent with Irish market practice. This renewal of authority is fundamental to our business and enables us to issue shares (and/or rights to acquire shares), including, if applicable, in connection with funding acquisitions and raising capital. We are not asking you to approve an increase in our authorized share capital or to approve a specific issue of shares. Instead, approval of this proposal will only grant the Board the authority to issue, and grant rights to acquire, shares that are already included in our authorized share capital under our articles of association.

In addition, because we are a NYSE-listed company, our shareholders continue to benefit from the protections afforded to them under the rules and regulations of the NYSE and the SEC, including those rules that limit our ability to issue shares in specified circumstances without obtaining shareholder approval. This authority is required as a matter of Irish law and is not otherwise required for other companies listed on the NYSE. Accordingly, approval of this resolution would merely place us on equal footing with other NYSE-listed companies.

Accordingly, the following resolution will be submitted to our shareholders for approval, as an ordinary resolution, at the Annual Meeting:

**“Resolved, that the directors be and they are, with effect from the passing of this resolution, hereby generally and unconditionally authorized to exercise all powers of the Company to allot and issue relevant securities (within the meaning of section 1021 of the Companies Act 2014, as amended) up to an aggregate nominal value of \$19,674 (which represents 19,674,195 shares) (being equivalent to approximately 20% of the aggregate nominal value and number of the issued ordinary shares in the capital of the Company as of the Record Date and the authority conferred by this resolution shall expire on the earlier of (i) the date of the Company’s next annual general meeting and (ii) the date that is 15 months from the passing of this resolution, unless previously renewed, varied or revoked by the Company, provided that the Company may, before such expiry, make an offer or agreement which would, or might, require relevant securities to be allotted and issued after such expiry and, in that case, the directors may allot and issue relevant securities in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired.”**

This resolution to authorize the Board to issue shares under Irish law will be considered adopted as an ordinary resolution if approved by the affirmative vote of the holders of a majority of the votes cast by shareholders represented in person or by proxy at the Annual Meeting and entitled to vote thereon.

**OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” THE RENEWAL OF THE BOARD’S AUTHORITY TO ISSUE SHARES UNDER IRISH LAW.**

## PROPOSAL 7—RENEWAL OF THE BOARD’S AUTHORITY TO OPT-OUT OF STATUTORY PRE-EMPTION RIGHTS UNDER IRISH LAW

Under Irish law, unless its directors are otherwise authorized and empowered to opt-out, when an Irish public limited company proposes to issue, or grant rights to acquire, shares for cash, the company is required to first offer those shares or rights on the same or more favorable terms to existing shareholders of the company on a *pro rata* basis (commonly referred to as statutory pre-emption rights).

Statutory pre-emption rights do not apply to the issue of shares or the grant of rights to acquire shares (i) for cash to employees or former employees under an employees’ share scheme, or (ii) for non-cash consideration, such as on a share-for-share transaction. This proposal is in line with customary practice and governance standards applicable to public companies incorporated in Ireland and listed on U.S. markets. Shareholders supported a similar renewal of authority at the annual meeting last year with over 91% of votes cast in favor of the proposal. This authority will expire on the date of the Annual Meeting. If this proposal is not passed, STERIS will have a limited ability to issue new Ordinary Shares after this date.

In line with customary practice and applicable governance standards, we are seeking authority from our shareholders at the Annual Meeting to empower the Board to opt-out of statutory pre-emption rights in respect of (i) the issue of shares for cash in connection with any rights’ issue and (ii) the issue, and/or grant of rights to acquire, shares for cash without regard to statutory pre-emption rights, up to a maximum number which is equal to approximately 20% of our issued ordinary share capital as of the Record Date, provided that, insofar as it relates to shares which represent greater than 10% in number of our issued ordinary share capital as of the Record Date, such authority is to be used only for the purposes of an acquisition or a specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six month period and is disclosed in the announcement of the issue. The proposed authority is for a period expiring on the earlier of (i) the date of our next annual general meeting and (ii) the date which is 15 months from the date of our Annual Meeting, unless otherwise varied, renewed or revoked. The Board expects to propose renewals of this authority on a regular basis at our annual general meetings in subsequent years.

Granting the Board this authority is a routine matter for public companies incorporated in Ireland and is consistent with Irish market practice. Similar to the authorization sought under Proposal 6 in this Proxy Statement, this renewal of authority is fundamental to our business and enables us to issue shares and rights to acquire shares on a non-pre-emptive basis, including, if applicable, in connection with funding acquisitions and raising capital. We are not asking you to approve an increase in our authorized share capital or to approve a specific issue of shares. Instead, approval of this proposal will only grant the Board the authority to issue, and grant rights to acquire, shares that are already included in our authorized share capital under our articles of association.

This authorization is required as a matter of Irish law and is not otherwise required for other companies listed on the NYSE. Accordingly, approval of this resolution will merely place us on equal footing with other NYSE-listed companies.

## **Proposal 7: Renewal of the Board’s Authority to Opt-out of Statutory Pre-emption Rights Under Irish Law**

Accordingly, the following resolution will be submitted to our shareholders for approval, as a special resolution, at the Annual Meeting:

**“Resolved, that, subject to and conditional on the passing of the resolution in respect of Proposal 6, as set out above, and with effect from the passing of this resolution, the directors be and are hereby empowered pursuant to section 1023 of the Companies Act 2014, as amended (the “Act”), to allot and issue equity securities (within the meaning of section 1023 of the Act) for cash pursuant to the authority conferred by the said Proposal 6 as if section 1022(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:**

- (a) the allotment and issue of equity securities in connection with a rights’ issue in favor of the holders of ordinary shares (including rights to subscribe for, or convert other securities into, ordinary shares) where the equity securities respectively attributable to the interests of such holders are proportional (as nearly as may be practicable) to the respective numbers of ordinary shares held by them (but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with any treasury shares, fractional entitlements that would otherwise arise, record dates or with legal or practical problems under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory, or otherwise); and**
- (b) the allotment and issue (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of \$19,674 (which represents 19,674,195 shares) (being equivalent to approximately 20% of the aggregate nominal value and number of the issued ordinary shares in the capital of the Company as of the Record Date), provided that any amount of equity securities above an aggregate nominal value of \$9,838 (which represents 9,837,098 shares) (being equivalent to approximately 10% of the aggregate nominal value and number of the issued ordinary shares in the capital of the Company as of the Record Date), is to be used only for the purpose of an acquisition or a specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six month period and is disclosed in the announcement of the issue,**

**and, in each case, the authority conferred by this resolution shall expire on the earlier of (i) the date of the Company’s next annual general meeting and (ii) the date that is 15 months from the passing of this resolution, unless previously renewed, varied or revoked, provided that the Company may, before such expiry, make an offer or agreement, which would, or might, require any such securities to be allotted and issued after such expiry, and in that case, the directors may allot and issue equity securities in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired.”**

This resolution to authorize and empower the Board to opt out of statutory pre-emption rights under Irish law will be considered adopted if approved by the affirmative vote of the holders of at least seventy-five percent of the votes cast by shareholders represented in person or by proxy at the Annual Meeting and entitled to vote thereon. In addition, this proposal is conditional upon the approval of Proposal 6, as required by Irish law.

**OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” THE RENEWAL OF THE BOARD’S AUTHORITY TO OPT-OUT OF STATUTORY PRE-EMPTION RIGHTS UNDER IRISH LAW.**

**PROPOSAL 8—RESOLUTION TO TRANSACT SUCH OTHER BUSINESS AS MAY  
COME BEFORE THE MEETING**

The Board is not aware of any business to be acted upon at the Annual Meeting other than that described in this Proxy Statement. If any other business properly comes before the Annual Meeting or any adjournment thereof, the proxy holders (as indicated on the accompanying proxy card or cards) will vote the proxies according to their best judgment and to the extent permitted by applicable law with respect to such matters in their discretion.

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**UNLESS OTHERWISE DIRECTED, THE PROXY HOLDERS WILL VOTE “FOR”  
PROPOSALS 1 THROUGH 7.**

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## BOARD OF DIRECTORS INFORMATION

### Board Meetings and Committees

Our Board of Directors met five times during the fiscal year ended March 31, 2025. The Board has four standing committees—the Audit Committee, the Compensation and Organization Development Committee, the Nominating and Governance Committee and the Compliance and Technology Committee (collectively, the “Board Committees” or “Committees”). Each committee has adopted a written charter that may be found at the “Corporate Governance” section of [steris-ir.com](https://steris-ir.com). A copy of each charter will also be made available upon a request sent to the Company Secretary. From time to time, our Board may also establish various special committees.

#### AUDIT COMMITTEE

Mr. Breeden, Ms. Feldmann, Mr. Holland, Mr. Martin and Dr. Steeves are the current members of the Audit Committee. The Audit Committee provides oversight relating to the integrity of the Company’s financial statements and effectiveness of the Company’s internal controls over financial reporting, including its systems of internal accounting and financial controls, the internal audit process, the annual independent audit of the Company’s annual financial statements, compliance with legal and regulatory requirements, the qualifications and independence of the independent auditors as required by U.S. law under the Exchange Act, and information technology and cybersecurity matters. The Audit Committee also has the authority to establish and approve the Company’s investment and financial policy and banking policies and relationships.

SEC rules provide that all members of the Audit Committee of a public company meet certain independence criteria. The Board has determined that Mr. Breeden, Ms. Feldmann, Mr. Holland, Mr. Martin and Dr. Steeves each meet the independence criteria for audit committee members and that all such members also are independent within the meaning of the NYSE listing standards and are “financially literate” and have accounting or related financial expertise within the meaning of NYSE listing standards. The Board has further determined that each of Mr. Breeden, Ms. Feldmann, Mr. Holland and Dr. Steeves qualifies as an “audit committee financial expert” in accordance with Item 407(d)(5)(ii) of Regulation S-K. Mr. Breeden, who is the Committee Chair, was determined to qualify as an audit committee financial expert as a result of the Board’s examination of his education, and other board and audit committee experiences. Mr. Breeden managed an equity investment firm for more than ten years requiring him to regularly review financial statements of portfolio companies or companies being considered for a potential investment. He has served on or chaired audit committees of several companies and was a senior partner of a major audit firm (non-CPA) for several years. He served on the Standing Advisory Group of the PCAOB, in which capacity he regularly reviewed issues of auditor performance and audit professionalism standards. He has been a consultant or corporate monitor charged with reviewing internal controls in several companies, and for nearly four years, served as Chairman of the U.S. Securities and Exchange Commission where he had extensive dealings with both audit and accounting standards, as well as the financial statements of companies issuing securities of all types.

The Audit Committee met nine times during fiscal 2025. A copy of the Audit Committee’s charter may be found at the “Corporate Governance” section of [steris-ir.com](https://steris-ir.com). A copy will also be made available upon a request sent to the Company Secretary.

## COMPENSATION AND ORGANIZATION DEVELOPMENT COMMITTEE

Mr. Holland, Dr. Kosecoff, Mr. Martin, and Dr. Shah are the current members of the Compensation and Organization Development Committee. SEC rules provide that only a person who meets certain independence criteria may serve on the compensation committee of a public company. The Board has determined that Mr. Holland, Dr. Kosecoff, Mr. Martin, and Dr. Shah each meet those independence criteria for compensation committee members and that all such members are also independent within the meaning of the NYSE listing standards and SEC rules. None of the members of the Compensation and Organization Development Committee had any interlocking relationships with the Company within the meaning of SEC rules.

The Compensation and Organization Development Committee is responsible for the Company's general compensation philosophy for senior management, including approval of the compensation of the President and Chief Executive Officer and elements of other senior management compensation. The Compensation and Organization Development Committee's approval is required for equity grants to the named executive officers and other executive officers and eligible employees under the Company's 2006 Long-Term Equity Incentive Plan and for cash bonus payments to senior management under the Company's Management Incentive Compensation Plan, as well as the aggregate amount payable under such Management Incentive Compensation Plan. In making these decisions, the Compensation and Organization Development Committee considers the recommendations of the President and Chief Executive Officer (with respect to other members of senior management) and the Committee's compensation consultant. The Compensation and Organization Development Committee also is responsible for overseeing the Company's human capital and work environment (including HR-related ethics complaints, management development, succession planning and other related areas of focus). The Compensation and Organization Development Committee is authorized to and has regularly retained independent compensation consultants to assist with the discharge of its compensation responsibilities. The Compensation and Organization Development Committee may also delegate certain of its duties and responsibilities to a subcommittee or as otherwise permitted by the terms of any compensation or benefit plan, program, policy or arrangement approved by the Committee or the Board. A more detailed description of this process is located under "Executive Compensation—Compensation Discussion and Analysis."

The Compensation and Organization Development Committee met five times during fiscal 2025. A copy of the Compensation and Organization Development Committee's charter may be found at the "Corporate Governance" section of [steris-ir.com](http://steris-ir.com). A copy will also be made available upon a request sent to the Company Secretary.

## NOMINATING AND GOVERNANCE COMMITTEE

Dr. Alegria, Mr. Breeden, Ms. Feldmann and Dr. Sohi are the current members of the Nominating and Governance Committee. The Board has determined that all members of the Nominating and Governance Committee are independent within the meaning of the NYSE listing standards. The Nominating and Governance Committee provides oversight relating to the administration of the Company's policies, programs, and procedures with respect to: the identification and recommendation to the Board of director nominees for appointment or election to the Board of Directors; the development and recommendation to the Board of corporate governance principles applicable to the Board and the Company; assisting the Board on its oversight of activities relating to corporate reputation, responsibility, environmental, social and governance (ESG) matters, as well as the Company's public policy, government relations and advocacy activities; overseeing the process for evaluation of governance matters generally, including Board, Board Committees, and CEO evaluations; evaluation of potential conflicts of interest and related disclosures; evaluation of shareholder proposals; compliance with the Board's governance guidelines; and assessing and overseeing nonemployee Director compensation and making recommendations with respect to compensation of nonemployee Directors for approval by the Board.

The Nominating and Governance Committee met four times during fiscal 2025. A copy of the Nominating and Governance Committee's charter may be found at the "Corporate Governance" section of [steris-ir.com](http://steris-ir.com). A copy will also be made available upon a request sent to the Company Secretary.

## COMPLIANCE AND TECHNOLOGY COMMITTEE

Dr. Alegria, Mr. Carestio, Dr. Kosecoff, Dr. Shah and Dr. Steeves are the current members of the Compliance and Technology Committee. The Compliance and Technology Committee provides oversight relating to matters of non-financial compliance, including legal, regulatory, quality, cybersecurity and health, safety and environmental matters, compliance with applicable laws and regulations, and compliance programs and policies. The Compliance and Technology Committee's authority also includes oversight of the Company's development, application, and protection of science, technology, and innovation, including review of the scope, resources, and effectiveness of the Company's research and development, new product development, and intellectual property protection.

The Compliance and Technology Committee met four times during fiscal 2025. A copy of the Compliance and Technology Committee's charter may be found at the "Corporate Governance" section of [steris-ir.com](https://www.steris-ir.com). A copy will also be made available upon a request sent to the Company Secretary.

## Meetings

Each incumbent director attended more than 75% in the aggregate of all meetings of the Board of Directors and the Committees on which they served while in office during fiscal 2025.

## Summary Table of Standing Committee Members

The following table summarizes the membership of the Board's standing Committees during fiscal 2025 and the Committee Chairs at the end of fiscal 2025:

Directors	Audit	Compensation and Organization Development	Compliance and Technology	Nominating and Governance
Dr. Esther M. Alegria			●	●
Richard C. Breeden	●			●
Daniel A. Carestio			●	
Cynthia L. Feldmann	●			●
Christopher S. Holland	●	●		
Dr. Jacqueline B. Kosecoff		●	●	
Paul E. Martin	●	●		
Dr. Nirav R. Shah		●	●	
Dr. Mohsen M. Sohi				●
Dr. Richard M. Steeves	●		●	

● = Member

● = Chairperson

## The Board and Oversight of Risk Generally

The Board has determined that the existing leadership structure, with an independent, nonexecutive director serving as Chairman of the Board and a separate person serving as President and Chief Executive Officer, as well as a director, is currently the most efficient and effective structure for the Company. The Board believes that separation of the Chairman of the Board and CEO roles provides an effective balance between management and director participation in the Board process.

The Board of Directors and each of its standing Committees has oversight with respect to business risks identified by the Company or risks that the Directors may identify or consider based on their experience. Management of the Company is responsible for the operation of the business and the reasonable management of risks that may arise in the course of our business, and must provide the appropriate control environment, and procedures and programs to identify, detect, and reasonably manage risks encountered by the Company. While they do not conduct risk-related audits or implement risk-related procedures, the Board and its Committees endeavor to understand the Company's strategies and drivers of success, engage in a constructive dialogue with management about potential risks and risk management, and monitor the Company's internal control and compliance activities.

For example: (1) the Audit Committee monitors internal controls, litigation and cybersecurity programs and risks; (2) the Compliance and Technology Committee monitors quality, regulatory and legal compliance risks and protection of the Company's technology, innovation and intellectual property; (3) the Compensation and Organization Development Committee provides risk oversight regarding the Company's incentive and other compensation programs and practices and human capital management; (4) the Nominating and Governance Committee provides oversight regarding potential conflicts, governance and ESG risks; and (5) the Board provides oversight concerning the Company's enterprise risk management process, which is our integrated, process-orientated, approach to managing key business risks. Each Committee also provides reports on risk oversight matters in its area of responsibility to the Board. In providing this oversight, the Board and Committees rely on information, opinions, reports or statements, including financial statements and other data prepared or presented by officers or employees of the Company, legal counsel, independent accountants, or other professional or expert advisors.

### **Cybersecurity Oversight**

The Board recognizes the importance of maintaining the trust and confidence of our Customers and employees to safeguard sensitive information and the integrity of our information systems. See our Annual Report on Form 10-K for the fiscal year ended March 31, 2025 for additional discussion regarding our cybersecurity risk management, strategy, and governance.

## Governance Generally

Our business is managed by our employees under the oversight of the Board of Directors. The Board of Directors directs and oversees the management of the business and affairs of the Company, and serves as the ultimate decision making body of the Company except for those matters reserved to our shareholders at law or under our Articles. The Board oversees the STERIS management team, to whom it has delegated responsibility for the Company's day-to-day operations, as well as other matters. While the Board's oversight role is very broad and may concentrate on different areas from time to time, its primary areas of focus are oversight of strategy, governance and compliance, as well as assessing management's performance. In many of these areas, significant responsibilities are delegated to Board Committees.

Except for Mr. Daniel Carestio, President and CEO of the Company, none of the Board members was an employee of the Company during fiscal 2025. The Board limits membership of the Audit Committee, Compensation and Organization Development Committee, and Nominating and Governance Committee to persons determined to be independent non-management directors.

The Board of Directors has established Governance Guidelines that, along with the charters of the Board committees, the Company's Code of Business Conduct and the Director Code of Ethics, provide the framework for the governance of the Company. Our Director Code of Ethics, Governance Guidelines, Code of Business Conduct, Board Committee charters and other corporate governance information are available at the Corporate Governance section of [steris-ir.com](http://steris-ir.com). Any shareholder also may request these items in print, without charge, by submitting a request to the Company Secretary.

The Board of Directors has charged the Nominating and Governance Committee with helping the Company to remain in the forefront of good corporate governance. The Nominating and Governance Committee is responsible for periodically reviewing and making recommendations to the Board of Directors in connection with the Company's governance principles and practices.

## Independence Standards

The Board has determined that independent directors should comprise a substantial majority of the Board. It is expected that at least two-thirds of the Board should be independent. Under our Governance Guidelines, an independent director is one who meets the definition of independence as defined by NYSE listing requirements. A director will not be considered independent if he or she has a material relationship with the Company. Generally, the Board will not consider a director to be independent under the following circumstances:

- The director is, or has been within the last three years, an employee of the Company, or an immediate family member of the director is, or has been within the last three years, an executive officer of the Company;
- The director or an immediate family member has received, during any 12-month period within the last three years, more than \$120,000 in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);
- (a) The director or an immediate family member is a current partner of a firm that is our internal or external auditor; (b) the director is a current employee of such firm; (c) the director has an immediate family member who is a current employee of such a firm who participates in the firm's audit practice; or (d) the director or an immediate family member was within the last three years (but is no longer) a partner or employee of such firm and personally worked on our audit within that time;

- The director or an immediate family member is, or has been within the last three years, employed as an executive officer of another entity where any of the present executive officers at the same time serves or served on that entity's compensation committee; or
- The director is a current employee, or an immediate family member is a current executive officer, of an entity that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or two percent of such entity's consolidated gross revenues.

Based upon the foregoing criteria, the Board of Directors determined that all of the following incumbent directors are independent within the meaning of NYSE listing requirements: Dr. Esther M. Alegria, Richard C. Breeden, Cynthia L. Feldmann, Christopher S. Holland, Dr. Jacqueline B. Kosecoff, Paul E. Martin, Dr. Nirav R. Shah, Dr. Mohsen M. Sohi, and Dr. Richard M. Steeves. The Board of Directors also determined that each of the Compensation and Organization Development Committee members meets the additional requirements for independence required to be a member of a compensation committee under NYSE listing requirements and applicable law. The Board of Directors also has determined that each of the members of the Audit Committee meets the requirements for independence and financial literacy and possesses the accounting or related financial management expertise required to be a member of an audit committee under NYSE listing requirements and applicable law. The Board of Directors has further determined that all members of the Nominating and Governance Committee are independent within the meaning of the NYSE listing standards.

### **Related Person Transactions**

Since the beginning of fiscal 2025, we have not been a participant in, and there are not currently proposed, any related person transactions (within the meaning of, and required to be disclosed under, Item 404(a) of Regulation S-K).

Our Director Code of Ethics provides that STERIS directors may not receive any loans, consulting fees, or other material personal profit or benefit in connection with any transaction involving STERIS, other than compensation, expense payments and committee fees as a director (or in the case of a director employed by the Company, compensation as an employee), as approved by the full Board. Other than such payments, a director must disclose to the Company's General Counsel any transaction, or proposed transaction, between a STERIS entity and the director, a member of the director's immediate family, or a business the director or an immediate family member owns, controls, or has a substantial interest in. Directors also may not have a personal or family financial interest in any STERIS supplier, customer, consultant, reseller or competitor that has a reasonable potential for causing a conflict of interest or divided loyalty or resulting in material personal gain.

Our Code of Business Conduct for employees requires that relationships with third parties, as well as all business decisions, be based on what is required by law and in the best interests of STERIS, and not be motivated or influenced by personal considerations. This Code also requires that employees discuss with their supervisor or the STERIS Legal Department any activity that might create a conflict of interest, including personal financial interests that might reasonably affect their business judgment on behalf of the Company. Our Conflicts of Interest Policy also contains prohibitions with respect to conflicts of interest or transactions involving personal financial gain.

In addition, our Board has adopted a policy with respect to related party transactions. In general, this policy requires that all transactions or proposed transactions between the Company and a related party that exceed \$120,000 and in which the related party has a direct or indirect material interest, be disclosed to and ratified or approved by the Audit Committee or by disinterested members of our full Board. Under this policy, related parties include all of our Directors and executive officers and their immediate family members, and entities owned (more than 10% ownership) by a Director, executive officer or their immediate family members. In fiscal year 2025, there were no related party transactions between us and related parties that required ratification or approval under this policy.

## **Governance Guidelines**

Our Board adopted its Governance Guidelines to assist primarily with the proper management and governance of the activities of the Board. The following is a summary of those Guidelines. A complete copy of the Governance Guidelines may be found at the “Corporate Governance” section of [steris-ir.com](http://steris-ir.com).

Term—There is no limitation on the number of terms a Director may serve. However, the Nominating and Governance Committee will not ordinarily recommend a nominee for election for a term beginning on or after the nominee’s 75<sup>th</sup> birthday unless it has determined that under the circumstances such nomination would be in the best interest of the Company and its shareholders. The Board has determined that a waiver of the age limit with respect to Mr. Breeden is in the best interest of the Company and its shareholders in connection with his nomination for re-election.

Annual Meeting of Shareholders—The Board of Directors encourages all of its members to attend the annual general meeting. All of the Directors in office at the time of the 2024 annual general meeting attended the 2024 annual general meeting in person or via telecommunication equipment.

Executive Sessions—The independent Directors of the Board will meet separately as a group at least every other regularly scheduled Board meeting. During fiscal 2025, the independent Directors met in executive session four times. The Chairman or Lead Director (if the Chairman is not independent) will assume the chair of the meetings of independent Directors and assume such further tasks as set forth in the Governance Guidelines and as the independent Directors may determine from time to time. As indicated under “Independence Standards” above, the current Chairman has been determined to be independent.

Authority—Each member of the Board has complete and open access to management. Board members are expected to use their judgment so as to not distract management from the day-to-day operation of the Company. The Board and each Committee have the authority to obtain advice, reports or opinions from internal and external counsel and expert advisors and have the power to hire independent legal, finance and other advisors as they may deem necessary, without consulting with, or obtaining approval from, any officer in advance.

Board and Committee Evaluations—The Board has conducted self-evaluations as well as individual director evaluations to assess the effectiveness of the Board and its members. The Chairman (or Lead Director, if the Chairman is not independent) and the Nominating and Governance Committee coordinate these evaluations. The purpose of these self-evaluations is to increase the effectiveness of the Board and each Committee, as well as their individual members. Changes in Board committee structure, if any, are to be evaluated and recommended by the Nominating and Governance Committee, but require the concurrence of the full Board.

Majority Voting—If an incumbent nominee for Director in an uncontested election does not receive the vote of at least the majority of the votes cast at any meeting for the election of Directors at which a quorum is present, and no successor has been elected at such meeting, the Director will promptly offer his or her resignation as a Director to the Board of Directors. A majority of votes cast for the purposes of this provision means that the number of shares voted “for” a Director’s election exceeds 50% of the number of votes cast with respect to that director’s election.

The Nominating and Governance Committee will make a recommendation to the Board regarding whether to accept or reject the offered resignation or whether other action should be taken. The Board will consider the offer of resignation and disclose its decision regarding the offer and the rationale for its decision within 90 days from the date of the certification of the election results. If an incumbent Director’s offer of resignation is not accepted by the Board, such fact will be promptly communicated to the Director and such Director will continue to serve until a successor is duly elected, or such Director’s earlier resignation or removal.

If a Director’s resignation is accepted by the Board, then the resignation will be effective as of the date of acceptance, and the acceptance will be promptly communicated to the Director. If a Director’s resignation is accepted in the foregoing circumstances, or a director otherwise resigns or is removed or fails to be re-nominated, then the Board, in its sole discretion, may fill any resulting vacancy, or may decrease the size of the Board of Directors, pursuant to the Company’s Articles. If an election of directors is contested, a plurality voting standard shall apply to all directors.

Service on Other Boards—Employee Directors may not serve on more than one other public company board, and non-employee Directors may not serve on more than three other public company boards. In addition, members of the Audit Committee may not serve on more than three public company audit committees simultaneously, and non-employee Directors that are also named executive officers for other public companies may not serve on a public company board other than the Board and the board of his or her employer. The Nominating and Governance Committee must give advance approval before an employee Director or executive officer of the Company may accept an invitation to serve on another public company board and before any Director may serve on another public company board in which another Director is an officer.

New Director Orientation—All new Directors will be provided an orientation to acquaint them with the Company’s business, strategies, long-range plans, financial statements, the Governance Guidelines, and the Director Code of Ethics. New Directors will also be introduced to our senior management, internal auditor, and independent auditor. In addition, from time to time, Directors will receive information and updates on legal and regulatory changes that affect the Company, its employees and the operation of the Board. The Nominating and Governance Committee will from time to time make other recommendations regarding further educational opportunities for directors.

Attendance at Meetings—In order to effectively oversee management, all Directors are expected to attend Board meetings and meetings of committees of which they are members. Directors who attend less than 75% of Board meetings and meetings of committees of which they are members for two consecutive years will be subject to assessment by the Board to determine continued eligibility for directorship.

Shareholder Communications—Shareholders and other interested parties may communicate with the Board of Directors as a group, with the non-management directors as a group, or with any individual director by sending written communications to STERIS plc, 70 Sir John Rogerson’s

Quay, Dublin 2, D02 R296 Ireland, Attention: Company Secretary. Complaints regarding accounting, internal accounting controls, or auditing matters will be forwarded directly to the chairperson of the Audit Committee. All other communications will be provided to the individual Directors or group of Directors to whom they are addressed. Communications that are considered to be improper for submission to the intended recipients will not be provided to the directors. Examples of communications that would be considered improper for submission include, without limitation, solicitations, routine Customer matters, communications that do not relate, directly or indirectly, to our business and communications that relate to improper or irrelevant topics.

### **Insider Trading Policy**

The Company maintains an Insider Trading Policy that it believes is reasonably designed to promote compliance with insider trading laws, rules and regulations by restricting certain activities in or relating to Company securities by Directors, executive officers and employees, and their respective related persons. These restrictions include advance clearance requirements for Directors, executive officers and certain other employees for all transactions as well as “blackout” provisions. The Insider Trading Policy also includes a blanket prohibition that prevents Directors, executive officers, employees and their respective related persons from purchasing financial instruments (including prepaid variable forward contracts, equity swaps, collars or exchange funds), or otherwise engaging in transactions, that hedge or offset, or are designed to hedge or offset, decreases in the market value of the Company’s securities, whether granted as part of compensation to, or otherwise held directly or indirectly by, such Director, executive officer, employee or their respective related persons. The Insider Trading Policy further prohibits other types of speculative transactions in Company securities, including short-term trading, short sales, option trading and pledging (including margin purchases of Company stock). In addition, certain employees are subject to officer stock ownership policies. See “Compensation Governance—Officer Stock Ownership Policy” for more information.

### **Ethics and Compliance**

The Company is committed to conducting its business fairly, honorably and with integrity wherever it operates. The Company’s Code of Business Conduct sets the standard for legal and ethical behavior, addressing topics such as bribery and corruption, supply chain transparency, proper behavior in the workplace, and avoiding conflicts of interest. Employees have been instructed that if they have any questions or concerns about compliance with the Company’s Policies, applicable laws, or principles as outlined in the STERIS Code of Business Conduct, or are unsure of the “right thing” to do, they should talk with their supervisor, their local or Corporate Human Resources department personnel, STERIS’s Vice President, Chief Compliance Officer, or the STERIS Legal Department, or submit a report to the STERIS Ethics Line. The STERIS Ethics Line does not replace other communication channels already in place. However, if employees have an issue regarding an ethics or compliance-related matter that they believe they cannot communicate effectively using existing internal channels, they are instructed by the Code of Business Conduct to call the STERIS Ethics Line. Reports on the STERIS Ethics Line may be made anonymously and without reprisals for matters reported in good faith.

## Corporate Responsibility

Grounded in our mission to HELP OUR CUSTOMERS CREATE A HEALTHIER AND SAFER WORLD by providing innovative healthcare and life science products and services around the globe. Inspired by our Customers' efforts to create a healthier and safer world, and guided by our legacy of leadership and innovation, we strive to be a great Company. To STERIS, this means we will make a difference by providing world-class products and services for our Customers, safe and rewarding work for our People, and superior returns for our Shareholders.

The Corporate Responsibility function is led by the Vice President of Environmental, Social, and Governance ("ESG"). The Corporate Responsibility function, with support from our CEO, General Counsel and other senior executives, works to actively develop and refine our ESG strategies, programs, and policies. The Corporate Responsibility function works closely with our Global Sustainability Steering Committee to build ESG values and implement strategies, programs, and policies across the Company. The Global Sustainability Steering Committee is a cross-functional team of senior leadership, subcommittee chairs, and subject matter experts spanning our businesses and Legal, Investor Relations, Human Resources, Continuous Improvement, Compliance, Facilities, and Health, Safety and Environment functions. The Corporate Responsibility team regularly updates the Nominating and Governance Committee of our Board of Directors regarding its activities, including evaluating carbon emissions, preparing for regulatory requirements, reporting ESG metrics, and reviewing ESG ratings.

For a more detailed discussion of some of the Company's Corporate Responsibility, Sustainability and related efforts, including environmental health and safety and energy and conservation, please refer to the Company's Annual Report on Form 10-K and the sustainability section of [steris.com](https://www.steris.com). Information available on or through the Company's Annual Report on Form 10-K and information available at [steris.com](https://www.steris.com) is not part of this Proxy Statement unless specifically incorporated herein.

## Independent Registered Public Accounting Firm

Ernst & Young LLP was appointed as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2025, by the Audit Committee of the Board of Directors, which appointment was ratified by the shareholders on August 1, 2024. The lead audit partner from Ernst & Young LLP is expected to be present at the Annual Meeting and will be given an opportunity to make a statement if so desired and to answer appropriate questions with respect to that firm's audit of the Company's financial statements and records for the fiscal year ended March 31, 2025.

During fiscal 2025, the Audit Committee regularly evaluated the services provided by Ernst & Young LLP. The Audit Committee discussed the services of Ernst & Young LLP privately with the Senior Vice President and Chief Financial Officer ("CFO") and Vice President, Chief Accounting Officer outside of the presence of the firm, separately with the Vice President, Compliance (who is responsible for Internal Audit), outside the presence of the firm and the CFO and Chief Accounting Officer, and with the firm outside the presence of the foregoing individuals. These discussions generally occurred at each regular Audit Committee meeting, as well as at other times.

As part of the independent registered public accounting firm appointment process for fiscal 2025, the Audit Committee conducted, with the assistance of an independent third party and the Nominating and Governance Committee, a comprehensive formal evaluation of Ernst & Young LLP. The evaluation included an assessment of the following categories: quality of services provided; sufficiency of audit firm resources; communication and interaction; and independence, objectivity and professional skepticism. This evaluation was performed individually by each member of the Audit Committee. The Senior Vice President and Chief Financial Officer, the Vice President and Chief Accounting Officer, the Vice President, Compliance, and other members of management who regularly interacted with Ernst & Young LLP undertook a similar assessment and provided their evaluation of Ernst & Young LLP to the Audit Committee. The Audit Committee reviewed and discussed the evaluation responses from the Committee members and from management.

Also, as part of its annual independent auditor appointment process, the Audit Committee considers whether to rotate its independent registered public accounting firm. Ernst & Young LLP has been the Company's independent registered public accounting firm since the end of fiscal 2019 and was the independent registered public accounting firm for Old STERIS from the Combination until the Redomiciliation (and was first retained by the predecessor entity of Old STERIS, STERIS Corporation, beginning with the 1989 fiscal year). Ernst & Young LLP rotates its lead audit partner every five years. The Audit Committee interviews candidates proposed by Ernst & Young LLP and selects the lead audit partner from the proposed candidates. There are significant benefits to having an independent registered public accounting firm with an extensive history with the Company. These include:

- Higher quality audit work and accounting advice, due to Ernst & Young LLP's institutional knowledge of our business and operations, accounting policies and financial systems, and internal control framework; and
- Operational efficiencies and a resulting lower fee structure because of Ernst & Young LLP's history and familiarity with our business.

The Audit Committee has adopted policies and procedures that are intended to control the non-audit or audit related services provided by Ernst & Young LLP and to monitor their continuing independence.

## Board of Directors Information: Independent Registered Public Accounting Firm

Under these policies, the Audit Committee must pre-approve all services performed by Ernst & Young LLP. In addition, the Audit Committee may delegate authority to grant certain pre-approvals to a member of the Committee. Pre-approvals granted by a member of the Audit Committee are reported to the full Audit Committee at its next regularly scheduled meeting.

The aggregate fees for professional services by Ernst & Young LLP for the Company for the fiscal years ended March 31, 2025 and March 31, 2024 were:

Type of Fees	Years Ended March 31,	
	2025	2024
	(in thousands)	
Audit Fees	\$6,046	\$6,531
Audit-Related Fees	—	—
Tax Fees	\$ 211	\$ 331
All Other Fees	—	—
Total	\$6,257	\$6,862

All of the services provided by Ernst & Young LLP in fiscal year 2025 were pre-approved in accordance with the Audit Committee's pre-approval policies and procedures described above. In the above table, "Audit Fees" are fees paid to Ernst & Young LLP for professional services for the audit of the Company's consolidated financial statements included in Form 10-K and in the Irish Statutory Accounts and review of financial statements included in Form 10-Qs, for the audit of the Company's internal control over financial reporting and for services that are provided by the accountant in connection with statutory audits; "Audit-Related Fees" include fees billed by Ernst & Young LLP for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements, benefit plan audits and access to technical research tools; and "Tax Fees" include fees for tax compliance, tax advice and tax planning.

## Report of the Audit Committee

The Audit Committee has been established in accordance with the Exchange Act. The Board of Directors of the Company has adopted a written Audit Committee charter. A copy of the Audit Committee's charter may be found at the "Corporate Governance" section of [steris-ir.com](http://steris-ir.com). Based on the review and determination of the Board, members of the Audit Committee meet the financial literacy and independence criteria to serve on the audit committee of a public company. The Audit Committee met nine times during fiscal 2025 and holds executive sessions following each regular quarterly meeting.

The Audit Committee has reviewed and discussed with the Company's management and Ernst & Young LLP, the Company's independent registered public accounting firm, the audited financial statements of the Company contained in the Company's Annual Report on Form 10-K for the year ended March 31, 2025 and Ireland Annual Report. The Audit Committee has also discussed with the Company's independent registered public accounting firm the matters required to be discussed by the applicable requirements of the Public Accounting Oversight Board and the Securities and Exchange Commission.

The Audit Committee has received and reviewed the written disclosures and the letter from Ernst & Young LLP required by applicable requirements of the Public Company Accounting Oversight Board regarding Ernst & Young LLP's communications with the Audit Committee concerning independence, and has discussed with Ernst & Young LLP their independence. The Audit Committee has also concluded that Ernst & Young LLP's provision of non-audit services to the Company is compatible with their independence.

Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2025 filed with the Securities and Exchange Commission.

The Audit Committee evaluated Ernst & Young LLP in connection with its consideration of the appointment of an independent registered public accounting firm in connection with its reappointment of the firm for fiscal 2026. Based upon the evaluation and considerations described in the Section "Independent Registered Public Accounting Firm," the Audit Committee recommends that the Company's shareholders ratify the reappointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal 2026.

Other actions regularly undertaken by the Audit Committee during the fiscal year include: pre-review and discussion with management of Form 10-Qs filed by the Company with the SEC, pre-review and discussion with management of Company earnings releases, annual review of internal controls over financial reporting (ICFR), review of critical accounting policies and pronouncements, as well as other important financial accounting and reporting issues.

The Audit Committee also is responsible for oversight of and periodically reviews the Company's cybersecurity programs, security risks and the Company's efforts to minimize and eliminate these risks. For more information on cybersecurity oversight and risk, and the Audit Committee's roles and responsibilities with respect to the same, see the section titled "Cybersecurity Oversight."

In addition, the Audit Committee, with the assistance of an independent third party, undertook a self-evaluation of its performance and effectiveness for fiscal 2025.

### *Audit Committee of the Board of Directors*

Richard C. Breeden – Chair

Cynthia L. Feldmann

Christopher S. Holland

Paul E. Martin

Dr. Richard M. Steeves

## EXECUTIVE COMPENSATION

### Compensation Discussion and Analysis

#### COMPENSATION AND ORGANIZATION DEVELOPMENT COMMITTEE OVERVIEW

The Compensation and Organization Development Committee of our Board of Directors, which we refer to in this Compensation Discussion and Analysis as the Compensation Committee or the Committee, is responsible for approving the compensation, benefits and perquisites of the President and Chief Executive Officer (the “CEO”) and senior management, and our general compensation philosophy. The Committee also approves annual equity grants available under our equity incentive compensation plan for eligible employees, as well as cash bonus payments to senior management and the maximum amount payable under our annual management cash bonus plan, based upon performance criteria established by the Committee under that plan. The Committee has regularly retained an independent compensation consultant to assist with its responsibilities. Each member of the Committee satisfied the independence standards of the SEC and NYSE.

The Committee’s responsibilities have been expanded in recent years to include oversight of the Company’s human capital and work environment (including HR-related ethics complaints, management development, succession planning and other related areas of focus). The Committee also reviews the results of the Company’s twice annual employee engagement survey, which is an anonymous survey in which all employees are encouraged to participate. This process has been helpful in enabling the Company to focus on strengths and identify potential areas of improvement. For a more detailed discussion of the Company’s human capital actions, see the discussion of “Employees and Human Capital Management” in the Company’s Annual Report on Form 10-K for the fiscal year ending March 31, 2025.

Except as otherwise expressly specified in this Compensation Discussion and Analysis, all information provided is for the fiscal year ending March 31, 2025 and prior periods.

#### Named Executive Officers

Our named executive officers for fiscal 2025, as shown in the Fiscal 2025 Summary Compensation Table, were as follows:

- Daniel A. Carestio, President and CEO;
- Michael J. Tokich, Senior Vice President and CFO;
- J. Adam Zangerle, Senior Vice President, General Counsel and Company Secretary;
- Cary L. Majors, Senior Vice President and President, Healthcare; and
- Mary Clare Fraser, Senior Vice President and Chief Human Resources Officer.

In portions of the remainder of this Compensation Discussion and Analysis we will discuss compensation paid and awarded to our named executive officers and the basis for the decisions that were made with respect thereto.

## General Compensation Philosophy

Our management compensation programs are designed to align management's interests with the long-term interests of shareholders and to support and promote the achievement of our goals and objectives by helping to recruit and retain executive talent required to successfully manage our business. Our management compensation programs also seek to align compensation with individual and Company performance to achieve the goals and objectives of the business by providing and balancing incentives for annual financial performance as well as the generation of long-term value.

Our general compensation philosophy includes the following principles:

- Be performance based, with variable pay constituting a significant portion of total compensation,
- Create commonality of interest between our executives and shareholders by aligning realized compensation with changes in shareholder value,
- Encourage growth in the setting and attainment of our short- and long-term objectives,
- Reward our executives for long-term improvement in shareholder value,
- Attract, retain and motivate highly skilled executives,
- Build a strong talent base to reinforce our succession planning objectives,
- Be competitive with companies in our peer group,
- Maximize the financial efficiency of the overall program,
- Help ensure that corporate governance practices and the impact of our Say on Pay proposals are upheld, and
- Avoid incentive compensation designs that may lead to excessive risk taking.

The Committee also believes that it must maintain flexibility in establishing compensation practices to allow it to address compensation trends, competitive issues, business needs, industry and the broader economic environment, and special situations that will be encountered in the recruitment, retention, and promotion of employees. Therefore, the compensation practices approved by the Committee will likely vary from year to year and from person to person, depending on the particular circumstances.

## Compensation Governance Practices

The Company maintains several best practices in compensation governance, some of which are summarized in the table below. A more detailed discussion of certain of these practices appears subsequently in the “Compensation Governance” section of this Compensation Discussion and Analysis and other of these practices are mentioned in other portions of this Proxy Statement.

What the Company Does	What the Company Does Not Do
<ul style="list-style-type: none"> <li>• Hold an annual Say on Pay advisory vote for shareholders.</li> <li>• Engage independent outside compensation consultants and utilize market and industry data to help ensure we compensate fairly and competitively, but not excessively.</li> <li>• Mitigate undue risk-taking by using multiple performance metrics, imposing caps on payouts, employing clawback policies for annual incentive and equity awards, making annual incentive awards subject to complete Committee discretion, and performing annual compensation risk assessments.</li> <li>• Utilize only “double trigger” vesting of equity awards for change in control situations.</li> <li>• Provide multiyear vesting for equity awards, with vesting requirements generally more stringent than peers.</li> <li>• Regularly review compensation, especially incentive design, to help ensure continued alignment with Company strategy and shareholder interests.</li> <li>• Set meaningful stock ownership guidelines for the CEO (6 times base salary) and other executives: 4 times base salary for CFO, 3 times base salary for other SVPs, 2 times base salary for other corporate VPs and certain other employees at or above specified grade levels, and 1 times base salary for certain other employees (see “Compensation Governance - Officer Stock Ownership Policy” later in this Compensation Discussion and Analysis).</li> <li>• Use an appropriate mix of cash and non-cash compensation, with an emphasis on variable (at risk) compensation.</li> <li>• Use premium-priced stock options as part of the non-cash variable long-term incentive compensation program.</li> </ul>	<ul style="list-style-type: none"> <li>• Provide employment agreements to U.S. executives.</li> <li>• Permit hedging or pledging or short sales of Company shares.</li> <li>• Reprice underwater stock options without shareholder approval.</li> <li>• Provide discretionary accelerated vesting of equity awards of executives.</li> <li>• Provide excessive benefits or perquisites to executives.</li> <li>• Provide gross-ups for Code Section 280G excise taxes that may be imposed on severance or similar payments made in connection with a change in control.</li> </ul>

## Consideration of 2024 Say on Pay Vote Results

The Committee reviewed the results of our 2024 “Say on Pay” vote, in which our named executive officer compensation was supported by more than 92% of the votes cast on the matter. After taking into consideration the strong support for our executive compensation program reflected in our annual Say on Pay vote results, the Committee decided to continue to apply the same philosophy, compensation objectives, and governing principles as it has used in recent years when making subsequent decisions or adopting subsequent policies regarding named executive officer compensation. Also, after taking into consideration this strong support, the Committee decided to continue using the same executive pay structure of base salary, cash bonus and a mix of restricted stock and stock options, subject to the changes in option exercise prices described herein.

We received feedback in prior years that our equity award program could be enhanced by making modifications regarding performance-based equity awards. After undertaking a lengthy review of potential performance-based equity award designs, we decided to modify our stock option award program beginning in fiscal 2019 with the May 2018 awards by providing stock options with a premium exercise price equal to 10% above grant date market value. Also beginning with fiscal 2019 awards, options comprised at least 50% in value of each executive officer’s equity awards. For fiscal 2025, options comprised 65% of the value of the CEO’s awards and of the CFO’s awards.

The Committee has solicited the input of our shareholders regarding our executive compensation program at every Annual Meeting since the 2010 Annual Meeting of Shareholders through a non-binding advisory “Say on Pay” proposal and will continue to seek shareholder input on our executive compensation, in accordance with the provisions of the Dodd-Frank Act, at the Annual Meeting. The following table shows the results of the “Say on Pay” vote by the Company’s shareholders for fiscal 2020 through 2024.

	2024	2023	2022	2021	2020
% of votes cast on proposal in favor	92.70%	92.23%	95.74%	96.59%	96.35%
Votes for	82,283,019	81,238,272	83,487,034	70,427,202	71,550,687
Votes against	6,478,744	6,841,234	3,718,395	2,486,333	2,713,406
Abstentions	64,075	87,529	228,889	86,921	107,870
Broker non-votes	3,653,415	3,550,815	3,116,875	2,668,460	2,628,272

## Recent Activity

Some of the recent executive compensation or related matters approved, decided, or supported by Committee include:

- Increasing executive compensation to levels that better reflect those of the peer group and other industry groups after giving effect to the Cantel Medical and other acquisitions;
- Providing continued vesting after “retirement” for equity awards made after May 30, 2023 to employees residing in the U.S. and a limited number of other countries who meet certain eligibility requirements based on age and length of service with the Company;
- Expanding the “clawback” policies applicable to the Company’s annual incentive compensation plan to reflect SEC/NYSE mandates;

- Expanding the scope of the Company’s “officer” stock ownership policy to include a number of key employees who are not executive officers;
- Reviewing Employee Engagement survey results and causing such surveys to be conducted on a biannual basis;
- Including reviews of market trends and compensation education at each regular Committee meeting;
- Expanding the Committee’s Charter authority to include responsibility for overseeing the Company’s human capital and work environment (including HR-related ethics complaints, management development, succession planning, and other related areas of focus);
- Assuming responsibility for the administration of the Cantel Medical 401(k) Plan and Cantel Medical equity plans;
- Approving a change in the strike price of stock option grants for executives, including the CEO, to require that option exercise prices be 110% of grant date fair market value; and
- Eliminating for all U.S.-based executive officers virtually all benefits and perquisites not available generally to U.S. employees.

**Roles and Responsibilities**

The roles and responsibilities of our Compensation Committee, compensation consultant, CEO and other members of management with respect to compensation decisions are discussed throughout this Proxy Statement and in particular within this Compensation Discussion and Analysis. This collaborative process is summarized below.

Responsible Party	Primary Role and Responsibilities Relating to Compensation Decisions
Compensation Committee (Composed solely of independent, non-employee Directors and reports to the Board)	<ul style="list-style-type: none"> <li>• Oversees our executive compensation program, policies and practices, taking into account business goals and strategies, legal and regulatory developments and evolving best practices;</li> <li>• Approves performance goals for purposes of compensation decisions for our named executive officers;</li> <li>• Conducts an annual evaluation of the CEO’s performance in consultation with the full Board and determines his compensation;</li> <li>• Reviews and approves the CEO’s recommendations for compensation for the other named executive officers and senior executives, making changes when deemed appropriate; and</li> <li>• Approves all changes to the composition of the peer group used for compensation comparison purposes.</li> </ul>

<p>Independent Consultant to the Compensation Committee (FW Cook)</p>	<ul style="list-style-type: none"> <li>• Provides the Compensation Committee with analysis and advice pertaining to CEO and other executive compensation program design, including industry survey analysis, explanation of current and developing best practices and regulatory changes;</li> <li>• Recommends a relevant group of peer companies against which the competitiveness and appropriateness of our CEO, executive and Director compensation is compared;</li> <li>• Analyzes peer companies' annual CEO and other executive compensation to assist the Compensation Committee in determining the appropriateness and competitiveness of our CEO and other executive compensation;</li> <li>• Reviews compensation disclosure materials;</li> <li>• Analyzes our compensation practices to assist the Compensation Committee in determining whether risks arising from such practices are reasonably likely to have a material adverse effect on the Company; and</li> <li>• Provides specific analysis and advice periodically as requested by the Compensation Committee.</li> </ul>
<p>Senior Management</p>	<ul style="list-style-type: none"> <li>• The CEO recommends to the Compensation Committee annual compensation for the other named executive officers and senior executives based on his assessment of their performance and the Senior Vice President and Chief Financial Officer's assessment of the performance of certain such persons;</li> <li>• Our CEO, Senior Vice President, General Counsel and Company Secretary and Senior Vice President and Chief Human Resources Officer, and other human resources and legal personnel, work with the Compensation Committee Chair to set agendas, prepare materials for Compensation Committee meetings, and generally attend meetings, as appropriate, and prepare meeting minutes; and</li> <li>• Our Senior Vice President and Chief Financial Officer also works with human resources personnel to prepare some of the materials for Compensation Committee meetings.</li> </ul>

**Compensation Consultant**

Frederic W. Cook & Co., Inc. (“FW Cook”) serves as the Compensation Committee’s compensation consultant. For fiscal year 2025, as required by the NYSE listing standards, the Compensation Committee considered various independence factors and potential conflicts of interest with respect to the compensation consultant and found the compensation consultant to be independent and that no conflicts of interest existed.

## Principal Components of Compensation for Named Executive Officers

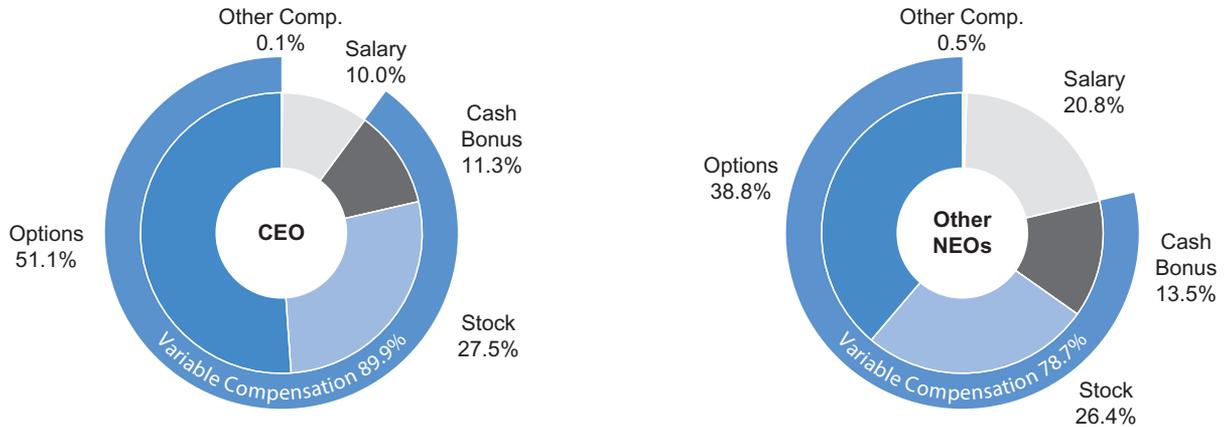
For the named executive officers, our compensation program is designed to recruit and retain management and align compensation with individual and Company performance on both an annual and longer-term basis. In addition, compensation of our named executive officers is generally structured to provide a significant portion of the compensation opportunity on the basis of the long-term performance of STERIS stock, as well as business performance and other factors that influence shareholder value. Based on this general compensation philosophy, the Committee has established compensation for our named executive officers consisting of the following principal components:

Compensation Component	Description	Objectives
<b>Base Salary</b>	<ul style="list-style-type: none"> <li>Fixed compensation that is reviewed annually and is based on performance, experience, responsibilities, skill set and market value.</li> </ul>	<ul style="list-style-type: none"> <li>Provide a base level of compensation that corresponds to the job function performed.</li> </ul>
<b>Annual Incentive Compensation</b>	<ul style="list-style-type: none"> <li>“At-risk” compensation earned based on performance measured against pre-established annual goals.</li> <li>Goals are based upon Company-wide financial results as well as goals personal to the executive’s position.</li> </ul>	<ul style="list-style-type: none"> <li>Incentivize executives to achieve annual goals that ultimately contribute to long-term Company growth and shareholder return.</li> </ul>
<b>Equity Compensation</b>	<ul style="list-style-type: none"> <li>“At-risk” compensation in the form of restricted stock awards whose value fluctuates according to shareholder value and stock options with premium exercise prices whose value is solely dependent upon increases in share price.</li> <li>Award vesting based primarily on continued service and/or, in some cases, age.</li> <li>Service requirements generally equal or exceed peers and market.</li> </ul>	<ul style="list-style-type: none"> <li>Align executive interests with those of shareholders.</li> <li>Reward continuous service with the Company.</li> <li>Incentivize executives to achieve goals that drive Company performance over the long-term.</li> </ul>
<b>Other Benefits and Perquisites</b>	<ul style="list-style-type: none"> <li>Broad-based benefits provided to Company employees (e.g., health and group insurance), a defined contribution plan and other limited personal benefits where appropriate.</li> </ul>	<ul style="list-style-type: none"> <li>Provide a total compensation package that is competitive with the marketplace and addresses unique needs and special situations.</li> </ul>

The charts below illustrate the relative opportunities between fixed compensation, consisting of base salary, and variable compensation, consisting of bonus, stock options and restricted stock for fiscal 2025. The first chart shows the opportunity for the CEO and the second shows the average opportunities for the other named executive officers. Base salaries are those shown in the Fiscal 2025 Summary Compensation Table. Bonus amounts shown are actual bonuses paid for fiscal 2025.

Values shown in the charts for restricted stock and stock option awards reflect the fair market value under Financial Accounting Standards Board Accounting Standards, Codification (“FASB ASC”) Topic 718 as of the effective dates of grant. Differences in pay mix between the named executive officers are driven by market median pay levels that are used to determine named executive officer target pay opportunities, consistent with the Company’s pay philosophy and objectives, as well as other factors such as performance, experience and the complexity and responsibilities of the position.

**Pay Mix of Named Executive Officers FY 2025**



Amounts shown in the first pie chart are for Mr. Carestio, and in the second are for Messrs. Tokich, Zangerle, and Majors and Ms. Fraser, and are based upon figures appearing in the Fiscal 2025 Summary Compensation Table.

The realized value of variable compensation will depend upon actual Company performance and the value of Company shares.

**Process for Determining Senior Management Compensation**

*In General*

Senior management compensation is generally reviewed and established on an annual basis by the Committee. Our fiscal year ends on March 31. Therefore, Committee members typically begin the assessment of compensation for senior management for the new fiscal year during the second half of the then current fiscal year. The Committee typically meets again early in the new fiscal year to evaluate the performance of the Company and our named executive officers, and based on that evaluation of Company performance and individual evaluations, to determine bonus amounts, if any, for the recently completed fiscal year, and finalize base salaries, set bonus criteria, and approve equity awards for senior management for the new fiscal year.

For fiscal year 2025, the Company’s compensation consultant assisted with the annual compensation reviews for all named executive officers, providing historical and prospective views regarding total compensation for our executive officers. The consultant reports to the Committee for senior management compensation matters and is charged with providing the Committee with competitive pay data and compensation trends, analysis and recommendations. Base salaries, cash bonus levels, equity compensation, and total compensation of senior management are examined against data from multiple sources and surveys developed and provided by the consultant, as described below. The

Committee generally targets the payment of base salaries, cash bonuses and equity compensation and total direct compensation within a general range of 15% above or below the market median of those components, while equity compensation is somewhat below the competitive range.

Actual bonus payments and realized equity values will vary based upon Company performance and the value of Company stock. This is a guideline around which there is likely to be variation, depending on individual factors and business results. Factors used in the process of assessing and determining senior management compensation include individual and team performance, scope of responsibilities and accountability, peer and other industry compensation survey data, special circumstances and expertise, business performance, and comparison with compensation of our other senior managers. The CEO also provides recommendations to the Committee for compensation adjustments for the other senior managers.

#### *Peer Group and Survey Data*

The Committee and the Committee's compensation consultant review market data relating to compensation to help assess the compensation of our senior executives, including each of the named executive officers. This review includes the consultant's analysis of proxy data from certain healthcare equipment and healthcare supply companies and other companies in similar businesses to those of the Company in a size range of roughly one-third to three times that of the Company (see peer listing below), information derived from compensation surveys, including companies from healthcare and technology industries, and other executive compensation data obtained by the consultant. This data is adjusted by the consultant to reflect the Company's relative size. Peer group data is used for executive pay comparison purposes for the Company's CEO and CFO. The survey data also is utilized for executive pay comparison purposes for all of the named executive officers. We did not select the constituent companies included in the survey data, and the component companies' identities were not a material factor in the applicable compensation analysis. The Committee evaluates this data with the assistance of its compensation consultant to develop for each executive position target ranges for base salary, incentive compensation (cash bonus), and long-term equity compensation, as well as total direct compensation. These target ranges reflect market median pay consistent with the Company's pay philosophy.

In the third quarter of fiscal year 2024, FW Cook reviewed with the Committee the peer group proposed to be used for executive pay comparison purposes for the Company's CEO and CFO for fiscal year 2025. The compensation consultant regularly reviews the group with the Committee to help ensure that the companies comprising the peer group continue to be appropriate. In selecting recommended peers, the compensation consultant focused on companies that are in the health care equipment and health care supplies industries and to a lesser extent, life sciences tools and services, markets reflective of the Company's primary business and where we often compete for senior executive talent. Also, size measures considered to construct the peer group for fiscal year 2025 included:

- Revenue between approximately \$1.6 billion and \$15.3 billion;
- Market capitalization between approximately \$7.5 billion and \$68 billion; and
- Employees between 5,700 and 51,000.

No specific relative weighting was given to any one of these factors in determining peers, although revenue and secondly market capitalization are considered the most important.

As a result of this analysis, the consultant recommended that the peer group for fiscal 2025 remain unchanged from that approved for fiscal year 2024. These recommendations were considered and approved by the Committee. As a consequence, the Company’s peer group for fiscal 2025 was comprised of the following:

• Agilent Technology	• Dentsply Sirona Inc.	• Revvity, Inc.
• Baxter International	• Edwards Lifesciences	• ResMed, Inc.
• Bio-Rad Laboratories, Inc.	• Hologic, Inc.	• Teleflex Incorporated
• Boston Scientific	• IDEXX Laboratories, Inc.	• Waters Corporation
• The Cooper Companies, Inc.	• Mettler Toledo	• Zimmer Biomet

All of the peer group companies operate businesses generally similar to STERIS and to varying degrees met the Company’s peer group size criteria. On balance, STERIS’s actual or projected financial and other criteria at August 31, 2023 generally fell within a reasonable range around the peer group’s medians in terms of annual revenue (STERIS: \$5.1 billion for trailing four quarters or 68<sup>th</sup> percentile), market cap (STERIS: \$22.7 billion or 55<sup>th</sup> percentile) and employees (STERIS: 17,000 or 67<sup>th</sup> percentile).

The following table, which is based upon information provided by FW Cook, shows the metrics and the rankings of the Company relative to the fiscal 2025 peer group at the end of August 2023 that were utilized for the selection of the fiscal 2025 peer group:

	Revenues (Trailing Twelve Months)	Market Cap (8/31/2023)	Employee Numbers
Median	\$3.9 billion	\$20.6 billion	15,500
Company	\$5.1 billion	\$22.7 billion	17,000
Company Percentile Rank	68%	55%	67%

It is expected that due to further increases in the Company’s size, as a result of acquisitions and otherwise, there will be additional peer group changes for future fiscal years.

## 2025 Compensation Decisions

The Committee's consideration of the primary elements of compensation (base salary, incentive compensation (cash bonus) and equity compensation) for all of the named executive officers is generally based upon a combination of common criteria and measures applicable to all of the officers, as well as individual goals and objectives applicable specifically to each officer. For fiscal 2025, the Committee considered and applied a number of common criteria and measures to evaluate the named executive officers, including:

- Consolidated Company as well as business unit financial performance;
- Prior individual performance and compensation;
- The complexity and scope of responsibilities of the officer's position, as well as any changes in the officer's role, responsibilities or duties;
- The officer's overall experience as well as experience with STERIS;
- Market and survey data provided by the consultant;
- In the case of Mr. Carestio, as CEO, the Committee's evaluation of his individual performance after receiving input from Committee members and the other non-executive Directors; and
- In the case of the other named executive officers, the CEO's assessments and recommendations regarding individual performance.

Individual goals and objectives varied for each named executive officer based on his or her area of responsibility. Although these goals and objectives are all considered important, they are not assigned any particular weight for incentive compensation purposes. In fiscal year 2025:

- Mr. Carestio's individual goals and objectives related to acquisitions and divestitures and integration, legal and regulatory compliance, Customer relations, quality, new product introduction, employee relations and retention, organizational development, safety performance, process improvement, investor relations, profit, cash flow, and return on invested capital ("ROIC").
- Mr. Tokich's individual goals and objectives related to financial reporting and compliance, working capital initiatives, investor relations, cost management, regulatory compliance, acquisitions and divestitures and integration, information technology initiatives, employee relations and retention, business strategy initiatives, profit, cash flow and ROIC, and safety performance.
- Mr. Zangerle's individual goals and objectives related to acquisitions and divestitures and integration, legal and regulatory compliance, internal client relations and employee relations, development, retention, cost of legal and regulatory compliance, management of Corporate Responsibility function, and safety performance.
- Mr. Majors's individual goals and objectives related to acquisitions and divestitures and integration, regulatory compliance, business unit financial performance, business unit organizational leadership, Customer relations, employee relations and retention, service quality leadership, profit, cash flow and ROIC, and safety performance.
- Ms. Fraser's individual goals and objectives related to the employee experience and value proposition and included the attraction and selection of high quality talent to support current and future business needs, supporting employee growth and development, acquisitions and divestitures and integration, driving engagement through effective communications and attractive total rewards programs, and optimizing HR services and technology.

As CEO, Mr. Carestio has the broadest complexity and scope of responsibilities, as he has oversight for all aspects of our operations. Our other named executive officers, as well as certain other senior managers, report directly to Mr. Carestio. As a result of these various factors, individual performance against these factors, the individual's roles and scope of responsibilities, and the Company's performance, each element of compensation will necessarily vary between the named executive officers and between other executives.

For fiscal year 2025, the Committee evaluated the performance of the named executive officers, applying in each case the common criteria and measures and individual goals and objectives described above, as well as the Company's actual performance against the targeted financial performance for payment of the incentive compensation. As a result, the Committee approved the fiscal year 2025 compensation described in the following pages for each of the named executive officers.

The Committee believes that our underlying executive compensation program has been appropriate to reflect annual financial performance, as well as rewarding and motivating behaviors that can create long-term shareholder value.

### *Base Salary*

The payment of base salary is not directly tied to achievement of pre-established financial goals. The Committee considers a number of factors in determining base salary, including previous individual performance, the consultant's data regarding compensation trends and practices, base salaries paid by other medical device, hospital supply, and other public operating companies, the complexity and responsibility of the executive's position, and the executive's overall experience and achievements against objectives, as well as the general and industry market for executive talent. While the market median may serve as a general guideline, other factors such as experience, time in position, complexity of functions, competitive environment, special skills and past performance are also considered. The Committee believes that base salaries for executives with significant experience and strong past performance should generally fall within the range of plus or minus 15% of the market median for similar positions of public operating companies based on survey data. Based on these considerations and the Company's fiscal year operating plan (including the Company's planned merit increase budget), information from the consultant, and recommendations of the CEO with respect to compensation adjustments for the other named executive officers, the Committee determines the appropriate salary level for the named executive officers. Changes in salary levels are generally effective at the end of the first fiscal quarter or beginning of the second fiscal quarter, with some exceptions for situations involving promotional increases. The Board of Directors also reviews the compensation actions of the Committee.

Mr. Carestio's base salary increased by 3.23% for fiscal 2025. The increase was intended to further align Mr. Carestio's base salary to market since becoming CEO. His base salary remained slightly below the median of peer companies and survey companies.

With respect to the other named executive officers, the Committee applied the common criteria and results of individual performance objectives described above under Executive Compensation Overview, including the evaluation and recommendation of the CEO regarding individual performance results, as well as peer and other survey data from the consultant, to assess base salaries for each officer.

## Executive Compensation: Compensation Discussion and Analysis

The following table reflects fiscal 2024 and 2025 base salaries earned by the named executive officers and paid by the Company and the percentage change in base salary earned by each named executive officer for fiscal 2025.

Name	Fiscal 2024 Base Salary Earned	Fiscal 2025 Base Salary Earned	Percentage Change
Daniel A. Carestio	\$1,030,600	\$1,063,860	3.23%
Michael J. Tokich	\$613,770	\$633,463	3.21%
J. Adam Zangerle	\$536,475	\$553,511	3.18%
Cary L. Majors	\$488,250	\$519,247	6.35%
Mary Clare Fraser	\$434,180	\$447,934	3.17%

### *STERIS Annual Incentive Compensation (Cash Bonus)*

The Company's Management Incentive Compensation Plan ("MICP" or "Plan") is generally designed to set target bonus opportunities to reflect the market median for comparable positions and to produce median cash bonus compensation if target results are achieved. Bonus opportunities also are structured to be sufficient to produce top quartile cash compensation when maximum goals are achieved.

In general, if threshold levels of performance are not exceeded, executives earn no bonus and their resulting compensation levels are in the bottom quartile. The foregoing performance to compensation relationships are all consistent with the Company's pay-for-performance philosophy.

In fiscal 2025, all executive officers of the Company were selected by the Committee for participation in the MICP at or prior to the beginning of the fiscal year. Also at the beginning of the fiscal year, the Committee approved general metrics for the MICP for fiscal 2025 participants. These metrics are described below and are consistent with measures utilized by the Company in prior years. An individual's annual incentive compensation target (target bonus level) was expressed as a percentage of base salary received during the fiscal year. The incentive compensation target bonus level was based upon each participant's level of responsibility.

Target bonus levels as a percentage of base salary received for fiscal 2025 were as follows for each named executive officer:

Name	Fiscal 2025 Target Level
Daniel A. Carestio	125.0%
Michael J. Tokich	75.0%
J. Adam Zangerle	75.0%
Cary L. Majors	70.0%
Mary Clare Fraser	65.0%

The target bonus percentages for the named executive officers were unchanged from fiscal 2024. The fiscal 2025 bonuses for each named executive officer were based on performance against full fiscal year 2025 financial objectives and could range from 0% to a maximum of 200% of target bonus based on actual performance. Per the MICP provisions, the Committee also had the ability to modify the bonuses of each named executive officer based upon performance against individual objectives.

Financial targets were based on the Company's operating plan financial metrics for the 2025 fiscal year, as reviewed with the Committee and approved by the Board. The Committee and the Board evaluate the annual operating plan and consider financial metrics important to shareholder value and that support the overall strength and success of the Company's business. After consideration of the consultant's compensation data, the recommendation of management, and approval of the Company's operating plan, the Company financial performance metrics described below were identified and approved by the Committee to establish criteria for calculating bonus compensation targets under the Company's incentive compensation plans.

Consistent with STERIS's practices for the past several years, for fiscal year 2025 the Committee determined applicable financial metrics and weighting to be:

- Adjusted earnings before interest and taxes ("Adjusted EBIT")—75% weighting, and
- Adjusted free cash flow ("Adjusted FCF")—25% weighting,

excluding in each case the effect of amounts related to the following special items that the Committee considers not representative of ongoing operations: impairment and restructuring charges, goodwill impairment charges, amortization and impairment of purchased intangible assets, loss from fair value adjustment of acquisition related consideration, gains or losses on sales of assets outside the ordinary course of business, gain or loss on sales or divestiture of a subsidiary, costs associated with divestiture of discontinued operations, acquisition-related transaction and integration expenses, and other special or one-time regulatory, tax, litigation, settlement, pension, benefit, or governmental charges, costs or expenses, and the effects of other such items. Such items also include incremental tariff costs incurred late in fiscal 2025. We chose the two metrics, Adjusted EBIT and Adjusted FCF, because we believe these two operating metrics are the most representative short-term measure of long-term shareholder value creation; we view EBIT (or income from operations) as the key driver of our ultimate bottom line earnings and utilization of a free cash flow objective is intended to incent management to appropriately manage "non-income" cash/balance sheet items (in addition to earnings) like inventory, accounts receivable, accounts payable and capital spending.

Under the MICP, the fiscal year 2025 financial performance objectives were as follows: target performance for Adjusted EBIT and Adjusted FCF for 100% payout under the approved targets for the MICP for the year were \$1,306.3 million and \$767.3 million, respectively. Spending lower than planned capital expenditures was limited to \$20 million to increase Adjusted FCF for bonus purposes. Adjusted EBIT included \$6 million of legal costs associated with Illinois ethylene oxide ("EO") litigation, and any amounts over \$6 million are excluded from the Adjusted EBIT calculation. Adjusted FCF payout percentage was limited to the Adjusted EBIT payout percentage until EBIT exceeded \$1,306.3 million.

The incentive compensation payable was capped at 200% of target, regardless of performance above the maximum performance level. To achieve the maximum performance level, Adjusted EBIT of \$1,436.9 million and Adjusted FCF of \$959.1 million would have been required.

## Executive Compensation: Compensation Discussion and Analysis

The following table shows achievement of financial objectives for fiscal 2024, as adjusted, as well as fiscal 2025 performance objectives (dollars in millions):

	Achievement for Prior Year Ending March 31, 2024	Performance Objectives for Year Ending March 31, 2025		
		0% Threshold	100% Target	200% Maximum
Adjusted EBIT	\$1,270.4	\$1,110.3	\$1,306.3	\$1,436.9
Adjusted FCF	\$ 639.7	\$ 575.5	\$ 767.3	\$ 959.1

Actual financial performance against Plan criteria for fiscal year 2025 was EBIT (income from operations) of \$866.6 million on a U.S. GAAP basis and free cash flow of \$787.2. Actual financial performance against the MICP criteria for fiscal year 2025, as such criteria were adjusted for the special items discussed above, was Adjusted EBIT of \$1,286.6 million and Adjusted FCF of \$832.9 million. This performance resulted in a weighted aggregate performance achievement of 90.0% against targeted Plan criteria for the year. The following table shows the financial metrics for the year and Plan financial attainment percentages for the same period for named executive officers.

Year Ending March 31, 2025							
	0% Threshold	100% Target	200% Maximum	Weighting	Twelve Months Adjusted	Attainment %	Weighting Attainment %
Adjusted EBIT	\$1,110.3	\$1,306.3	\$1,436.9	75%	\$1,286.6	90.0	67.5
Adjusted FCF	\$ 575.5	\$ 767.3	\$ 959.1	25%	\$ 832.9	90.0	22.5
Total							90.0

A reconciliation of the Adjusted EBIT and Adjusted FCF used to determine the targets and actual achievement for the year ending March 31, 2025 is provided below:

Year Ending March 31, 2024	Total Company EBIT Actual (in millions)	Free Cash Flow Actual (in millions)
Metric, as reported <sup>(1)</sup>	\$ 866.6	\$787.2
Adjustments for comparability:		
Illinois EO litigation costs	\$ 16.0	\$ 12.2
Incremental tariff costs	\$ 3.2	\$ 1.6
Amortization of inventory and property "step up" to fair value	\$ 5.4	\$ —
Amortization of acquired intangible assets	\$ 273.8	\$ —
Acquisition and integration related charges	\$ 11.2	\$ 12.1
Illinois EO litigation settlement	\$ 48.2	\$ 5.0
Restructuring charges	\$ 62.3	\$ 14.7
Less: capital expenditure savings limit	\$ —	\$ —
Metric on comparable basis to target <sup>(2)</sup>	\$1,286.6	\$832.9

(1) As reported in our earnings for fiscal 2025, EBIT is equal to Income from Operations and Free Cash Flow is as presented within the non-GAAP financial measures.

(2) Adjusted EBIT and Adjusted FCF, respectively. Totals reflect effects of rounding.

Following the end of the fiscal year, the Committee reviewed the incentive compensation plan terms and criteria and approved bonuses calculated using an aggregate 90.0% financial achievement level based upon the adjusted financial metrics described above. After also considering individual performance (including business unit performance where applicable) against the objectives for each named executive officer described above in the “2025 Compensation Decisions” section of this Compensation Discussion and Analysis, the Committee approved the following incentive compensation awards for fiscal year 2025:

- Daniel Carestio—payment of \$1,204,866, based on performance against applicable plan criteria and personal goals and objectives for fiscal 2025 (90.0% of target bonus opportunity); and
- Four other named executive officers—an aggregate payment of \$1,401,758, based on performance against the applicable plan criteria and individual goals and objectives (individual bonus payouts were all 90.0% of target bonus opportunity).

#### *Long-Term Equity Incentive Compensation*

Equity incentives are considered necessary to attract and retain employees critical to our continuing, long-term success, as well as providing employees significant alignment of interest with our shareholders. The Committee views nonqualified stock options, restricted stock and restricted stock units as a direct link between management and shareholders. Equity incentives are provided under the Company’s 2006 Long-Term Equity Incentive Plan (the “2006 Plan”). The 2006 Plan was initially approved by shareholders of STERIS Corporation in July of 2006. The Plan has since been re-approved by shareholders and amended and restated on several occasions.

The Plan was assumed, amended and restated by the Company effective March 28, 2019 in conjunction with the Redomiciliation. Also, in connection with the Redomiciliation, all outstanding awards under the 2006 Plan in respect of Old STERIS ordinary shares were converted into equity awards for the same number of Ordinary Shares with the other terms and conditions of the awards remaining the same, except as otherwise required by law.

With respect to the amount and type of equity incentives provided to each recipient, the Committee generally considers its compensation consultant’s data regarding competitive trends and practices, the award recipient’s salary and level within our organization, the nature and complexity of the position, the recommendation of the CEO, and the Committee’s own evaluation of the performance of named executive officers and certain other executives, since the Committee members generally have an opportunity to observe their performance and have information on the level of past awards. The Committee ultimately decides the amount and mix of long-term compensation granted to each named executive officer, other corporate officers, and any other executives who report to the CEO, with input from the CEO and the Senior Vice President & CHRO.

For the past several years, long-term equity awards to each named executive officer have generally consisted of stock options and restricted stock. In keeping with the Company’s approach, the consultant has developed long-term equity award guidelines for consideration by the CEO and Committee for senior management. The CEO and Committee also consider other factors in determining award mix, including retention concerns and the executive’s current equity holdings compared to the Officer Stock Ownership guideline requirements for Company stock, since stock options do not count toward the Officer Stock Ownership guidelines.

The consultant’s long-term equity guidelines place more emphasis on options than restricted stock for the CEO and CFO and somewhat more emphasis for certain other executive officers, and generally equal emphasis for other executives. This is consistent with the Company’s pay-for-performance philosophy as all value earned through stock options is solely dependent upon an increase of our stock price, which reflects investors’ views on the Company’s financial performance and long-term prospects. The Committee believes that options provide a strong linkage to the Company’s performance because the executive benefits only if and to the extent the Company’s stock price increases and the vesting provisions help prevent executives from fully capitalizing on near-term increases in stock values. The 2006 Plan provisions prohibit stock options from being granted at option prices less than 100% of fair market value of the underlying shares on the grant date and prohibit options from being re-priced without shareholder approval. Beginning in fiscal 2019, option exercise prices for all executive and other employee stock option awards have been fixed at 110% of the grant date fair market value of the underlying stock.

The value of Mr. Carestio’s fiscal year 2025 equity grants increased by roughly 14%, but remained below the median of the peer group data and survey data provided by the consultant. Because of market factors and the broader complexity and scope of responsibilities of his position, Mr. Carestio’s long-term equity compensation is greater than the other named executive officers. The equity awards of the other named executive officers were increased by various lesser percentages.

As part of its oversight of the long-term equity award program, the Committee and management annually review data from the compensation consultant regarding the cost of the equity award program in terms of share usage and value transfer. As of September 30, 2023, which is the date that was used for presenting this data to the Committee in fiscal 2024, the Company’s overhang from outstanding grants was between median and the 75<sup>th</sup> percentile of its peer group, and total overhang (including that from shares available for future grant) was below the 25<sup>th</sup> percentile. The Company’s three-year average share usage was at the median of its peer group for the period 2021 – 2023. For the same period, the Company’s three-year average fair value transfer was below the 25<sup>th</sup> percentile of peers in absolute dollars, as a percentage of market capitalization and as a percentage of revenue. On balance, the consultant and Committee believe the Company has prudently managed the equity program in support of the shareholders’ interests.

Fiscal 2025 awards to the named executive officers under the 2006 Plan were as follows:

Name	Number of Restricted Shares	Number of Stock Options	Aggregate Award Fair Values (\$)
Daniel A. Carestio	12,849	81,544	\$8,388,844
Michael J. Tokich	3,423	21,720	\$2,234,572
J. Adam Zangerle	4,128	15,684	\$1,992,037
Cary L. Majors	2,379	12,200	\$1,359,416
Mary Clare Fraser	2,040	10,456	\$1,165,332

For more information concerning these awards, see “Grants of Plan-Based Awards in Fiscal 2025” and the “Narrative Supplement to the Fiscal 2025 Summary Compensation Table and the Grants of Plan-Based Awards in Fiscal 2025 Table.”

### *Benefit Programs and Perquisites*

Our named executive officers are eligible to participate in a number of benefit programs, including health, disability and life insurance programs and a qualified 401(k) plan, all of which also are available generally to employees in the United States. None of our executive officers have special retirement benefit arrangements such as supplemental retirement plans or excess or restoration retirement benefit plans.

Named executive officers and other senior employees may also participate in other benefit programs, including an employee relocation program and a Senior Executive Severance Plan. The Company's Senior Executive Severance Plan covers all of the named executive officers. Several years ago the Company discontinued providing most allowances and other perquisites for executives.

### *Agreements Regarding Named Executive Officer Compensation*

The Committee reviews and approves, or makes recommendations to the Board to approve, any agreements with the named executive officers relating to compensation or separation payments. The Company (including its subsidiaries) has no employment agreements with its executive officers. The named executive officers are party to equity award agreements and covered by the Senior Executive Severance Plan and other plans described in the succeeding pages. These agreements and plans are discussed, in part, in the section of this Proxy Statement entitled "Potential Payments to Named Executive Officers upon Termination of Employment or Change in Control." The Committee believes that employment or other special agreements regarding senior management compensation for US-based executives should generally be limited to special circumstances.

## **Compensation Governance**

We maintain several compensation governance best practices and policies. A detailed discussion of certain of these practices appears below and other of these practices are mentioned in other portions of this Proxy Statement.

### *Risk Assessment*

The Committee has reviewed and discussed with its compensation consultant, the Company's employee compensation policies and practices, and determined that the same are not reasonably likely to have a material adverse effect on the Company.

This determination was based in part on a review of compensation practices and programs conducted by the Committee's compensation consultant, FW Cook, and by management, with risk being evaluated from several perspectives, including pay mix, award time horizons, award limitations including caps, metric structure, metric alignment with business strategy, payout cliffs, and other practices or policies that mitigate risk-taking. Other risk mitigating factors reviewed included clawbacks, stock ownership guidelines, anti-hedging and pledging policies and equity grant practices, as well as more specific factors with respect to sales and service incentive plans.

*Policies and Practices Related to the Grant of Equity Awards*

Under the Company's policies and practices, the approval of long-term equity incentive compensation for the Company's regular annual equity awards (including the Company's stock option and restricted stock grants to its named executive officers) is typically made in the first quarter Committee meeting in each fiscal year. These grants are then made effective shortly after the date of filing of the Company's 10-K filing for its prior fiscal year. Share values utilized for annual awards are determined shortly before the grant date based upon Company share price averages over a predetermined period following the Company's announcement of its prior year financial results. These values are then used in determining the number of options and restricted shares to be awarded to recipients, and values are not modified to reflect any subsequent increase or decrease in value of the Company's stock between the end of the predetermined period and the effective date of the grant.

This equity grant approach is used by the Committee in order to best help ensure the annual grants are made only during an open window, and after the release of the Company's material non-public information regarding its most recently-completed fiscal year. This grant timing provides for a routine and regular grant practice regarding the named executive officers' annual equity awards. The Committee does not factor any material non-public information into its design and approval of the terms of such regular annual equity awards and the Company does not time the disclosure of material non-public information for purposes of affecting the value of executive compensation.

During fiscal 2025, the Company did not grant equity awards to any named executive officer during any period beginning four business days before and ending one business day after the filing of any Company periodic report on Form 10-Q or Form 10-K, or the filing or furnishing of any Company Form 8-K that disclosed any material non-public information.

*Clawback and Related Provisions for Annual Incentive Compensation and 2006 Plan Equity Awards*

The MICP contains "clawback" provisions. Under these provisions, if the Company's financial statements for any fiscal year are required to be restated due to material noncompliance with any financial reporting requirement as a result of intentional misconduct of a participant, the participant is required to forfeit or return, as applicable, at the request of the Board or Committee, all or a portion of the participant's award. The amount to be recovered is the amount of the award in excess of that which would have been payable had the financial statements initially been filed as restated. The Company is entitled to obtain repayment by a variety of different methods.

The Committee expanded these rules by adopting a clawback policy effective October 2, 2023 that is compliant with the new SEC/NYSE rules regarding clawback policies. This policy expands and supplements the existing Plan rules, but does not replace those rules.

The 2006 Plan (equity incentives) also contains forfeiture and recovery provisions for "Detrimental Conduct." Detrimental Conduct includes acts of dishonesty intended to result in material personal gain or enrichment at the expense of the Company and other acts or conduct detrimental or prejudicial to the business, reputation, or other significant interest of the Company.

### *Restrictions on Securities Transactions*

The Company maintains an Insider Trading Policy that restricts activities in or relating to Company securities by Directors, executive officers and employees and their respective related persons. These restrictions include advance clearance requirements for Directors, executive officers and certain other employees for all transactions as well as “blackout” provisions. The Insider Trading Policy also includes a blanket prohibition that prevents Directors, executive officers, employees and their respective related persons from purchasing financial instruments (including prepaid variable forward contracts, equity swaps, collars or exchange funds), or otherwise engaging in transactions, that hedge or offset, or are designed to hedge or offset, decreases in the market value of the Company’s securities, whether granted as part of compensation to, or otherwise held directly or indirectly by, such Director, executive officer, employee or their respective related persons. The Insider Trading Policy further prohibits other types of speculative transactions in Company securities, including short-term trading, short sales, option trading and pledging (including margin purchases of Company stock).

### *Officer Stock Ownership Policy*

One of the primary objectives of the Company’s equity incentives is to build stock ownership among executives, thereby aligning their interests more closely with those of the shareholders. To reinforce this objective, the Committee first established stock ownership guidelines for senior managers of STERIS Corporation in 2006. The guidelines have been subsequently revised on several occasions, most recently to formalize the guidelines as a Policy and expand Policy coverage.

The Committee believes the Policy further aligns the interests of senior management with those of the shareholders. Senior managers (including the named executive officers) and other key management members are required to maintain a significant equity interest in the Company through ownership of stock that they acquire either with their own funds or through long-term incentive awards. The Committee believes that stock ownership helps create economic alignment with shareholders and is a factor in motivating our senior managers to enhance shareholder value. The stock ownership requirements are expressed as a multiple of salary rather than a fixed number of shares, as was the case at one time. The Committee believes that this approach, which is consistent with the approach used in the Director Stock Ownership Guidelines, reflects prevailing market practices, and also has the benefit of adjusting for changing circumstances that should influence shareholding requirements. The following table outlines the required officer share ownership values at various levels within the Company, as defined by multiples of base salary for each person:

Position	Shareholding Requirements
CEO	6 times base salary
CFO	4 times base salary
Other Senior Vice Presidents	3 times base salary
Other Key Employees not covered above who are subject to Section 16(b) under the Securities Exchange Act or in Salary Grade Level “M” or above or are otherwise designated as such	2 times base salary
Other Key Employees in Salary Grade Level “L”	1 times base salary

The following share types are included under this Policy (stock options do not count toward share ownership):

- Shares purchased/owned outright;
- Shares acquired from exercised stock options (unexercised options are not counted); and/or
- Unvested restricted shares and restricted shares that have vested.

From the time a person achieves a position subject to the Policy, he or she has a five-year period to attain the applicable shareholding requirements. Likewise, if a person already subject to the Policy is promoted to a position with higher shareholding requirements, he or she has a five-year period in which to satisfy the higher requirements. A steady increase in share ownership over the five-year period is encouraged, subject to hardship exceptions. If the share ownership requirement is not achieved within the applicable five-year period, the CEO or the Committee is authorized to take into consideration the facts and circumstances with respect to that failure and take whatever action he or they consider appropriate, including restricting or eliminating future equity awards to the particular person. Based on the closing price of the Company's Ordinary Shares on the NYSE on March 31, 2025 and base salaries in effect at that date, the CEO and all of the other named executive officers satisfied the Policy.

## Compensation Committee Report

The Compensation and Organization Development Committee has reviewed and discussed the Compensation Discussion and Analysis with management. Based on this review and discussion, the Compensation and Organization Development Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement and in STERIS's Annual Report on Form 10-K for the fiscal year ended March 31, 2025.

*Compensation and Organization Development Committee of the Board of Directors*

Dr. Jacqueline B. Kosecoff – Chair

Christopher S. Holland

Paul E. Martin

Dr. Nirav R. Shah

## Compensation and Organization Development Committee Interlocks and Insider Participation

None of the members of the Board who served on the Compensation and Organization Development Committee during fiscal year 2025 was ever an officer or employee of the Company or of any of its subsidiaries. None of the members of the Board who served on the Compensation and Organization Development Committee during fiscal 2025 had any relationship requiring disclosure under any paragraph of Item 404 of Regulation S-K.

## Tabular and Other Executive Compensation Disclosure

The persons named in the below table are referred to in this Proxy Statement as the “named executive officers.”

### FISCAL 2025 SUMMARY COMPENSATION TABLE

Name and Principal Position	Fiscal Year	Salary (\$)	Stock Awards (\$) <sup>(1)</sup>	Option Awards (\$) <sup>(2)</sup>	Non-Equity Incentive Plan Compensation (\$) <sup>(3)</sup>	All Other Compensation (\$) <sup>(4)</sup>	Total (\$)
<b>Daniel A. Carestio</b>							
President and CEO	2025	1,063,860	2,935,997	5,452,847	1,204,866	15,492	10,673,062
	2024	1,030,600	2,584,412	4,800,238	1,123,539	11,987	9,550,776
	2023	969,862	2,154,084	4,000,598	602,884	12,756	7,740,184
<b>Michael J. Tokich</b>							
Senior Vice President and Chief Financial Officer	2025	633,463	782,156	1,452,416	430,708	13,994	3,312,737
	2024	613,770	775,684	1,441,226	401,456	11,758	3,243,894
	2023	590,356	512,834	1,538,630	229,615	18,637	2,890,072
<b>J. Adam Zangerle</b>							
Senior Vice President, General Counsel, and Company Secretary	2025	553,511	943,248	1,048,789	376,346	13,935	2,935,829
	2024	536,475	694,096	1,041,206	350,896	11,742	2,634,415
	2023	506,918	769,251	769,215	196,875	14,657	2,256,916
<b>Cary L. Majors</b>							
Senior Vice President and President, Healthcare	2025	519,247	543,602	815,814	330,750	11,816	2,221,229
	2024	488,250	539,319	809,661	298,157	10,543	2,145,930
	2023	442,767	486,465	487,189	160,731	12,108	1,589,260
<b>Mary Clare Fraser</b>							
Senior Vice President and Chief Human Resources Officer	2025	447,934	466,140	699,192	263,954	13,780	1,891,000
	2024	434,180	462,531	693,995	246,122	11,701	1,848,529
	2023	406,918	461,005	461,569	136,875	11,954	1,478,321

(1) The dollar amounts for fiscal 2025 reflect the closing sales price per share of the Company’s stock on the New York Stock Exchange Composite Tape on the effective date of the grant, representing the grant date fair value for purposes of FASB ASC Topic 718. For a discussion of specific restricted stock awards granted in fiscal 2025, see “Grants of Plan-Based Awards in Fiscal 2025” below and the narrative discussion that follows. Restricted stock recipients can vote their restricted shares and will receive cash dividend equivalent payments at the same times and amounts per share as all other shareholders receiving dividend payments.

(2) The dollar amounts for fiscal 2025 reflect the grant date fair value under FASB ASC Topic 718 for option awards. The aggregate grant date fair value of option awards for fiscal 2025 is computed in accordance with FASB ASC Topic 718, utilizing assumptions discussed in the notes to our financial statements in our Form 10-K for the fiscal year ended March 31, 2025. For a discussion of specific option awards granted in fiscal 2025, see “Grants of Plan-Based Awards in Fiscal 2025” below and the narrative discussion that follows.

(3) The dollar amounts for fiscal 2025 represent incentive compensation paid under the MICP for achievement in fiscal 2025.

(4) The dollar amounts for fiscal 2025 include employer matching contributions to Company 401(k) plan for all named executive officers (consisting of \$13,992, \$13,094, \$13,035, \$10,316 and \$12,880, respectively, for Messrs. Carestio, Tokich, Zangerle and Majors and Ms. Fraser) and a stipend for mobile phone expenses.

GRANTS OF PLAN-BASED AWARDS IN FISCAL 2025

Name	Grant Date <sup>(1)</sup>	Approval Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards <sup>(2)</sup>			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards; Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$)
			Threshold (\$)	Target (\$)	Maximum (\$)				
Daniel A. Carestio									
	6/4/2024	5/2/2024				12,849			2,935,997
	6/4/2024	5/2/2024					81,544	251.34	5,452,847
			0	1,338,740	2,677,480				
Michael J. Tokich									
	6/4/2024	5/2/2024				3,423			782,156
	6/4/2024	5/2/2024					21,720	251.34	1,452,416
			0	478,564	957,128				
J. Adam Zangerle									
	6/4/2024	5/2/2024				4,128			943,248
	6/4/2024	5/2/2024					15,684	251.34	1,048,789
			0	418,163	836,325				
Cary L. Majors									
	6/4/2024	5/2/2024				2,379			543,602
	6/4/2024	5/2/2024					12,200	251.34	815,814
			0	367,500	735,000				
Mary Clare Fraser									
	6/4/2024	5/2/2024				2,040			466,140
	6/4/2024	5/2/2024					10,456	251.34	699,192
			0	293,282	586,564				

- (1) Restricted stock and stock option grants made as part of the annual long-term equity grant. All restricted stock and stock option awards were granted under the 2006 Plan.
- (2) Amounts shown represent the annual incentive compensation opportunity under the Company MICP for fiscal 2025 for each named executive officer. See “Compensation Discussion and Analysis—Principal Components of Compensation for Named Executive Officers—Annual Incentive Compensation” above for more detail regarding these amounts. See the Fiscal 2025 Summary Compensation Table above for actual payouts for fiscal 2025 achievement under the MICP.

## NARRATIVE SUPPLEMENT TO THE FISCAL 2025 SUMMARY COMPENSATION TABLE AND THE GRANTS OF PLAN-BASED AWARDS IN FISCAL 2025 TABLE

### Vesting Schedule

Stock option awards to employees generally vest and become nonforfeitable in increments of 25% per year over a four-year period, with full vesting four years after the date of grant. Historically, restricted stock awards to employee recipients generally cliff vested on the fourth anniversary of the grant date if the recipient remained in continuous employment through that date. Beginning with the awards granted in June 2023, Company restricted stock (and restricted stock units) generally cliff vest over a three year period after the grant date. However, employees who are grantees of restricted stock and have attained age 55 and been employed for at least 5 years at the time of the grant or meet these criteria during the term of the grant and are employed in the U.S. or in a few other foreign jurisdictions, or employees who have 25 years of service at the time of grant or meet that criterion during the term of the grant, will be subject to installment vesting rules over the applicable vesting period. Awards made on or after May 31, 2023 to employees in the U.S. or a few other jurisdictions may provide for continued vesting after “retirement” (termination of employment more than 6 months after the award date either at or after age 55 with at least ten years of continuous service, or at or after age 65), if certain conditions are met. All outstanding unvested equity awards are subject to “double trigger” vesting and will not vest immediately upon a change of control unless the recipient does not receive a qualified replacement award. Stock options and restricted stock will vest immediately if the grantee dies while employed by the Company.

### Forfeiture and Post-Employment Treatment

Generally the unvested portion of a stock option award (and the right to acquire the underlying shares) is forfeited at termination of employment (unless employment terminates on account of death or a qualifying termination following a change of control). Likewise, generally the vested portion of a stock option award (and the right to acquire the underlying shares) is forfeited following termination of employment and expiration of the applicable post-employment exercise period and also may be forfeited in the case of a termination of employment for “Cause.” Unvested restricted stock or options generally are forfeited at termination of employment, unless employment terminates on account of death or a qualifying termination following a change of control. Unvested equity awards are subject to “double trigger” vesting upon a change in control, as described above. Beginning with the awards granted in June 2023, employee awards in the U.S. and a few other jurisdictions will not be forfeited upon termination of employment and will continue to vest with respect to “retiring” employees as if the employees were still employed, subject to the satisfaction of several conditions. See “STERIS Equity Incentive Plan” for additional information.

### Dividends

Dividends are payable on restricted stock at the same times and in the same amounts as payable generally from time to time on our outstanding Shares. Dividend equivalents are payable on restricted stock units in the same amounts as dividends are payable generally from time to time on our outstanding shares.

### Option Exercise Price

All recent stock option grants to executives and other employees have an exercise price of 110% of the NYSE Composite Transaction System closing price of our shares on the effective date of the grant. The effective date of the grant may not be earlier than the approval date. The 2006 Plan requires that the option exercise price for any option not be less than the closing price of the Company’s shares on the NYSE Composite Transaction Reporting System on the effective date of grant.

OUTSTANDING EQUITY AWARDS ON MARCH 31, 2025

Name	Option Awards					Stock Awards		
	Option Award Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Stock Award Grant Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) <sup>(1)</sup>
Daniel A. Carestio	5/30/2017	4,500	0	77.07	5/30/2027			
	5/31/2018	29,864	0	114.22	5/31/2028			
	10/01/2018	9,468	0	125.58	10/01/2028			
	5/31/2019	28,868	0	147.05	5/31/2029			
	6/01/2020	26,776	0	182.22	6/01/2030			
	6/02/2021	44,487	14,829	210.30	6/02/2031			
	10/01/2021	14,190	4,730	228.36	10/01/2031			
	6/02/2022	39,974	39,974	250.06	6/02/2032			
	5/31/2023	22,452	67,356	219.97	5/31/2033			
	6/04/2024	0	81,544	251.34	6/04/2034			
						6/02/2021	1,514	343,148
						10/01/2021	289	65,502
						6/02/2022	4,738	1,073,868
						5/31/2023	8,616	1,952,816
						6/04/2024	12,849	2,912,226
Michael J. Tokich	5/31/2019	48,116	0	147.05	5/31/2029			
	6/01/2020	44,472	0	182.22	6/01/2030			
	6/02/2021	27,222	9,074	210.30	6/02/2031			
	10/01/2021	7,095	2,365	228.36	10/01/2031			
	6/02/2022	15,374	15,374	250.06	6/02/2032			
	5/31/2023	6,741	20,223	219.97	5/31/2033			
	6/04/2024	0	21,720	251.34	6/04/2034			
						6/02/2021	573	129,870
						10/01/2021	144	32,638
						6/02/2022	1,128	255,661
						5/31/2023	2,586	586,117
						6/04/2024	3,423	775,823
J. Adam Zangerle	6/01/2016	15,000	0	69.72	6/01/2026			
	5/30/2017	14,000	0	77.07	5/30/2027			
	5/31/2018	21,536	0	114.22	5/31/2028			
	5/31/2019	19,244	0	147.05	5/31/2029			
	6/01/2020	18,168	0	182.22	6/01/2030			
	6/02/2021	12,963	4,321	210.30	6/02/2031			
	10/01/2021	6,147	2,049	228.36	10/01/2031			
	6/02/2022	7,686	7,686	250.06	6/02/2032			
	5/31/2023	4,870	14,610	219.97	5/31/2033			
	6/04/2024	0	15,684	251.34	6/04/2034			
						6/02/2021	819	185,626
						10/01/2021	202	45,783
						6/02/2022	1,692	383,492
						5/31/2023	2,314	524,468
						6/04/2024	4,128	935,611
Cary L. Majors	5/31/2019	12,828	0	147.05	5/31/2029			
	6/01/2020	14,344	0	182.22	6/01/2030			
	6/02/2021	7,776	2,592	210.30	6/02/2031			
	10/01/2021	2,838	946	228.36	10/01/2031			
	6/02/2022	4,868	4,868	250.06	6/02/2032			
	5/31/2023	3,787	11,361	219.97	5/31/2033			
	6/04/2024	0	12,200	251.34	6/04/2034			
						6/02/2021	1,964	445,141
						10/01/2021	692	156,842
						6/02/2022	2,140	485,031
						5/31/2023	2,697	611,275
						6/04/2024	2,379	539,200

## Executive Compensation: Tabular and Other Executive Compensation Disclosure

Name	Option Awards					Stock Awards		
	Option Award Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Stock Award Grant Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) <sup>(1)</sup>
Mary Clare Fraser								
	6/02/2021	7,257	2,419	210.30	6/02/2031			
	10/01/2021	2,838	946	228.36	10/01/2031			
	6/02/2022	4,612	4,612	250.06	6/02/2032			
	5/31/2023	3,246	9,738	219.97	5/31/2033			
	6/04/2024	0	10,456	251.34	6/04/2034			
						6/02/2021	1,836	416,129
						10/01/2021	692	156,842
						6/02/2022	2,028	459,646
						5/31/2023	2,313	524,241
						6/04/2024	2,040	462,366

(1) Market value is computed by multiplying the number of shares or units of stock by the NYSE Composite Transaction Reporting System closing price of Ordinary Shares on March 31, 2025 of \$226.65 per share.

The vesting schedule for each grant in the above table is shown below as of March 31, 2025, based on the option or stock award grant date, as applicable.

### Option Awards Vesting Schedule

Grant Date	Vesting Schedule
6/1/2016	Fully vested and exercisable
5/30/2017	Fully vested and exercisable
5/31/2018	Fully vested and exercisable
10/1/2018	Fully vested and exercisable
5/31/2019	Fully vested and exercisable
6/1/2020	Fully vested and exercisable
6/2/2021	75% vested and exercisable and remaining 25% will vest and become exercisable 6/2/2025
10/1/2021	75% vested and exercisable and remaining 25% will vest and become exercisable 10/1/2025
6/2/2022	50% vested and exercisable and 25% will vest and become exercisable on each of 6/2/2025 and 6/2/2026
5/31/2023	25% vested and exercisable and 25% will vest and become exercisable on each of 6/2/2025, 6/1/2026 and 6/1/2027
6/4/2024	25% will vest and become exercisable on each of 6/4/2025, 6/4/2026, 6/4/2027 and 6/5/2028

### Stock Awards Vesting Schedule

Grant Date	Vesting Schedule*
6/2/2021	100% will vest on 6/2/2025 (Majors and Fraser)
6/2/2021	75% vested and remaining 25% will vest on 6/2/2025 (Carestio, Tokich and Zangerle)
10/1/2021	100% will vest on 10/1/2025 (Majors and Fraser)
10/1/2021	75% vested and remaining 25% will vest on 10/1/2025 (Carestio, Tokich and Zangerle)
6/2/2022	100% will vest on 6/2/2026 (Majors and Fraser)
6/2/2022	50% vested and 25% will vest on each of 6/2/2025 and 6/2/2026 (Carestio, Tokich and Zangerle)
5/31/2023	100% will vest on 6/1/2026 (Majors and Fraser)
5/31/2023	33 <sup>1</sup> / <sub>3</sub> % vested and 33 <sup>1</sup> / <sub>3</sub> % will vest on each of 6/2/2025 and 6/1/2026 (Carestio, Tokich and Zangerle)
6/4/2024	100% will vest on 6/4/2027 (Majors and Fraser)
6/4/2024	33 <sup>1</sup> / <sub>3</sub> % will vest on each of 6/4/2025, 6/4/2026 and 6/4/2027 (Carestio, Tokich and Zangerle)

\* All stock awards are restricted stock.

**OPTION EXERCISES AND STOCK VESTED IN FISCAL 2025**

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$) <sup>(1)</sup>	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) <sup>(2)</sup>
<b>Daniel A. Carestio</b>				
			4,308 <sup>(3)</sup>	960,167
			1,108 <sup>(4)</sup>	253,034
			1,514 <sup>(5)</sup>	345,752
			2,369 <sup>(6)</sup>	541,009
			289 <sup>(7)</sup>	68,140
<b>Michael J. Tokich</b>				
	32,000 <sup>(8)</sup>	5,066,164		
	23,332 <sup>(9)</sup>	3,098,132		
	3,119 <sup>(10)</sup>	417,325		
	20,213 <sup>(11)</sup>	2,632,394		
			1,293 <sup>(12)</sup>	288,183
			2,452 <sup>(13)</sup>	559,963
			1,719 <sup>(14)</sup>	392,568
			1,128 <sup>(15)</sup>	257,601
			432 <sup>(16)</sup>	101,857
<b>J. Adam Zangerle</b>				
			1,157 <sup>(17)</sup>	257,872
			752 <sup>(18)</sup>	171,734
			819 <sup>(19)</sup>	187,035
			846 <sup>(20)</sup>	193,201
			202 <sup>(21)</sup>	47,628
<b>Cary L. Majors</b>				
	4,932 <sup>(22)</sup>	569,217		
			2,376 <sup>(23)</sup>	542,607
<b>Mary Clare Fraser</b>				
			791 <sup>(24)</sup>	180,641

(1) Value realized on exercise equal to the difference between the market price (sale price on exercise date or closing price on exercise date, as applicable) of the option shares at exercise and the option exercise price, times the number of option shares being exercised.

(2) Value realized based on the closing price of the shares on the date of vesting multiplied by the number of shares that vested on that date.

(3) 1,286 shares were withheld to cover the required tax withholding due on the vesting of the 4,308 restricted shares. These shares vested on May 31, 2024.

(4) 480 shares were withheld to cover the required tax withholding due on the vesting of the 1,108 restricted shares. These shares vested on June 3, 2024.

(5) 680 shares were withheld to cover the required tax withholding due on the vesting of the 1,514 restricted shares. These shares vested on June 3, 2024.

(6) 1,063 shares were withheld to cover the required tax withholding due on the vesting of the 2,369 restricted shares. These shares vested on June 3, 2024.

(7) 130 shares were withheld to cover the required tax withholding due on the vesting of the 289 restricted shares. These shares vested on October 1, 2024.

## **Executive Compensation: Tabular and Other Executive Compensation Disclosure**

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- (8) 32,000 shares were acquired upon the exercise of stock options on May 15, 2024.
- (9) 23,332 shares were acquired upon the exercise of stock options on September 10, 2024.
- (10) 3,119 shares were acquired upon the exercise of stock options on September 13, 2024.
- (11) 20,213 shares were acquired upon the exercise of stock options on September 16, 2024.
- (12) 580 shares were withheld to cover the required tax withholding due on the vesting of the 1,293 restricted shares. These shares vested on May 31, 2024.
- (13) 1,100 shares were withheld to cover the required tax withholding due on the vesting of the 2,452 restricted shares. These shares vested on June 3, 2024.
- (14) 771 shares were withheld to cover the required tax withholding due on the vesting of the 1,719 restricted shares. These shares vested on June 3, 2024.
- (15) 506 shares were withheld to cover the required tax withholding due on the vesting of the 1,128 restricted shares. These shares vested on June 3, 2024.
- (16) 194 shares were withheld to cover the required tax withholding on 432 restricted shares. These shares vested on October 1, 2024.
- (17) 346 shares were withheld to cover the required tax withholding on 1,157 restricted shares. These shares vested on May 31, 2024.
- (18) 225 shares were withheld to cover the required tax withholding on 752 restricted shares. These shares vested on June 3, 2024.
- (19) 245 shares were withheld to cover the required tax withholding on 819 restricted shares. These shares vested on June 3, 2024.
- (20) 253 shares were withheld to cover the required tax withholding on 846 restricted shares. These shares vested on June 3, 2024.
- (21) 91 shares were withheld to cover the required tax withholding on 202 restricted shares. These shares vested on October 1, 2024.
- (22) 4,932 shares were acquired upon the exercise of stock options on June 5, 2024.
- (23) 694 shares were withheld to cover the required tax withholding on 2,376 restricted shares. These shares vested on June 3, 2024.
- (24) 236 shares were withheld to cover the required tax withholding on 791 restricted shares. These shares vested on June 3, 2024.

## **Potential Payments to Named Executive Officers Upon Termination of Employment or Change in Control**

We maintain various contracts, agreements, plans, and arrangements (collectively, agreements) that may provide for payments or the provision of other benefits to executive officers following or in connection with any termination or constructive termination of employment or a change in control of the Company or change in an executive officer's responsibilities. Some of these agreements are available generally to all of our salaried employees on the same basis as, and do not discriminate in scope, terms or operation in favor of, our executive officers. None of the named executive officers are covered by a Company-maintained defined benefit pension plan. All named executive officers are eligible for participation in the STERIS Corporation 401(k) Plan, a defined contribution arrangement. The only other agreements concerning compensation to which any of the named executive officers are party or in which any of the named executive officers participate, that are not available generally to all our salaried employees, are described below.

### **Senior Executive Severance Plan**

In connection with the Redomiciliation, the Company approved the STERIS plc Senior Executive Severance Plan (the "Senior Executive Severance Plan"). The Senior Executive Severance Plan replaced Old STERIS's Senior Executive Severance Plan ("Predecessor Plan"). The Senior Executive Severance Plan covers all named executive officers and other senior employees of the Company and subsidiaries whose participation is approved by the Board or Compensation and Organization Development Committee of the Company. Under the Senior Executive Severance Plan, a participant who terminates employment for Good Reason (as defined in the Senior Executive Severance Plan), or whose employment is terminated other than for Cause (as defined in the Senior Executive Severance Plan), will be entitled to severance benefits. Generally, severance benefits will consist of severance pay equal to the participant's annual base salary, prorated incentive compensation (bonus), and reimbursement for continuing medical and dental coverage. Payment of severance benefits is contingent on the participant's execution of a release of claims in favor of the Company and its affiliates. If the termination is in conjunction with a Change in Control (as defined in the Senior Executive Severance Plan) and within specified time frames, the severance pay amount will equal two times the participant's annual base salary. The Senior Executive Severance Plan or a participant's participation in the Senior Executive Severance Plan may be terminated upon twelve months' prior notice, with some limitations. A participant who is covered by both an agreement or other plan or arrangement providing benefits in the nature of severance and by the Senior Executive Severance Plan will be entitled to receive benefits under whichever provides for greater benefits, but not both.

### **STERIS Equity Incentive Plan**

In conjunction with the Redomiciliation, the Company assumed and amended and restated the 2006 Plan, all effective March 28, 2018. Also in connection with the Redomiciliation, all outstanding 2006 Plan awards in respect of Old STERIS ordinary shares were converted into equity awards for the same number of Company Ordinary Shares, with the other terms and conditions of the awards remaining the same, except as otherwise required by law.

The Board has paramount authority for administration of the Plan. This authority has been largely delegated to the Board's Compensation and Organization Development Committee (the "Compensation Committee"). The Plan also permits certain delegations to be made to or by the Chief Executive Officer with respect to matters not impacting Directors or executive officers.

The 2006 Plan authorizes the issuance or grant of various stock and stock-related incentives, including stock options, restricted stock, restricted stock units, and other stock awards and other awards that may be denominated or payable in, valued in whole or in part by reference to or otherwise based on or related to, the Company's shares or factors that may influence the value of its shares. In recent years the Company has primarily used stock options, restricted shares and restricted share units for the equity award program for employees. Awards may be made to employees and non-employee directors. As of May 15, 2025, there were approximately 2,037,695 million Ordinary Shares remaining available for grant under the 2006 Plan. The aggregate 2006 Plan available share limit is reduced by the number of: (1) shares acquired pursuant to an option exercise, regardless of whether shares are tendered in payment of the option price and (2) shares withheld by STERIS to satisfy tax withholding obligations. Also, shares that are in effect repurchased by STERIS with option right proceeds will not increase the aggregate 2006 Plan share limit described above. The 2006 Plan provides that the number of shares underlying awards that expire or are forfeited will not reduce the number of shares available for issuance under the 2006 Plan.

Repricing of options is prohibited under the 2006 Plan without shareholder approval. The 2006 Plan also provides that no stock options may be granted with an exercise or base price less than the fair market value of Ordinary Shares on the date of grant. Beginning with the 2019 fiscal year, all stock options have an exercise price of 110% of the fair market value of Ordinary Shares on the grant date. 2006 Plan awards are made upon such terms as the Compensation Committee (or its delegate) may approve and are set forth in an evidence of award. Stock option awards to employees generally vest and become nonforfeitable in increments of 25% per year over a four-year period, with full vesting four years after the date of grant. Restricted stock and restricted stock unit awards to employee recipients made in fiscal 2023 and prior years generally cliff vest on the fourth anniversary of the grant date if the recipient remains in continuous employment through that date. Restricted stock and restricted stock unit awards made in fiscal 2024 and beyond generally cliff vest on the third anniversary of the grant date if the recipient remains in continuous employment through that date. However, certain employees in the U.S. and a few other jurisdictions who are grantees of restricted stock or restricted stock units and have attained age 55 and been employed for at least 5 years at the time of the grant or meet these criteria during the term of the grant, may be subject to annual installment vesting rules over the applicable four-year or three-year period. Also, employees who have at least 25 years of service at the time of grant or satisfy this requirement during the term of the grant, may be subject to annual installment vesting rules over the applicable four-year or three-year period.

In general, for awards made in fiscal 2023 and prior years, upon termination of an award recipient's employment, the nonvested portions of his or her stock option grants, restricted stock awards, and other equity incentive awards are immediately forfeited. However, unvested option grants and restricted stock awards (and restricted stock units) will become vested and nonforfeitable upon the recipient's death while employed by STERIS and its subsidiaries. Also, stock options held by certain persons who are age 55 and have at least 5 years of service at termination, or who have at least 25 years of service at termination, may be exercisable for an extended period equal to the remaining term of the award, depending upon the jurisdiction. These extended exercise provisions are contingent upon the grantee remaining in Good Standing (as defined in the 2006 Plan) and are subject to the other 2006 Plan and award terms. If a recipient fails to remain in Good Standing, any outstanding stock options, restricted stock awards and other equity incentive compensation awards may be forfeited. Further, recipients in the U.S. and a few other jurisdictions may continue to vest in respect of awards granted on or after May 31, 2024 if the recipients "retire" as defined in the applicable award agreement and satisfy certain other conditions.

The 2006 Plan provides for “double trigger” vesting. Under these provisions, outstanding unvested equity awards will not vest upon a change in control unless the participant does not receive a qualifying replacement award. To qualify as a replacement award, the award must satisfy a number of criteria, including a requirement that the value of the replacement award be at least equal to the value of the award being replaced. The Board or Compensation Committee, as constituted immediately prior to the change in control, determines in its sole discretion whether the criteria have been satisfied. If a participant receives a qualifying replacement award, accelerated vesting will occur only to the extent the participant’s employment is terminated by the participant for Good Reason (as defined in the 2006 Plan) or by his or her employer other than for Cause or other Detrimental Activity (as defined in the 2006 Plan), within two years after the change in control. In general, a change in control includes any of the following: the acquisition by any person or group of 25% or more of the combined voting power of the Company’s outstanding voting stock; certain changes in the composition of a majority of the Board membership; the consummation of certain reorganizations, mergers or consolidations or disposition of all or substantially all of the assets of the Company or certain other business transactions involving the Company; or approval by the shareholders of a complete liquidation or dissolution of the Company. The Redomiciliation did not constitute a change of control under the 2006 Plan.

In connection with the grant of stock options, restricted stock, and restricted stock units under the 2006 Plan, award recipients agree to restrictive covenants that may include non-competition, non-interference and non-disclosure. If the recipient breaches any of these covenants, in addition to any other remedies the Company may have, awards then held by the recipient and stock then held that was received pursuant to awards may be forfeited.

### **Management Incentive Compensation Plan**

The Company maintains the MICP, which covers most management employees of the Company and its subsidiaries. The CEO and all executive officers, including all of the named executive officers, were covered by the MICP, as described below, for fiscal 2025.

The MICP provides annual incentive compensation to participants based upon achievement of financial and other objectives. Each MICP participant is assigned annually a “target” bonus based upon his or her position and level of responsibility within the Company. The target bonus is an amount equal to the percentage of the participant’s base salary that he or she would receive as a bonus if all of the objectives established for, or otherwise applicable to, the participant are achieved. Achievement is determined generally utilizing Company-wide financial metrics and financial objectives. If the objectives are exceeded, a larger bonus may be payable. If the objectives are not attained, a smaller bonus or no bonus may be payable. In no case will the bonus payable to a participant exceed a cap of 200% of his or her target bonus. Generally, a participant is not entitled to a bonus in respect of a particular fiscal year unless he or she has remained in the employ of the Company through the end of that fiscal year, except to the extent a bonus payment may be otherwise contractually required.

Bonus payments are at the discretion of the Company’s Compensation and Organization Development Committee, which administers the MICP. The Compensation and Organization Development Committee reserves the discretion to modify, limit or deny any benefits that may otherwise be payable.

Bonus payments also may be subject to “clawbacks.” See “Clawback and Related Provisions for Annual Incentive Compensation and 2006 Plan Equity Awards.”

## **TABLES OF PAYMENT ESTIMATES**

### **Introduction**

The tables that follow estimate and summarize the potential payments and benefits under compensation and benefit plans and contractual agreements to which the named executive officers are a party or a participant that may be realizable by each of the named executive officers in the event of a termination of employment and/or change in control under the circumstances described in the footnotes and column headings to the tables, as supplemented by the narrative descriptions of agreements and/or plans addressing or containing provisions relating to change in control and/or termination payments and benefits. These narrative descriptions are found under “Potential Payments to Named Executive Officers Upon Termination of Employment or Change in Control.”

### **Excluded Amounts**

The amounts shown in the tables that follow do not include payments and benefits to the extent they are provided on a non-discriminatory basis to salaried employees generally upon termination of employment. These include accrued salary and vacation pay, and distributions of plan balances under our 401(k) plan.

## POTENTIAL PAYMENTS TO NAMED EXECUTIVE OFFICERS UPON TERMINATION OF EMPLOYMENT OR CHANGE OF CONTROL

### Daniel A. Carestio<sup>(1)</sup>

The table below describes those benefits to which Mr. Carestio would have been entitled under the Company’s Senior Executive Severance Plan (“Senior Executive Severance Plan”) and his equity awards under various scenarios, including change in control scenarios, as of March 31, 2025.

	Termination by the Company without Cause or Termination by the employee for Good Reason <sup>(2)</sup>	Change in Control without Termination and no Qualifying Replacement Award	Change in Control without Termination but with Qualifying Replacement Award	Change in Control and Termination by the Company without Cause or Termination by the employee for Good Reason <sup>(4)</sup>
Severance Payment	\$1,070,992	\$ 0	\$ 0	\$ 2,141,984
Stock Options <sup>(3)</sup>	\$ 0	\$ 692,392	\$ 0	\$ 692,392
Restricted Stock <sup>(3)</sup>	\$ 0	\$6,347,560	\$ 0	\$ 6,347,560
Pro-Rata Bonus Payment	\$1,204,866	\$ 0	\$ 0	\$ 1,204,866
Medical and Dental Benefits	\$ 29,995	\$ 0	\$ 0	\$ 29,995
<b>Totals<sup>(5)</sup></b>	<b>\$2,305,853</b>	<b>\$7,039,952</b>	<b>\$ 0</b>	<b>\$10,416,797</b>

- (1) For purposes of this disclosure, the Change in Control date and all termination events are assumed to occur on March 31, 2025. The stock price used is the closing price of \$226.65 on March 31, 2025, the assumed Termination and Change in Control date.
- (2) Pursuant to the Senior Executive Severance Plan, in the event of a “qualifying termination” in circumstances not involving a Change in Control, Mr. Carestio will be entitled to 12 months of severance payments based on his then current base salary, a pro-rata portion of his actual bonus, and 12 months of medical and dental benefits. A “qualifying termination” is any separation of service other than by the Company for Cause (as defined) or by executive without Good Reason (as defined). Good Reason includes death or Disability (as defined). Mr. Carestio’s actual bonus for fiscal 2025 is \$1,204,866. The proration is 100% because the assumed termination date is the fiscal year end.
- (3) All unvested outstanding stock options and restricted awards provide for double trigger vesting in Change in Control situations, meaning that if a change in control occurs and the employee receives a qualifying replacement award, there will be no accelerated vesting unless the employee’s employment terminates under specified circumstances. If the employee’s employment terminates on account of death, the employee also will be entitled to accelerated award vesting.
- (4) Pursuant to the Senior Executive Severance Plan, in the event of a “qualifying termination” within one (1) year following a change in control, Mr. Carestio will be entitled to 12 months of severance payments based on a multiple of two (2) times his then current base salary, a pro-rata portion of his actual bonus, and 12 months of medical and dental benefits. A “qualifying termination” is any separation from service other than by the Company for Cause (as defined) or by executive without Good Reason (as defined). Good Reason includes death or Disability (as defined). Mr. Carestio’s actual bonus for fiscal 2025 is \$1,204,866. The proration is 100% because the assumed termination date is the fiscal year end.
- (5) Amounts payable to the executive in the event of a Change in Control may be subject to reduction due to the operation of Sections 280G and 4999 of the Internal Revenue Code as provided for under the Senior Executive Severance Plan.

## Michael J. Tokich<sup>(1)</sup>

The table below describes those benefits to which Mr. Tokich would have been entitled under the Company's Senior Executive Severance Plan and his equity awards under various scenarios, including change in control scenarios, as of March 31, 2025.

	Termination by the Company without Cause or Termination by the employee for Good Reason <sup>(2)</sup>	Change in Control without Termination and no Qualifying Replacement Award	Change in Control without Termination but with Qualifying Replacement Award	Change in Control and Termination by the Company without Cause or Termination by the employee for Good Reason <sup>(4)</sup>
Severance Payment	\$ 638,085	\$ 0	\$ 0	\$1,276,170
Stock Options <sup>(3)</sup>	\$ 0	\$ 283,450	\$ 0	\$ 283,450
Restricted Stock <sup>(3)</sup>	\$ 0	\$1,780,109	\$ 0	\$1,780,109
Pro-Rata Bonus Payment	\$ 430,708	\$ 0	\$ 0	\$ 430,708
Medical and Dental Benefits	\$ 28,170	\$ 0	\$ 0	\$ 28,170
Totals <sup>(5)</sup>	\$1,096,963	\$2,063,559	\$ 0	\$3,798,607

- (1) For purposes of this disclosure, the Change in Control date and all termination events are assumed to occur on March 31, 2025. The stock price used is the closing price of \$226.65 on March 31, 2025, the assumed Termination and Change in Control date.
- (2) Pursuant to the Senior Executive Severance Plan, in the event of a "qualifying termination" in circumstances not involving a Change in Control, Mr. Tokich will be entitled to 12 months of severance payments based on his then current base salary, a pro-rata portion of his actual bonus, and 12 months of medical and dental benefits. A "qualifying termination" is any separation of service other than by the Company for Cause (as defined) or by executive without Good Reason (as defined). Good Reason includes death or Disability (as defined). Mr. Tokich's actual bonus for fiscal 2025 is \$430,708. The proration is 100% because the assumed termination date is the fiscal year end.
- (3) All unvested outstanding stock options and restricted awards provide for double trigger vesting in Change in Control situations, meaning that if a change in control occurs and the employee receives a qualifying replacement award, there will be no accelerated vesting unless the employee's employment terminates under specified circumstances. If the employee's employment terminates on account of death, the employee also will be entitled to accelerated award vesting.
- (4) Pursuant to the Senior Executive Severance Plan, in the event of a "qualifying termination" within one (1) year following a change in control, Mr. Tokich will be entitled to 12 months of severance payments based on a multiple of two (2) times his then current base salary, a pro-rata portion of his actual bonus, and 12 months of medical and dental benefits. A "qualifying termination" is any separation from service other than by the Company for Cause (as defined) or by executive without Good Reason (as defined). Good Reason includes death or Disability (as defined). Mr. Tokich's actual bonus for fiscal 2025 is \$430,708. The proration is 100% because the assumed termination date is the fiscal year end.
- (5) Amounts payable to the executive in the event of a Change in Control may be subject to reduction due to the operation of Sections 280G and 4999 of the Internal Revenue Code as provided for under the Senior Executive Severance Plan.

## J. Adam Zangerle<sup>(1)</sup>

The table below describes those benefits to which Mr. Zangerle would have been entitled under the Company's Senior Executive Severance Plan and his equity awards under various scenarios, including change in control scenarios, as of March 31, 2025.

	Termination by the Company without Cause or Termination by the employee for Good Reason <sup>(2)</sup>	Change in Control without Termination and no Qualifying Replacement Award	Change in Control without Termination but with Qualifying Replacement Award	Change in Control and Termination by the Company without Cause or Termination by the employee for Good Reason <sup>(4)</sup>
Severance Payment	\$557,550	\$ 0	\$ 0	\$1,115,100
Stock Options <sup>(3)</sup>	\$ 0	\$ 168,243	\$ 0	\$ 168,243
Restricted Stock <sup>(3)</sup>	\$ 0	\$2,074,981	\$ 0	\$2,074,981
Pro-Rata Bonus Payment	\$376,346	\$ 0	\$ 0	\$ 376,346
Medical and Dental Benefits	\$ 19,794	\$ 0	\$ 0	\$ 19,794
Totals <sup>(5)</sup>	\$953,690	\$2,243,224	\$ 0	\$3,754,464

- (1) For purposes of this disclosure, the Change in Control date and all termination events are assumed to occur on March 31, 2025. The stock price used is the closing price of \$226.65 on March 31, 2025, the assumed Termination and Change in Control date.
- (2) Pursuant to the Senior Executive Severance Plan, in the event of a "qualifying termination" in circumstances not involving a Change in Control, Mr. Zangerle will be entitled to 12 months of severance payments based on his then current base salary, a pro-rata portion of his actual bonus, and 12 months of medical and dental benefits. A "qualifying termination" is any separation of service other than by the Company for Cause (as defined) or by executive without Good Reason (as defined). Good Reason includes death or Disability (as defined). Mr. Zangerle's actual bonus for fiscal 2025 is \$376,346. The proration is 100% because the assumed termination date is the fiscal year end.
- (3) All unvested outstanding stock options and restricted awards provide for double trigger vesting in Change in Control situations, meaning that if a change in control occurs and the employee receives a qualifying replacement award, there will be no accelerated vesting unless the employee's employment terminates under specified circumstances. If the employee's employment terminates on account of death, the employee also will be entitled to accelerated award vesting.
- (4) Pursuant to the Senior Executive Severance Plan, in the event of a "qualifying termination" within one (1) year following a change in control, Mr. Zangerle will be entitled to 12 months of severance payments based on a multiple of two (2) times his then current base salary, a pro-rata portion of his actual bonus, and 12 months of medical and dental benefits. A "qualifying termination" is any separation from service other than by the Company for Cause (as defined) or by executive without Good Reason (as defined). Good Reason includes death or Disability (as defined). Mr. Zangerle's actual bonus for fiscal 2025 is \$376,346. The proration is 100% because the assumed termination date is the fiscal year end.
- (5) Amounts payable to the executive in the event of a Change in Control may be subject to reduction due to the operation of Sections 280G and 4999 of the Internal Revenue Code as provided for under the Senior Executive Severance Plan.

## Cary L. Majors<sup>(1)</sup>

The table below describes those benefits to which Mr. Majors would have been entitled under the Company's Senior Executive Severance Plan and his equity awards under various scenarios, including change in control scenarios, as of March 31, 2025.

	Termination by the Company without Cause or Termination by the employee for Good Reason <sup>(2)</sup>	Change in Control without Termination and no Qualifying Replacement Award	Change in Control without Termination but with Qualifying Replacement Award	Change in Control and Termination by the Company without Cause or Termination by the employee for Good Reason <sup>(4)</sup>
Severance Payment	\$525,000	\$ 0	\$ 0	\$1,050,000
Stock Options <sup>(3)</sup>	\$ 0	\$ 118,271	\$ 0	\$ 118,271
Restricted Stock <sup>(3)</sup>	\$ 0	\$2,237,489	\$ 0	\$2,237,489
Pro-Rata Bonus Payment	\$330,750	\$ 0	\$ 0	\$ 330,750
Medical and Dental Benefits	\$ 29,995	\$ 0	\$ 0	\$ 29,995
Totals <sup>(5)</sup>	\$885,745	\$2,355,759	\$ 0	\$3,766,504

- (1) For purposes of this disclosure, the Change in Control date and all termination events are assumed to occur on March 31, 2025. The stock price used is the closing price of \$226.65 on March 31, 2025, the assumed Termination and Change in Control date.
- (2) Pursuant to the Senior Executive Severance Plan, in the event of a "qualifying termination" in circumstances not involving a Change in Control, Mr. Majors will be entitled to 12 months of severance payments based on his then current base salary, a pro-rata portion of his actual bonus, and 12 months of medical and dental benefits. A "qualifying termination" is any separation of service other than by the Company for Cause (as defined) or by executive without Good Reason (as defined). Good Reason includes death or Disability (as defined). Mr. Majors' actual bonus for fiscal 2025 is \$330,750. The proration is 100% because the assumed termination date is the fiscal year end.
- (3) All unvested outstanding stock options and restricted awards provide for double trigger vesting in Change in Control situations, meaning that if a change in control occurs and the employee receives a qualifying replacement award, there will be no accelerated vesting unless the employee's employment terminates under specified circumstances. If the employee's employment terminates on account of death, the employee also will be entitled to accelerated award vesting.
- (4) Pursuant to the Senior Executive Severance Plan, in the event of a "qualifying termination" within one (1) year following a change in control, Mr. Majors will be entitled to 12 months of severance payments based on a multiple of two (2) times his then current base salary, a pro-rata portion of his actual bonus, and 12 months of medical and dental benefits. A "qualifying termination" is any separation from service other than by the Company for Cause (as defined) or by executive without Good Reason (as defined). Good Reason includes death or Disability (as defined). Mr. Majors' actual bonus for fiscal 2025 is \$330,750. The proration is 100% because the assumed termination date is the fiscal year end.
- (5) Amounts payable to the executive in the event of a Change in Control may be subject to reduction due to the operation of Sections 280G and 4999 of the Internal Revenue Code as provided for under the Senior Executive Severance Plan.

## Mary Clare Fraser<sup>(1)</sup>

The table below describes those benefits to which Ms. Fraser would have been entitled under the Company's Senior Executive Severance Plan and her equity awards under various scenarios, including change in control scenarios, as of March 31, 2025.

	Termination by the Company without Cause or Termination by the employee for Good Reason <sup>(2)</sup>	Change in Control without Termination and no Qualifying Replacement Award	Change in Control without Termination but with Qualifying Replacement Award	Change in Control and Termination by the Company without Cause or Termination by the employee for Good Reason <sup>(4)</sup>
Severance Payment	\$451,202	\$ 0	\$ 0	\$ 902,404
Stock Options <sup>(3)</sup>	\$ 0	\$ 104,600	\$ 0	\$ 104,600
Restricted Stock <sup>(3)</sup>	\$ 0	\$2,019,225	\$ 0	\$2,019,225
Pro-Rata Bonus Payment	\$263,954	\$ 0	\$ 0	\$ 263,954
Medical and Dental Benefits	\$ 18,375	\$ 0	\$ 0	\$ 18,375
Totals <sup>(5)</sup>	\$733,531	\$2,123,825	\$ 0	\$3,308,558

- (1) For purposes of this disclosure, the Change in Control date and all termination events are assumed to occur on March 31, 2025. The stock price used is the closing price of \$226.65 on March 31, 2025, the assumed Termination and Change in Control date.
- (2) Pursuant to the Senior Executive Severance Plan, in the event of a "qualifying termination" in circumstances not involving a Change in Control, Ms. Fraser will be entitled to 12 months of severance payments based on her then current base salary, a pro-rata portion of her actual bonus, and 12 months of medical and dental benefits. A "qualifying termination" is any separation of service other than by the Company for Cause (as defined) or by executive without Good Reason (as defined). Good Reason includes death or Disability (as defined). Ms. Fraser's actual bonus for fiscal 2025 is \$263,954. The proration is 100% because the assumed termination date is the fiscal year end.
- (3) All unvested outstanding stock options and restricted awards provide for double trigger vesting in Change in Control situations, meaning that if a change in control occurs and the employee receives a qualifying replacement award, there will be no accelerated vesting unless the employee's employment terminates under specified circumstances. If the employee's employment terminates on account of death, the employee also will be entitled to accelerated award vesting.
- (4) Pursuant to the Senior Executive Severance Plan, in the event of a "qualifying termination" within one (1) year following a change in control, Ms. Fraser will be entitled to 12 months of severance payments based on a multiple of two (2) times her then current base salary, a pro-rata portion of her actual bonus, and 12 months of medical and dental benefits. A "qualifying termination" is any separation from service other than by the Company for Cause (as defined) or by executive without Good Reason (as defined). Good Reason includes death or Disability (as defined). Ms. Fraser's actual bonus for fiscal 2025 is \$263,954. The proration is 100% because the assumed termination date is the fiscal year end.
- (5) Amounts payable to the executive in the event of a Change in Control may be subject to reduction due to the operation of Sections 280G and 4999 of the Internal Revenue Code as provided for under the Senior Executive Severance Plan.

## CEO Pay Ratio

In accordance with Item 402(u) of Regulation S-K, we have calculated our CEO pay ratio for our 2025 fiscal year. The Company and its subsidiaries have worldwide operations and employ approximately 18,000 people in 38 countries, with approximately 11,000 of our employees in the United States and 7,000 outside the United States.

### Measurement Date

Our median employee was identified from the population of all full-time, part-time, seasonal, and temporary employees of the Company and its consolidated subsidiaries (other than the CEO) as of January 1, 2025, as described below.

### Consistently Applied Compensation Measure (“CACM”)

As required by Item 402(u) of Regulation S-K, which requires the median employee to be determined every three years, we re-determined our median employee during fiscal 2025.

Our methodology for determining the median employee for fiscal 2025 was consistent with the methodology applied in fiscal 2022. However, for our fiscal 2025 determination, we did not exclude employee populations in countries that made up less than 5% of our workforce. We used federal taxable earnings (generally base wages, overtime pay, and cash bonuses and incentives) as reported by the relevant payroll processing systems for calendar year 2024 as our CACM. Where applicable, earnings were translated to the U.S. dollar equivalent based upon average exchange rates in effect during calendar year 2024.

We endeavored to exclude all employees whose employment terminated before January 1, 2025 and their compensation and were able to do so with respect to our largest employee bases in the United States and United Kingdom. However, we extracted data on an anonymous basis from over 30 payroll systems applicable to employees, not all of which provided the ability to exclude terminated employees from reporting using our chosen CACM. We also did not annualize compensation of newly hired full- and part-time employees who worked for us for less than the full calendar year.

### Methodology and Pay Ratio

For fiscal 2025, the median employee’s annual total compensation was calculated in the same manner as the CEO’s annual total compensation was calculated in the Fiscal 2025 Summary Compensation Table.

Additionally, as permitted by the regulations, the employer-paid portion of the median employee’s health and dental insurance coverage was included in both the median employee’s compensation and the CEO’s compensation. The employer-paid portion of the CEO’s health and dental insurance coverage was not included in the Fiscal 2025 Summary Compensation Table amount.

As illustrated in the following table and based upon the considerations discussed above, we estimate that our fiscal 2025 CEO to median employee pay ratio is 151:1.

### CEO to Median Employee Pay Ratio

	CEO	Median Employee
Annual Total Compensation	\$10,693,406	\$70,915
CEO to Median Employee Pay Ratio	151	1

We note that, due to our permitted use of reasonable estimates and assumptions in preparing this CEO pay ratio disclosure, the disclosure may involve a degree of imprecision, and thus this CEO pay ratio disclosure is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K using the data and assumptions described above. Because the SEC rules for identifying the median employee and calculating the pay ratio allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their employee populations and compensation practices, the pay ratio reported by other companies may not be comparable to the pay ratio for the Company. Neither the Compensation and Organization Development Committee nor management of the Company use the pay ratio measure in making compensation decisions.

## Pay Versus Performance

We are providing the following information about the relationship between “compensation actually paid” to our named executive officers and certain financial performance as required by Section 953(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(v) of Regulation S-K. Please see the Compensation Discussion and Analysis for additional information regarding our executive compensation program.

PAY VERSUS PERFORMANCE(1)											
Year (a)	Summary Compensation Table (“SCT”) Total for PEO (Carestio) (b)	SCT Total for PEO (Rosebrough) (b)	Compensation Actually Paid to PEO (Carestio) (c)(2)	Compensation Actually Paid to PEO (Rosebrough) (c)(2)	Average SCT Total for Non-PEO Named Executive Officers (d)	Average Compensation Actually Paid to Non-PEO Named Executive Officers (e)(2)	Value of Initial Fixed \$100 Investment Based On:		Net Income – in thousands (h)(5)	Adjusted EBIT – in thousands (i)(6)	
							Total Shareholder Return (f)(3)	Peer Group Total Shareholder Return (g)(4)			
2025	\$10,673,062	—	\$ 7,946,737	—	\$2,590,199	\$1,912,845	\$169.52	\$211.13	\$614,641	\$1,286,659	
2024	\$ 9,550,776	—	\$14,143,349	—	\$2,468,192	\$3,588,373	\$166.50	\$211.63	\$378,239	\$1,270,423	
2023	\$ 7,740,184	—	\$ 2,167,818	—	\$2,053,642	\$ 15,524	\$140.36	\$176.92	\$107,030	\$1,170,001	
2022	\$ 5,903,168	\$1,156,398	\$11,823,596	\$ 9,584,917	\$2,354,427	\$5,031,228	\$175.74	\$183.84	\$243,888	\$1,076,769	
2021	—	\$6,847,109	—	\$20,016,406	\$2,336,554	\$5,591,256	\$137.38	\$167.11	\$397,400	\$ 699,380	

- (1) Daniel A. Carestio was our principal executive officer (“PEO”) for the full year for fiscal 2025, 2024 and 2023 and from July 29, 2021 through the end of fiscal year 2022. Walter M Rosebrough, Jr. was our PEO for the full year for fiscal 2021 and from the beginning of fiscal year 2022 until July 29, 2021. For fiscal year 2025, 2024, and 2023, our non-PEO named executive officers were Michael J. Tokich, J. Adam Zangerle, Cary L. Majors and Mary Clare Fraser. For fiscal 2022, our non-PEO named executive officers were Michael J. Tokich, J. Adam Zangerle, Cary L. Majors and Andrew Xilas. For fiscal year 2021, our non-PEO named executive officers were Daniel A. Carestio, Michael J. Tokich, J. Adam Zangerle and Cary L. Majors.
- (2) For each of fiscal 2025, 2024, 2023, 2022 and 2021 (each, a “Covered Year”), in determining both the “compensation actually paid” to our PEOs and the average “compensation actually paid” to our non-PEO named executive officers for purposes of this Pay Versus Performance table (“PVP Table”), we deducted from or added to the total amounts of compensation reported in columns (b) and (d) for such Covered Year the following amounts:

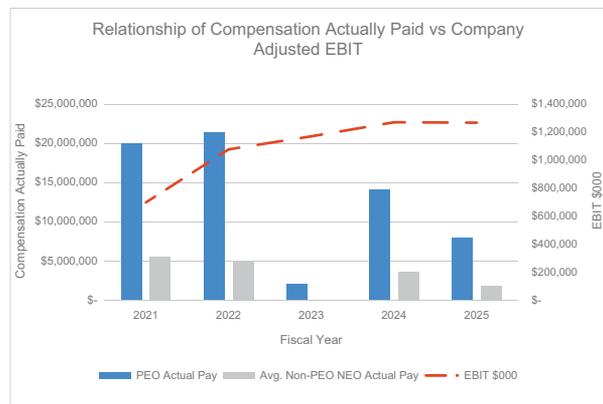
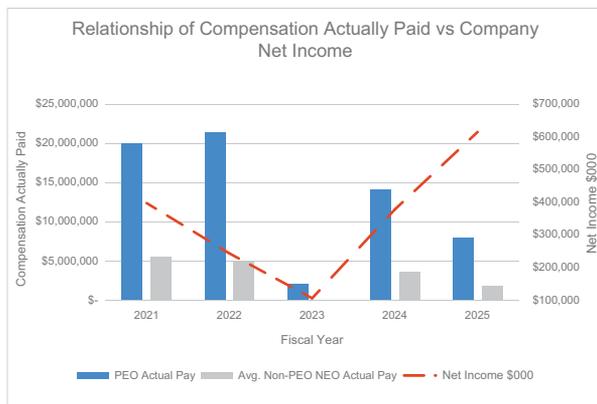
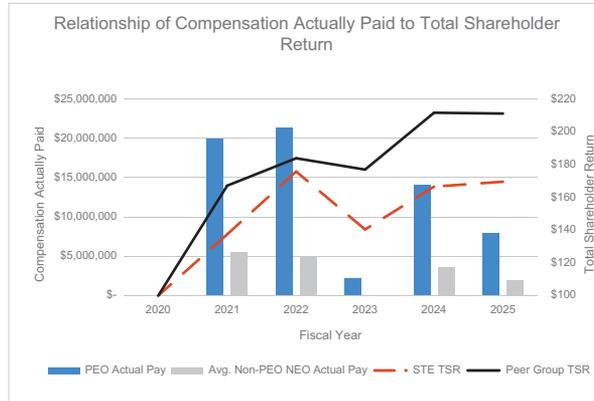
## Executive Compensation: Pay Versus Performance

Item and Value Added (Deducted)	2025	2024	2023	2022	2021
<b>For Daniel A. Carestio (as PEO)</b>					
- SCT "Stock Awards" column value	\$(2,935,997)	\$(2,584,412)	\$(2,154,084)	\$(1,397,772)	—
- SCT "Option Awards" column value	\$(5,452,847)	\$(4,800,238)	\$(4,000,598)	\$(2,870,787)	—
+ year-end fair value of outstanding equity awards granted in Covered Year	\$ 8,365,073	\$ 9,135,555	\$ 4,709,722	\$ 7,347,026	—
+/- change in fair value of outstanding equity awards granted in prior years	\$(1,828,775)	\$ 2,094,239	\$(3,235,090)	\$ 2,796,409	—
+ vesting date fair value of equity awards granted and vested in Covered Year	—	—	—	—	—
+/- change in fair value of prior-year equity awards vested in Covered Year	\$ (936,547)	\$ 696,910	\$ (950,771)	\$ 12,373	—
- prior year-end fair value of prior-year equity awards forfeited in Covered Year	—	—	—	—	—
+ includable dividends/earnings on equity awards during Covered Year	\$ 62,768	\$ 50,518	\$ 58,455	\$ 33,179	—
<b>TOTAL ADDED (DEDUCTED):</b>	<b>\$(2,726,325)</b>	<b>\$ 4,592,573</b>	<b>\$(5,572,366)</b>	<b>\$ 5,920,428</b>	<b>—</b>
<b>For Walter M Rosebrough, Jr. (as PEO)</b>					
- SCT "Stock Awards" column value	—	—	—	—	\$(1,468,984)
- SCT "Option Awards" column value	—	—	—	—	\$(2,729,173)
+ year-end fair value of outstanding equity awards granted in Covered Year	—	—	—	—	\$ 6,017,324
+/- change in fair value of outstanding equity awards granted in prior years	—	—	—	\$ 8,482,009	\$ 8,273,815
+ vesting date fair value of equity awards granted and vested in Covered Year	—	—	—	—	—
+/- change in fair value of prior-year equity awards vested in Covered Year	—	—	—	\$ (87,822)	\$ 3,032,925
- prior year-end fair value of prior-year equity awards forfeited in Covered Year	—	—	—	—	—
+ includable dividends/earnings on equity awards during Covered Year	—	—	—	\$ 34,333	\$ 43,391
<b>TOTAL ADDED (DEDUCTED):</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>\$ 8,428,519</b>	<b>\$13,169,297</b>
<b>For Non-PEO Named Executive Officers (Average):</b>					
- SCT "Stock Awards" column value	\$ (683,787)	\$ (617,907)	\$ (557,389)	\$ (527,733)	\$ (508,049)
- SCT "Option Awards" column value	\$(1,004,053)	\$(1,096,527)	\$ (814,151)	\$ (843,644)	\$ (711,762)
+ year-end fair value of outstanding equity awards granted in Covered Year	\$ 1,682,303	\$ 1,988,028	\$ 1,058,610	\$ 2,282,600	\$ 1,712,974
+/- change in fair value of outstanding equity awards granted in prior years	\$ (406,244)	\$ 644,655	\$(1,380,326)	\$ 1,754,107	\$ 2,185,114
+ vesting date fair value of equity awards granted and vested in Covered Year	—	—	—	—	—
+/- change in fair value of prior-year equity awards vested in Covered Year	\$ (285,699)	\$ 182,705	\$ (365,275)	\$ (5,442)	\$ 551,610
- prior year-end fair value of prior-year equity awards forfeited in Covered Year	—	—	—	—	—
+ includable dividends/earnings on equity awards during Covered Year	\$ 20,126	\$ 19,277	\$ 20,412	\$ 16,913	\$ 24,815
<b>TOTAL ADDED (DEDUCTED):</b>	<b>\$ (677,354)</b>	<b>\$ 1,120,181</b>	<b>\$(2,038,118)</b>	<b>\$ 2,676,802</b>	<b>\$ 3,254,702</b>

- (3) For each Covered Year, our total shareholder return was calculated as the yearly percentage change in our cumulative total shareholder return on our Ordinary Shares measured as the quotient of (a) the sum of (i) the cumulative amount of dividends for the period beginning with our closing price on NYSE on March 31, 2020 through and including the last day of the Covered Year (each period is a "Measurement Period"), assuming dividend reinvestment, plus (ii) the difference between our closing stock price at the end versus the beginning of the Measurement Period divided by (b) our closing share price at the beginning of the Measurement Period. Each of these yearly percentage changes was then applied to a deemed fixed investment of \$100 at the beginning of the Measurement Period to produce the Covered Year-end values of such investment as of the end of fiscal 2025, 2024, 2023, 2022, and 2021 as applicable. Because Covered Years are presented in the table in reverse chronological order (from top to bottom), the table should be read from bottom to top for purposes of understanding cumulative returns over time.
- (4) For purposes of this Pay Versus Performance disclosure, our peer group is the Dow Jones U.S. Medical Supplies Index (Ticker: DJJUSMST) (the "PVP Peer Group"). For each Covered Year, the PVP Peer Group cumulative total shareholder return was calculated based on a deemed fixed investment of \$100 in the index through each Measurement Period, assuming dividend reinvestment for the PVP Peer Group.
- (5) Net income is calculated in accordance with U.S. GAAP.
- (6) Adjusted EBIT is a non-GAAP measure calculated as earnings before interest and taxes, excluding the effects of amounts related to certain special items, as described in the Compensation Discussion and Analysis. The financial metric is used in the determination of attainment percentages under our annual MICP plan. See the section in the Compensation Discussion and Analysis above titled "2025 Compensation Decisions" for more information.

### Descriptions of Relationships Between Compensation Actually Paid and Certain Financial Performance Measure Results

The following charts provide, across the Covered Years, (1) a comparison between our cumulative total shareholder return and the cumulative total shareholder return of the PVP Peer Group, and (2) illustrations of the relationships between (A) the compensation actually paid ("CAP") to the PEO, or in the case of fiscal 2022, the sum of CAP to both PEOs, and the average of the CAP to our non-PEO named executive officers (in each case as set forth in the PVP Table above) and (B) each of the performance measures set forth in columns (f), (h) and (i) of the PVP Table above.



### Fiscal 2025 Tabular List

The following table lists all of the financial performance measures that we used to link compensation actually paid to our named executive officers for fiscal 2025 to our performance. See the section in the Compensation Discussion and Analysis above titled “2025 Compensation Decisions” for more information.

Financial Performance Measure:
Adjusted EBIT
Adjusted Free Cash Flow

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## NON-EMPLOYEE DIRECTOR COMPENSATION

### Description of Director Compensation for Fiscal 2025

Non-employee Directors are compensated by the Company for their service as such for each term of office. Company employees serving as Directors are not compensated for their service as Directors.

For fiscal 2025, the Chairman of the Board was paid a retainer of \$498,000 and each other non-employee Director was paid a retainer of \$323,000. The retainers were paid in full at the beginning of the 2024-25 term of office. Retainer fees are fully vested immediately upon payment, regardless of the form in which paid.

Absent an election to the contrary, the \$323,000 retainer fee was payable as follows to each Director (other than Mr. Martin, Dr. Alegria and Dr. Sohi) for the 2024-25 term of office: \$86,000 in cash, \$118,500 in stock options and \$118,500 in career restricted stock units (“CRSUs”). With respect to Dr. Sohi, as Chairman, his retainer was payable as follows: \$123,000 in cash, \$187,500 in stock options and \$187,500 in CRSUs. However, Directors (other than Dr. Alegria) were permitted to elect to receive all or a part of the cash or option portions of the fee in Ordinary Shares or CRSUs and to elect to receive the CRSU portion of the fee in Ordinary Shares. Certain of the Directors made these elections described above. CRSUs are restricted stock units, with each unit representing a share of the Company’s stock.

Dr. Alegria, as a newer Director, had fewer available forms of compensation because she had not satisfied the Company’s Director Stock Ownership Guidelines at the start of her 2024-25 term. Until a new director satisfies the Guidelines, they receive the annual retainer in cash up to the maximum of \$86,000 and remainder in CRSUs. New Directors are expected to satisfy these Guidelines within five years after beginning their Board service. New Directors who are elected to the Board mid-term receive a prorated amount of their fees in CRSUs. See “Non-Employee Director Stock Ownership Guidelines” below for more information.

The number of CRSUs or Ordinary Shares a Director is entitled to receive for each annual term will be determined based upon the dollar amount of the retainer fees elected to be received in CRSUs or Ordinary Shares, respectively, and the STERIS per share closing price on the NYSE on the effective date of grant. The number of options a Director is entitled to receive is determined based upon a Black-Scholes’ calculation, and the option price is the NYSE grant date closing price. A Director’s CRSUs will be settled in Ordinary Shares six months after the cessation of the Director’s Board service. Directors will be paid cash dividend equivalents on their CRSUs as dividends are paid on Ordinary Shares. All equity awards to non-employee Directors vest immediately.

The Company also pays additional Chair fees to the Chairs of each standing Committee (the “Chair Fee”). The following Committee Chair Fees were paid for the 2024-2025 terms of office: Audit Committee Chair—\$25,000; Compensation and Organization Development Committee Chair—\$20,000; Nominating and Governance Committee Chair—\$15,000; and Compliance and Technology Chair—\$15,000. These fees were payable in cash, but each Chairperson could elect to receive all of his or her Chairperson Fee in one of the other forms of compensation.

In addition, each Director was paid a Committee membership fee for each Committee on which he or she served (other than as Committee Chair). These fees, which were payable in cash at the beginning of the term, were as follows: \$12,000 for Audit Committee members, \$7,500 for Compensation and Organization Development Committee members, and \$6,000 per Committee for members of the other standing Committees.

## Director Compensation Table for Fiscal 2025

Name	Fees Earned or Paid in Cash (\$) <sup>(1)</sup>	Stock Awards (\$) <sup>(2)</sup>	Option Awards (\$) <sup>(3)</sup>	All Other Compensation (\$) <sup>(4)</sup>	Total (\$)
Dr. Esther M. Alegria	98,000	236,803	—	—	334,803
Richard C. Breeden	6,000	204,447	143,456	—	353,903
Cynthia L. Feldmann	113,000	118,401	118,451	—	349,852
Christopher S. Holland	105,500	236,803	—	—	342,303
Dr. Jacqueline B. Kosecoff	6,000	224,340	118,451	—	348,791
Paul E. Martin	105,500	118,401	118,451	—	342,352
Dr. Nirav R. Shah	99,500	118,401	118,451	—	336,352
Dr. Mohsen M. Sohi	29,000	287,376	187,492	—	503,868
Dr. Richard M. Steeves	12,000	204,447	133,471	—	349,918

- (1) These dollar amounts represent the portion of the annual retainer fee paid in cash for the 2024-25 annual term for all nonexecutive Directors. These dollar amounts also include Chair Fees, where applicable, and Committee member fees for the 2024-25 annual term.
- (2) These dollar amounts represent the portion of the annual retainer fee and where applicable, Chair Fees, paid in stock or CRSUs for the 2025 fiscal year and reflect the closing sales price per share of the Company's stock on the New York Stock Exchange Composite Tape on the effective date of the grant, representing the grant date fair value for purposes of FASB ASC Topic 718. Mr. Holland elected to receive stock in lieu of CRSUs. As of March 31, 2025, the following Directors held the following amounts of outstanding CRSUs: Dr. Alegria, 2,409 CRSUs; Mr. Breeden, 18,703 CRSUs; Ms. Feldmann, 7,641 CRSUs; Mr. Holland, 3,989 CRSUs; Dr. Kosecoff, 6,988 CRSUs; Mr. Martin, 4,075 CRSUs; Dr. Shah, 6,016 CRSUs; Dr. Sohi, 6,472 CRSUs and Dr. Steeves, 9,063 CRSUs.
- (3) These dollar amounts represent the portion of the annual retainer fees, and where applicable, Chair Fees, paid in options for the 2025 fiscal year and reflect the grant date fair value of stock options granted in fiscal 2025 under FASB ASC Topic 718. The grant date fair value of an award is determined utilizing assumptions discussed in notes to our financial statements for the fiscal year ended March 31, 2025. The grant date fair value estimate for these stock option awards in accordance FASB ASC Topic 718 equaled the compensation cost recognized by the Company during fiscal 2025. As of March 31, 2025, the following Directors held the following outstanding options: Dr. Alegria, 0 options; Mr. Breeden, 29,967 options; Ms. Feldmann, 16,554 options; Mr. Holland, 1,544 options; Dr. Kosecoff, 16,783 options; Mr. Martin, 1,388 options; Dr. Shah, 6,855 options; Dr. Sohi, 36,015 options and Dr. Steeves, 16,144 options.
- (4) The aggregate amount of perquisites and other personal benefits did not exceed \$10,000 in fiscal 2025 for any of the listed Directors.

## NON-EMPLOYEE DIRECTOR STOCK OWNERSHIP GUIDELINES

The Board's non-employee director stock ownership guidelines (the "Guidelines"), require that each non-employee Director own Company Ordinary Shares with a value of at least six (6) times the cash portion of the annual Director fees payable to the Director (determined before giving effect to any election by the Director to receive fees in a different form). The cash portion of the annual Director fees for the 2024-25 term of office was \$123,000 for the Chairman and \$86,000 for each of the other non-employee Directors (determined before giving effect to any election by the Director to receive fees in other forms). A new Director has a period of five years from the date of initial appointment or election to satisfy the Guidelines. For purposes of the Guidelines, all shares held beneficially directly or indirectly by a Director and all CRSUs, if any, held by a Director will be counted; however, stock options are not counted for Guideline purposes. Based upon the number of shares and CRSUs held by each of our Directors as of March 31, 2025 and our share price of \$226.65 per share as of the close of business on such date, each of our then current Directors satisfied the Guidelines as of such date.

## OWNERSHIP OF VOTING SECURITIES

### Greater than 5% Owners

The following table furnishes information concerning all persons known to STERIS to beneficially own greater than 5% of the outstanding Ordinary Shares as of the dates indicated in the footnotes below. The information provided below was derived from reports filed with the SEC by the beneficial owners on the dates indicated in the footnotes below. Percentages are based upon the number of Ordinary Shares outstanding as of March 31, 2025 (98,303,783).

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	11,864,459 <sup>(1)</sup>	12.07%
BlackRock, Inc. 55 East 52 <sup>nd</sup> Street New York, NY 10022	9,105,204 <sup>(2)</sup>	9.26%

- (1) Based solely upon information contained in an amended Schedule 13G filed with the SEC on February 13, 2024, which Schedule specifies that The Vanguard Group had sole voting power with respect to no Ordinary Shares, shared voting power with respect to 122,159 Ordinary Shares, sole dispositive power with respect to 11,448,196 Ordinary Shares and shared dispositive power with respect to 416,263 Ordinary Shares.
- (2) Based solely upon information contained in an amended Schedule 13G filed with the SEC on November 8, 2024, which Schedule specifies that BlackRock, Inc. had sole voting power with respect to 8,397,680 Ordinary Shares, shared voting power with respect to zero Ordinary Shares, sole dispositive power with respect to 9,105,204 Ordinary Shares and shared dispositive power with respect to no Ordinary Shares.

## Stock Ownership of Directors and Executive Officers

The following table shows the beneficial ownership of Ordinary Shares by each director of the Company, each nominee for election as director, each of the named executive officers and all directors, nominees, and executive officers of the Company as a group, as of March 31, 2025, unless otherwise indicated below. Percentages are based upon the number of Ordinary Shares outstanding as of March 31, 2025 (98,303,783).

Name of Beneficial Owner	Number of Shares Beneficially Owned as of March 31, 2025 <sup>(1)</sup>		
	Shares Owned Directly and Indirectly <sup>(2)</sup>	Stock Options Exercisable Within 60 Days of March 31, 2025	Total Stock-Based Ownership
Daniel A. Carestio	56,186	220,579	276,765
Michael J. Tokich	46,329 <sup>(3)</sup>	149,020	195,349
J. Adam Zangerle	33,251	119,614	152,865
Cary L. Majors	11,439 <sup>(4)</sup>	46,441	57,880
Mary Clare Fraser	11,132	17,953	29,085
Dr. Esther M. Alegria	—	—	—
Richard C. Breeden <sup>(5)</sup>	59,796	29,967	89,763
Cynthia L. Feldmann <sup>(6)</sup>	9,368	16,554	25,922
Christopher S. Holland	582	1,544	2,126
Dr. Jacqueline B. Kosecoff <sup>(7)</sup>	26,639	16,783	43,422
Paul E. Martin	—	1,388	1,388
Dr. Nirav R. Shah	292	6,855	7,147
Louis A. Shapiro	—	—	—
Dr. Mohsen M. Sohi	22,361	36,015	58,376
Dr. Richard M. Steeves	—	16,144	16,144
All Directors, Nominees, and Executive Officers as a group (19 persons)	303,218	750,078	1,053,296

- (1) As of March 31, 2025, (a) none of our directors, director nominees or executive officers beneficially owned 1% or more of our outstanding Ordinary Shares, and (b) the directors, director nominees and executive officers of the Company as a group beneficially owned approximately 1% of the outstanding Ordinary Shares (including shares subject to stock options exercisable by them within 60 days after March 31, 2025).
- (2) Included are (a) Ordinary Shares beneficially owned outright; (b) restricted Ordinary Shares; (c) Ordinary Shares held in the Company's 401(k) plan, and Ordinary Shares held through trusts. Except as otherwise provided in the following footnotes, all listed Beneficial Owners have sole voting power and sole investment power as to the Ordinary Shares listed in this column.
- (3) Includes units representing 3,593 ordinary share equivalents in the STERIS Corporation 401(k) Plan as of March 31, 2025.
- (4) Includes units representing 67 ordinary share equivalents in the STERIS Corporation 401(k) Plan as of March 31, 2025.
- (5) Richard C. Breeden is the managing member of Breeden Capital Partners LLC, and managing member and chairman and chief executive officer of Breeden Capital Management LLC. Breeden Capital Partners LLC is in turn the general partner of Breeden Partners L.P. (the "Fund"). Pursuant to Rule 16a-1(a)(2)(ii)(B) of the Exchange Act, Mr. Breeden in his capacity as managing member, as well as chairman and chief executive officer of Breeden Capital Management LLC, may be deemed to be the indirect beneficial owner of Ordinary Shares owned by the Fund and its General Partner, and may be deemed to have beneficial ownership of all 27,242 such shares. Mr. Breeden has disclaimed beneficial ownership of 1,359 Ordinary Shares, which Ordinary Shares are held by Breeden Partnership LLP. All of the shares described in this note are included in the first column for Mr. Breeden.
- (6) 8,663 of the Ordinary Shares listed in the first column are held in a trust with respect to which Ms. Cynthia Feldmann has shared voting power and shared investment power.
- (7) With respect to the Ordinary Shares listed in the first column, Dr. Jacqueline Kosecoff has shared voting power and shared investment power as to 26,639 Ordinary Shares.

## Shares and Career Restricted Stock Units

The following table sets forth ownership of Ordinary Shares and CRSUs by non-employee directors and nominees, as of March 31, 2025:

Name of Beneficial Owner	Total Number of Shares Beneficially Owned by and CRSUs of Non-Employee Directors as of March 31, 2025		
	Total Stock-Based Ownership <sup>(1)</sup>	STERIS CRSUs	Total Stock-Based Ownership Including CRSUs
Dr. Esther M. Alegria	—	2,409	2,409
Richard C. Breeden	89,763	18,703	108,466
Cynthia L. Feldmann	25,922	7,641	33,563
Christopher S. Holland	2,126	3,989	6,115
Dr. Jacqueline B. Kosecoff	43,422	6,988	50,410
Paul E. Martin	1,388	4,075	5,463
Dr. Nirav R. Shah	7,147	6,016	13,163
Louis A. Shapiro	—	—	—
Dr. Mohsen M. Sohi	58,376	6,472	64,848
Dr. Richard M. Steeves	16,144	9,063	25,207
All Non-Employee Directors and Nominees as a Group (10 persons)	244,288	65,356	309,644

- (1) Included are all Ordinary Shares owned directly or indirectly as well as stock options that are exercisable within 60 days of March 31, 2025. All numbers included in the first column are from column 3 of the table that immediately precedes this table.

## SHAREHOLDER NOMINATIONS OF DIRECTORS AND NOMINEE CRITERIA

Shareholders may nominate individuals for election to the Board of Directors to fill a vacancy or as additional directors, subject to the limit on the number of total directors fixed by the Board in accordance with our Articles. Any such nomination must be made timely and in writing and otherwise in accordance with the requirements of our Articles referred to in the “Shareholder Proposals” section of this Proxy Statement, as well as certain other provisions of our Articles, portions of which are summarized below. Such summary is qualified by reference to, and is subject to, the full text of the Articles. Any proposals that do not meet such requirements or those of the Exchange Act (and the rules and regulations thereunder) will be declared out of order and will not be considered at the applicable annual or extraordinary general meeting.

Shareholder proposals under the Articles to propose nominees for election to the Board of Directors to fill a vacancy or as additional directors must contain all the information required by our Articles and all information listed below, which information must be updated by the shareholder(s) as of the record date for the meeting not later than three days after the record date for the meeting.

The Articles governing shareholder proposals or time for receiving them shall not be deemed to affect any rights of shareholders to request inclusion of proposals in, nor the right of the Company to omit proposals from, the Company’s Proxy Statement pursuant to Rule 14a-8 (or any successor provision) under the Exchange Act.

### **Certain Required Information Regarding the Recommending Shareholder**

1. The name and address of the shareholder and its “Shareholder Associated Persons” (as defined in the Articles) recommending the director nominee for consideration as that information appears on our records, the class and number of shares owned directly and indirectly by the shareholder and its Shareholder Associated Persons;
2. Any “Derivative Instrument” (as defined in the Articles) owned directly or indirectly by such shareholder or Shareholder Associated Persons, if any;
3. Any proxy, contract, arrangement, understanding, or relationship pursuant to which such shareholder(s) and such Shareholder Associated Persons, if any, have the right to vote any class or series of shares of the Company;
4. Any agreement, arrangement, understanding, relationship or otherwise, including any repurchase or similar so-called “stock borrowing” agreement or arrangement, involving such shareholder(s) and such Shareholder Associated Persons, if any, directly or indirectly, the purpose or effect of which is to mitigate loss to, reduce the economic risk (of ownership or otherwise) of any class or series of the shares of the Company by, manage the risk of share price changes for, or increase or decrease the voting power of, such shareholder(s), and such Shareholder Associated Persons, if any, with respect to any class or series of the shares of the Company, or Short Interest (as defined in the Articles);
5. Any rights to dividends on the shares of the Company owned beneficially by such shareholder(s) and such Shareholder Associated Persons, if any, that are separated or separable from the underlying shares of the Company;
6. Any significant equity interests or any Derivative Instruments or Short Interests in any principal competitor of the Company held by such shareholder(s), and such Shareholder Associated Persons, if any;

7. Any other information relating to such shareholder(s) or such other beneficial owner or Shareholder Associated Persons, if any, that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of Directors pursuant to section 14 of the Exchange Act and the rules and regulations promulgated thereunder; and
8. To the extent known by the shareholder(s) giving the notice, and such Shareholder Associated Persons, if any, the name and address of any other shareholder or, as the case may be, the Shareholder Associated Person of such other shareholder, supporting the nominee for election or re-election as a Director or the proposal of other business on the date of such request.

## Information Required Regarding the Nominee Director

1. All information relating to such director nominee that is required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Exchange Act, and the regulations promulgated thereunder, including such person's written consent to being named in the Proxy Statement as a nominee and to serving as a director if elected;
2. A description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three years, and any other material relationships, between or among such shareholder(s) and any Shareholder Associated Person, on the one hand, and each nominee, and his or her respective affiliates and associates, or others acting in concert therewith, on the other hand, including without limitation all information that would be required to be disclosed pursuant to Rule 404 promulgated under Regulation S-K if the shareholder(s) making the nomination and any Shareholder Associated Person were the "registrant" for purposes of such rule and the nominee were a director or executive officer of such registrant; and
3. A written questionnaire with respect to the background and qualifications of such individual and the background of any other person or entity on whose behalf, directly or indirectly, the nomination is being made (which questionnaire shall be provided by the Company Secretary upon written request), and a written representation and agreement (in the form provided by the Company Secretary upon written request) that such individual (a) is not and will not become a party to any agreement, arrangement or understanding with, and has not given any commitment or assurance to any person or entity as to how such person, if elected as a Director of the Company, will act or vote on any issue or question (a "Voting Commitment") that has not been disclosed therein, including without limitation any Voting Commitment that could limit or interfere with such individual's ability to comply, if elected as a Director of the Company, with such individual's fiduciary and other Director's duties under applicable law, (b) is not and will not become a party to any agreement, arrangement, or understanding with any person or entity other than the Company with respect to any direct or indirect compensation, reimbursement, or indemnification in connection with service or action as a Director that has not been disclosed therein, (c) in such individual's personal capacity and on behalf of any person or entity on whose behalf, directly or indirectly, the nomination is being made, would be in compliance if elected as a Director of the Company, and will comply with all applicable corporate governance, conflict of interest, confidentiality, stock ownership, and trading policies and guidelines of the Company publicly disclosed from time to time and (d) irrevocably submits his or her resignation as a director effective upon a finding by a court of competent jurisdiction that such person has breached such written representation and agreement.

In evaluating director nominees, the Nominating and Governance Committee will consider such factors as it deems appropriate, consistent with the Board's Governance Guidelines, and other factors identified from time to time by the Board of Directors. The Nominating and Governance Committee will consider the entirety of each director nominee's credentials. As a general matter, the Committee will consider factors such as personal and professional ethics, integrity, commitment, judgment, independence, possible conflicts of interest, experience, diversity of background, availability, comparison of the approach of incumbent members of the Board of Directors, and ability to represent the interests of all shareholders, not just those of a particular philosophy or constituency.

The Nominating and Governance Committee will consider all information provided that it deems is relevant to a director nominee's nomination for election as a director of the Company. Following such consideration, the Committee may seek additional information regarding, and may request an interview with, any director nominee.

Based upon all information available to it and any interviews it may have conducted, the Committee will meet to determine whether to recommend the director nominee to the Board of Directors. The Committee will consider director nominees nominated by shareholders on the same basis as proposed director candidates from other sources, subject to the procedures described herein and in the Company's Articles.

Provided that applicable requirements of the Company's Articles have been satisfied, a resolution for the election of any such director nominee will be set out in the applicable notice of the annual general meeting and the form of proxy sent to shareholders on behalf of the Board of Directors irrespective of the Committee's recommendation with respect to such nominee.

The Nominating and Governance Committee utilizes a variety of methods for identifying and evaluating director candidates. Candidates may be recommended by current members of the Board of Directors, third-party search firms or shareholders. The Nominating and Governance Committee generally does not consider recommendations for director candidates submitted by other constituencies. In order to preserve its impartiality, the Nominating and Governance Committee will not consider any recommendations from shareholders that are not submitted in accordance with the nomination procedures set forth above.

## SHAREHOLDER PROPOSALS

In response to matters submitted by shareholders for consideration at annual or extraordinary general meetings of shareholders, the Nominating and Governance Committee shall designate one or more members of management to review properly submitted proposals and to obtain all necessary information to allow management designees to present the shareholder proposal to the Nominating and Governance Committee for further consideration. Upon submission of a shareholder proposal to the Nominating and Governance Committee, the Committee will evaluate and make recommendations, as appropriate, to the Board of Directors with respect to the proposal. This evaluation by the Nominating and Governance Committee may include, without limitation, consideration of (a) the appropriateness of the proposal, (b) applicable requirements of our Articles, as amended from time to time, (c) legal requirements, including requirements under applicable laws and regulations, (d) whether the shareholder proposal previously has been submitted to shareholders for a vote, and if so, the vote received for and against the proposal, (e) the best interests of all shareholders, (f) the impact that implementation of the proposal would have on the overall operations of the business, (g) whether the proposal would result in appropriately accomplishing the goals and objectives described in the proposal, and (h) any other considerations that the Nominating and Governance Committee may deem appropriate. The process of evaluation may include communication directly with the shareholder proponent by the Nominating and Governance Committee or the management designees, as the Nominating and Governance Committee may deem appropriate.

### **Shareholder Proposals for the 2026 Annual General Meeting of Shareholders**

Shareholders who, in accordance with the SEC's Rule 14a-8, wish to present proposals for inclusion in the proxy materials to be distributed by us in connection with our 2026 annual general meeting must submit their proposals to the Company's registered office at 70 Sir John Rogerson's Quay, Dublin 2, D02 R296, Ireland, Attention: Company Secretary. The deadline for shareholders to submit proposals to be considered for inclusion in the proxy statement for the 2026 annual general meeting is expected to be February 12, 2026. As the rules of the SEC make clear, simply submitting a proposal does not guarantee its inclusion in our Proxy Statement.

In accordance with the Company's Articles, and without prejudice to the rights of a shareholder of record under applicable law, in order to nominate a candidate for election to fill a vacancy or as an additional director or to properly bring other business before the 2026 annual general meeting, a shareholder's notice with the text of the proposed resolution for the matter the shareholder wishes to present must be delivered to the Company's registered office at 70 Sir John Rogerson's Quay, Dublin 2, D02 R296, Ireland, Attention: Company Secretary, not earlier than the close of business on the one hundred and twentieth (120<sup>th</sup>) calendar day nor later than the close of business on the ninetieth (90<sup>th</sup>) calendar day prior to the first anniversary of the preceding year's annual general meeting. As a result, any notice given by or on behalf of a shareholder pursuant to these provisions of our Articles (and not pursuant to the SEC's Rule 14a-8) must be received no earlier than April 2, 2026 and no later than May 2, 2026 to be considered at the 2026 annual general meeting and included in the notice of annual general meeting and the Board of Director's form of proxy for the 2026 annual general meeting.

However, if the date of the 2026 annual general meeting is more than 30 calendar days before or more than 60 calendar days after the first anniversary of the preceding year's annual general meeting, notice by the shareholder must be so delivered in writing not earlier than the close of

business on the one hundred and twentieth (120<sup>th</sup>) calendar day prior to the 2026 annual general meeting and not later than the close of business on the later of (i) the ninetieth (90<sup>th</sup>) calendar day prior to the 2026 annual general meeting and (ii) the fifth (5<sup>th</sup>) calendar day after the day on which public announcement of the date of the 2026 annual general meeting is first made by the Company provided that in no event shall any adjournment of an annual general meeting or the public announcement thereof commence a new time period for the giving of such shareholder's notice.

In addition to satisfying the requirements under our Articles, if a shareholder intends to comply with the universal proxy rules and to solicit proxies in support of director nominees other than STERIS's nominees, the shareholder must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act (including a statement that such shareholder intends to solicit the holders of shares representing at least 67% of the Company's shares entitled to vote on the election of directors in support of director nominees other than the Company's), which notice must be postmarked or transmitted electronically to us at our principal executive offices not later than 60 calendar days prior to the one-year anniversary date of the annual meeting (for the 2026 annual general meeting, not later than June 1, 2026). If the date of the 2026 annual general meeting is changed by more than 30 calendar days from such anniversary date, however, then the shareholder must provide notice by the later of 60 calendar days prior to the date of the 2026 annual meeting and the 10<sup>th</sup> calendar day following the date on which public announcement of the date of the 2026 annual meeting is first made.

## **Shareholders' Rights to Call a General Meeting**

In addition to the SEC and Articles processes described above, our shareholders have the right at law to requisition the Board to call a meeting of our shareholders. Section 178(3) to (7) of the Irish Companies Act generally requires the directors to call a general meeting once we have received requests to do so from one or more shareholders representing at least 10% of our issued, paid-up shares entitled to vote at a general meeting. These provisions are mandatory under the Irish Companies Act and cannot be waived by our shareholders.

## MISCELLANEOUS MATTERS

There are no miscellaneous matters.

## Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be held on July 31, 2025

This Proxy Statement, our Annual Report to Shareholders of the Company for the fiscal year ended March 31, 2025, which includes financial statements of the Company for the fiscal year then ended, and the Company's Irish Statutory Accounts are available free of charge at [www.proxyvote.com](http://www.proxyvote.com) if you are a shareholder of record. The Proxy Materials are also available free of charge in the "Online IR Kit" in the "Shareholder Resources" section of [steris-ir.com](http://steris-ir.com).

### Multiple Proxy Materials

If you received multiple copies of the Proxy Materials and would prefer to receive a single copy in the future, please notify your broker or contact Broadridge Financial Solutions, Inc. ("Broadridge") by calling toll-free at 866-540-7095, or by writing Broadridge, Householding Department, 51 Mercedes Way, Edgewood, New York 11717, or email us at Investor Relations, STERIS plc, at the email address below.

For information on how to obtain directions to be able to attend the 2025 Annual Meeting and vote in person, please contact Investor Relations at [julie\\_winter@steris.com](mailto:julie_winter@steris.com).

By Order of the Board of Directors,



J. ADAM ZANGERLE  
Company Secretary

June 12, 2025

## APPENDIX A

### NON-GAAP MEASURES AND RECONCILIATION

**Non-GAAP Financial Measures.** 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.

Management and the Board of Directors 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 measures used may be calculated differently from, and therefore may not be comparable to, a similarly-titled measure used by other companies.

	Twelve months ended March 31, (unaudited)			
	Net Income attributable to shareholders (in thousands)		Diluted EPS	
	2025	2024	2025	2024
<b>GAAP</b>	\$614,641	\$378,279	\$6.20	\$3.81
Adjustments:				
Net impact of adjustments after tax*	\$309,654	\$499,389		
Net EPS impact			\$3.13	\$5.02
<b>Adjusted</b>	\$924,295	\$877,628	\$9.33	\$8.83

\* Adjusted net income excludes the amortization of intangible assets acquired in business combinations, acquisition related transaction costs, integration costs related to acquisitions, redomiciliation and tax restructuring costs, gains and losses related to divestitures, impairment of goodwill, and certain other unusual or non-recurring items. STERIS believes this measure is useful because it excludes items that may not be indicative of or are unrelated to our core operating results and provides a baseline for analyzing trends in our underlying businesses. The tax expense (benefit) includes both the current and deferred income tax impact of the adjustments.

The following table presents a financial measure that is considered to be “non-GAAP financial measures” under Securities Exchange Commission rules. Free cash flow is defined by the Company as cash flows from operating activities less purchases of property, plant, equipment and intangibles (capital expenditures) plus proceeds from the sale of property, plant, equipment and intangibles. The Company uses free cash flow as a measure to gauge its ability to fund future debt principal repayments, growth outside of core operations, repurchase shares, and pay cash dividends. STERIS’s calculation of free cash flow may vary from other companies.

	Twelve Months Ended March 31,	
	2025	2024
	(Unaudited)	(Unaudited)
<b>Calculation of Free Cash Flow (in thousands):</b>		
Cash flows from operating activities	\$1,148,087	\$ 973,274
Purchases of property, plant, equipment, and intangibles, net	(370,091)	(360,326)
Proceeds from the sale of property, plant, equipment, and intangibles	9,195	7,381
<b>Free Cash Flow</b>	<b>\$ 787,191</b>	<b>\$ 620,329</b>