

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

**FORM S-8  
REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

**STERIS plc**

(Exact name of registrant as specified in its charter)

**Ireland**  
(State or other jurisdiction of  
incorporation or organization)

**98-1455064**  
(I.R.S. Employer  
Identification No.)

**70 Sir John Rogerson's Quay**  
**Dublin 2 Ireland**  
(Address of principal executive offices)

**CANTEL MEDICAL CORP. 2020 EQUITY INCENTIVE PLAN**  
(AS ASSUMED AND AMENDED EFFECTIVE JUNE 2, 2021)  
**CANTEL MEDICAL CORP. 2016 EQUITY INCENTIVE PLAN**  
(AS ASSUMED AND AMENDED EFFECTIVE JUNE 2, 2021)  
(Full title of the plan)

**J. Adam Zangerle, Esq.**  
**STERIS plc**  
**70 Sir John Rogerson's Quay**  
**Dublin 2 Ireland**  
(Name and address of agent for service)

**+353 1 232 2000**  
(Telephone number, including area code, of agent for service)

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

|                         |                                     |  |                           |                          |
|-------------------------|-------------------------------------|--|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> |  | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/>            |  | Smaller reporting company | <input type="checkbox"/> |
|                         |                                     |  | Emerging growth company   | <input type="checkbox"/> |

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

| Title of securities<br>to be registered | Amount<br>to be<br>registered (1) | Proposed<br>maximum<br>offering price<br>per share (2) | Proposed<br>maximum<br>aggregate<br>offering price (2) | Amount of<br>registration fee |
|---|-----------------------------------|--|--|-------------------------------|
| Ordinary Shares, \$0.001 par value      | 282,920                           | \$190.12   | \$53,788,750.40  | \$5,868.35                    |

- (1) Represents the number of ordinary shares, \$0.001 par value (“**Ordinary Shares**”), of STERIS plc, a public limited company organized under the laws of Ireland (the “**Registrant**” or “**STERIS**”), potentially deliverable pursuant to outstanding awards under both the Cantel Medical Corp. 2020 Equity Incentive Plan (as assumed and amended effective June 2, 2021) (the “**2020 Plan**”) and the Cantel Medical Corp. 2016 Equity Incentive Plan (as assumed and amended effective June 2, 2021) (the “**2016 Plan**” and, together with the 2020 Plan, the “**Plans**”) being registered hereon. The number of Ordinary Shares to be registered under the respective Plans are as follows: 2020 Plan—1,435 Ordinary Shares; and 2016 Plan—281,485 Ordinary Shares. Pursuant to Rule 416(a) under the Securities Act of 1933 (the “**Securities Act**”), this Registration Statement on Form S-8 (this “**Registration Statement**”) also includes such additional Ordinary Shares that may become available pursuant to the anti-dilution provisions of the Plans.
  - (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, based upon the average of the high and low sales price of the Ordinary Shares, as reported on the New York Stock Exchange on June 1, 2021, a date within five business days prior to filing.
- 
-

## PART I

### INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of the Registration Statement is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act and the introductory note of Part I of Form S-8. The documents containing the information specified in Part I will be delivered to participants in the Plans as required by Rule 428(b)(1) under the Securities Act. These documents and the documents incorporated by reference herein pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), and, in accordance therewith, files reports, proxy statements and other information with the Securities and Exchange Commission (the “*Commission*”). The following documents have been filed by the Registrant with the Commission and are incorporated herein by reference:

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the year ended March 31, 2021 (Commission File No. 001-38848), filed May 28, 2021;
- (b) The Registrant’s Current Reports on Form 8-K (Commission File No. 001-38848) filed [April 1, 2021](#), [April 27, 2021](#), [May 11, 2021](#) (Item 5.02 only); and
- (f) The description of the Ordinary Shares contained in the Registrant’s [Registration Statement on Form 8-A \(Commission File No. 001-38848\) filed March 27, 2019](#), including any amendments or reports filed for the purpose of updating such description, including Exhibit 4.5 to the Registrant’s Annual Report on Form 10-K for the year ended March 31, 2021 (Commission File No. 001-38848), filed on May 28, 2021.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement, and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, will be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in any document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as modified or superseded, to constitute a part of this Registration Statement.

#### Item 4. Description of Securities.

Not applicable.

#### Item 5. Interests of Named Experts and Counsel.

Not applicable.

#### Item 6. Indemnification of Directors and Officers.

The Registrant is a public limited company incorporated under the laws of Ireland.

Subject to exceptions, Irish law does not permit a company to exempt a director or certain officers from, or indemnify a director against, liability in connection with any negligence, default, breach of duty or breach of trust by a director in relation to the company. The exceptions that are provided for in STERIS's Constitution (the "**STERIS Constitution**") allow a company to:

- (1) purchase and maintain Director & Officer Insurance against any liability attaching in connection with any negligence, default, breach of duty or breach of trust owed to the company; and
- (2) indemnify a director or such officer against any liability incurred in defending proceedings, whether civil or criminal (i) in which judgment is given in his or her favor or in which he or she is acquitted; or (ii) in respect of which an Irish court grants him or her relief from any such liability on the grounds that he or she acted honestly and reasonably and that, having regard to all the circumstances of the case, he or she ought fairly to be excused for the wrong concerned.

Additionally, subject to the Companies Act 2014 of Ireland, as amended, the STERIS Constitution provides that STERIS shall indemnify any former or current executive officer of the company (excluding directors and secretaries) or any person serving at the request of the company as a director or executive officer of another company, joint venture, trust or other enterprise against expenses, judgments, fines and settlement amounts actually and reasonably incurred in connection with threatened and actual legal proceedings by reason of his or her role, except for liability arising out of the covered person's fraud or dishonesty or willful breach of his or her obligation to act honestly in good faith with a view to the best interests of STERIS.

Any determination of entitlement to indemnification shall be made by any person or persons given authority by the STERIS Board of Directors to act on the matter on behalf of STERIS. In addition to the provisions of the STERIS Constitution, STERIS has entered into separate deeds of indemnity with directors and certain officers to indemnify them against claims brought by third parties (including on behalf of STERIS) to the fullest extent permitted by law, except in the case of fraud or dishonesty.

In addition to the provisions of the STERIS Constitution, STERIS has entered into separate deeds of indemnity with directors and certain officers to indemnify them against claims brought by third parties (including on behalf of STERIS) to the fullest extent permitted by law, except in the case of fraud or dishonesty.

#### **Item 7. Exemption from Registration Claimed.**

Not applicable.

#### **Item 8. Exhibits.**

| <u>Exhibit Number</u> | <u>Description</u>   |
|-----------------------|--|
| 4.1                   | <a href="#"><u>Memorandum and Articles of Association of STERIS plc, a public limited company organized under the laws of Ireland (filed as Exhibit 3.1 to the Registrant's Annual Report on Form 10-K for the year ended March 31, 2020 (Commission File No. 001-38848), filed May 29, 2020 and incorporated herein by reference)</u></a> |
| 4.2                   | <a href="#"><u>Agreement and Plan of Merger dated as of January 12, 2021 (filed as Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed with the Commission on January 12, 2021)</u></a>   |
| 4.3                   | <a href="#"><u>Amendment to Agreement and Plan of Merger dated March 1, 2021 (filed as Exhibit 2.2 to the Registrant's registration statement on Form S-4 filed with the Commission on March 2, 2021)</u></a>  |
| 4.4                   | <a href="#"><u>Cantel Medical Corp. 2020 Equity Incentive Plan (incorporated herein by reference to Annex A to Cantel Medical Corp.'s definitive proxy statement on Schedule 14A relating to Cantel Medical Corp.'s annual meeting of stockholders filed with the Commission on November 18, 2020)</u></a>                                 |

- 4.5 [Cantel Medical Corp. 2016 Equity Incentive Plan \(incorporated herein by reference to Exhibit 10.1 to Cantel Medical Corp.'s Quarterly Report on Form 10-Q for the quarter ended October 31, 2018 \(Commission File No. 001-31337\), filed November 30, 2018\)](#)
- 4.6\* [Omnibus Amendment to Cantel Medical Corp. 2016 Equity Incentive Plan and Cantel Medical Corp. 2020 Equity Incentive Plan](#)
- 5.1\* [Opinion of Matheson](#)
- 23.1\* [Consent of Independent Registered Public Accounting Firm](#)
- 23.2 [Consent of Matheson \(included in Exhibit 5.1\)](#)
- 24.1\* [Power of Attorney](#)

\* Filed herewith.

## Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*Provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference herein;

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mentor, State of Ohio, on this 2nd day of June, 2021.

**STERIS plc**

By: /s/ Michael J. Tokich

Name: Michael J. Tokich

Title: Senior Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated on June 2, 2021.

| <u>Signature</u>                        | <u>Title</u>  |
|---|---|
| *<br>_____<br>Walter M. Rosebrough, Jr. | President, Chief Executive Officer and Director         |
| *<br>_____<br>Michael J. Tokich         | Senior Vice President and Chief Financial Officer       |
| *<br>_____<br>Karen L. Burton           | Vice President, Controller and Chief Accounting Officer |
| *<br>_____<br>Mohsen M. Sohi            | Chairman and Director                                   |
| *<br>_____<br>Richard C. Breeden        | Director  |
| *<br>_____<br>Daniel A. Carestio        | Director  |
| *<br>_____<br>Cynthia L. Feldmann       | Director  |
| *<br>_____<br>Christopher Holland       | Director  |
| *<br>_____<br>Jacqueline B. Kosecoff    | Director  |
| *<br>_____<br>David B. Lewis            | Director  |

---

\*

---

Paul E. Martin

Director

\*

---

Nirav R. Shah

Director

\*

---

Richard M. Steeves

Director

\* This Registration Statement has been signed on behalf of the above officers and directors by Michael J. Tokich, as attorney-in-fact, pursuant to a power of attorney filed as Exhibit 24.1 to this Registration Statement

Dated: June 2, 2021

By: /s/ Michael J. Tokich

Michael J. Tokich, Attorney-in-Fact



**OMNIBUS AMENDMENT TO CANTEL MEDICAL CORP. 2016 EQUITY INCENTIVE PLAN AND CANTEL MEDICAL CORP. 2020 EQUITY INCENTIVE PLAN**

STERIS plc, a public limited company incorporated under the laws of Ireland (the "Company"), hereby adopts this Omnibus Amendment (this "Amendment") to Cantel Medical Corp. 2016 Equity Incentive Plan (the "2016 Plan") and Cantel Medical Corp. 2020 Equity Incentive Plan (the "2020 Plan") (collectively, the "Plans") effective as of June 2, 2021.

1. In each of the Plans, the definition of "Benefit Plan" in each Section 2 is hereby amended in its entirety to read as follows:

"'Benefit Plan' means any employment agreement, severance agreement or similar agreement between the Participant and the Company (or a Subsidiary) or any long-term incentive plan or similar plan of the Company (or a Subsidiary) which covers the Participant, in each case which includes provisions relating to an Award granted hereunder."

2. In each of the Plans, the definition of "Board" in each Section 2 is hereby amended in its entirety to read as follows:

"'Board' means the Board of Directors of the Company, and, to the extent of any delegation by the Board of Directors of the Company to the Compensation Committee of the Board of Directors of the Company or any other Committee of the Board of Directors of the Company (or subcommittee thereof) such Committee (or subcommittee).

3. In each of the Plans, the definition of "Change in Control" in each Section 2 is hereby amended in its entirety to read as follows:

"'Change in Control' means the consummation of the transactions (the "Mergers") contemplated by that certain Agreement and Plan of Merger, dated as of January 12, 2021, entered between the Company, Cantel Medical Corp., Solar New US Holding Co, LLC, and Crystal Merger Sub 1 LLC, as amended (the "Merger Agreement"). For the avoidance of doubt, no other transactions and/or events that occur following the Closing Date will constitute a Change in Control."

4. In each of the Plans, the following definition is added to Section 2 thereof:

"'Closing Date' shall mean the date of consummation of the Mergers.

5. In each of the Plans, the definition of "Company" in each Section 2 is hereby amended in its entirety to read as follows:

"'Company' means STERIS plc, a public limited company incorporated under the laws of Ireland."

6. In each of the Plans, the definition of "Shares" in each Section 2 is hereby amended in its entirety to read as follows:

"'Shares' means ordinary shares of \$0.001 each (nominal value) in the capital of the Company."

7. All references to "Committee" in each of the Plans, excluding such references contained in the Plans' definitions of "Board" as amended by Section 3 hereof, are hereby deleted and replaced with "Board."

---

8. Section 4 of the Plans shall be amended to add a new subsection (subsection (h) for the 2020 Plan and subsection (i) for the 2016 Plan) to the end thereof as follows:

“Notwithstanding any provision of the Plan to the contrary, no new Awards shall be granted under the Plan following the Closing Date.”

9. Except as specifically modified herein, the Plans shall remain in full force and effect in accordance with all of the terms and conditions thereof.

Solicitors  
70 Sir John Rogerson's Quay  
Dublin 2 Ireland  
D02 R296

T +353 1 232 2000  
F +353 1 232 3333  
W www.matheson.com  
DX 2 Dublin



Matheson

STERIS plc  
70 Sir John Rogerson's Quay  
Dublin 2  
Ireland  
D02 R296

Our Ref  
FBO 669595.11

Your Ref

2 June 2021

Dear Sirs

### Registration Statement on Form S-8 of STERIS plc

We are acting as Irish counsel to STERIS plc, a public limited company incorporated under the laws of Ireland (company number 595593) (the "**Company**"), in connection with the filing by the Company, on the date hereof, of a registration statement on Form S-8 pursuant to the U.S. Securities Act of 1933, as amended (the "**Securities Act**") (the "**Registration Statement**"), to which this Opinion is an exhibit, with the U.S. Securities and Exchange Commission (the "**Commission**"), pursuant to which the Company will register, under the Securities Act, up to 282,920 ordinary shares of \$0.001 (nominal value) in the capital of the Company (the "**Ordinary Shares**") that may become issuable pursuant to outstanding awards under the Cantel Medical Corp. 2020 Equity Incentive Plan (as assumed by the Company and amended effective 2 June 2021) (the "**2020 Plan**") and under the Cantel Medical Corp. 2016 Equity Incentive Plan (as assumed by the Company and amended effective 2 June 2021) (the "**2016 Plan**" and, together with the 2020 Plan, the "**Plans**").

In connection with this Opinion, we have reviewed the corporate resolutions, records and other documents and searches listed in Schedule 1 to this Opinion, together with such other resolutions, records and documents as we have deemed necessary as a basis for the opinions expressed below.

Based on the foregoing, and subject to the further assumptions, qualifications and limitations set out in this Opinion, we are of the opinion that the Ordinary Shares, when issued pursuant to the terms of the Plans (including any applicable and duly authorised award agreement under the Plans) and subject to receipt by the Company of the full consideration payable therefor, will be validly issued, fully paid and non-assessable ("**non-assessable**" is a phrase which has no defined meaning under Irish law, but, for the purposes of this Opinion, shall mean the registered holders of such Ordinary Shares are not subject to calls for additional payments on such shares).

Managing Partner: Michael Jackson - Chairperson: Tara Doyle - Partners: Helen Kelly, Sharon Daly, Ruth Hunter, Tony O'Grady, Anne-Marie Bohan, Patrick Spicer, Turlough Galvin, Patrick Molloy, George Brady, Robert O'Shea, Joseph Beashel, Duality Counihan, Deirdre Dunne, Fergus Bolster, Christian Donagh, Bryan Dunne, Shane Hogan, Nicola Dunleavy, Julie Murphy-O'Connor, Mark O'Sullivan, Brian Doran, John Gill, Joe Duffy, Pat English, Shay Lydon, Aidan Fahy, Niamh Counihan, Gerry Thornton, Liam Collins, Darren Maher, Michael Byrne, Phillip Lovegrove, Rebecca Ryan, Catherine O'Meara, Elizabeth Grace, Deirdre Cummins, Alan Keating, Alma Campion, Brendan Colgan, Garret Farrelly, Rhona Henry, April McClements, Gráinne Dever, Oisín McClenaghan, Rory McPhillips, Michelle Ridge, Sally-Anne Stone, Matthew Broadstock, Emma Doherty, Leonie Dunne, Stuart Kennedy, Brian McCloskey, Madeline McDonnell, Barry O'Connor, Donal O'Donovan, Karen Reynolds, Kevin Smith, Chris Bollard, Deirdre Kilroy, Michael Hastings, Maria Kennedy, Barry McGettrick, Kate McKenna, Donal O'Byrne, David O'Mahony, Russell Rochford, Liam Flynn, Gráinne Callanan, Geraldine Carr, Brian Doohan, Richard Kelly, Niamh Maher, Yvonne McWeeney, Mairéad Ni Ghabháin, Padraic Roche, Vahan Tchakian, Kieran Trant, Deirdre Crowley, Philip Tully, David Jones, Kimberley Masuda, Susanne McMenamin, David Fitzgibbon, Cillian O'Boyle, Angela Brennan, Louise Dobbyn, Catriona Cole, Paul Carroll, Stephen Gardiner, Caroline Austin, Sandra Lord. - Tax Principals: Greg Lockhart, Catherine Galvin. - Tax Department Chair: John Ryan. - General Counsel: Dermot Powell. Of Counsel: Paraic Madigan, Liam Quirke.

Dublin Cork London New York Palo Alto San Francisco

www.matheson.com

For the purposes of this Opinion, we have assumed: (i) Registration Statement will have become, and will remain, effective at the time of issuance of the Ordinary Shares, (ii) the truth and accuracy of the contents of all documents and searches reviewed as to factual matters, but have made no independent investigation regarding such factual matters, (iii) all signatures, initials, seals and stamps contained in, or on, all documents submitted to us are genuine, (iv) all documents submitted to us as originals are authentic and complete and that all documents submitted to us as copies (including without limitation any document submitted to us as a .pdf (or any other format) attachment to an email) are complete and conform to the originals of such documents, and the originals of such documents are authentic and complete, (v) at the time of the allotment and issue of any Ordinary Shares pursuant to the terms of the Plans, the Company will have a sufficient number of authorised but unissued ordinary shares of \$0.001 each (nominal value) in its share capital (being at least equal to the number of Ordinary Shares to be allotted and issued), (vi) at the time of the allotment and issue of any Ordinary Shares (or the grant of any right to subscribe for, or convert any security into, Ordinary Shares (a “**convertible right**”)) pursuant to the terms of the Plans, to the extent required, (A) the directors of the Company will, in accordance with section 1021 of the Companies Act 2014 of Ireland, as amended, (the “**Companies Act**”), have been generally and unconditionally authorised by the shareholders of the Company to allot a sufficient number of “relevant securities” (within the meaning of that section) (being at least equal to the number of Ordinary Shares the subject of such allotment and issuance or grant of a convertible right) and (B) the directors of the Company will, in accordance with section 1023 of the Companies Act, have been empowered by the shareholders of the Company to allot and issue such Ordinary Shares or grant convertible rights as if section 1022(1) did not apply to such allotment and issuance or grant, (vii) where treasury shares are being re-issued, the maximum and minimum prices of re-issue shall have been determined in advance at a general meeting of the Company in accordance with the requirements of section 1078 of the Companies Act, (viii) the full consideration for all Ordinary Shares to be allotted and issued pursuant to the Plans will have been received by the Company prior to the issuance of such Ordinary Shares, (ix) no Ordinary Shares will be allotted and issued pursuant to the Plans for less than their nominal value, (x) no Ordinary Shares will be allotted and issued pursuant to the Plans for consideration other than cash, (xi) no Ordinary Shares will be allotted and issued other than pursuant to a resolution of the board of directors of the Company or a duly authorised committee thereof, (xii) the Company shall not give any financial assistance, as contemplated by sections 82 and 1043 of the Companies Act for the purpose of any acquisition of any Ordinary Shares pursuant to the Plans, save as permitted by, or pursuant to an exemption to, the said sections 82 and 1043 and (xiii) the offering, sale and/or marketing of any Ordinary Shares will be made, effected and conducted in accordance with, and will not violate, the securities laws and regulations of all applicable jurisdictions, including Ireland, which impose any restrictions, or mandatory requirements, in relation to the offering or sale of any shares to the public in any jurisdiction, including Ireland, and/or any prospectus or analogous disclosure document prepared in connection therewith.

This Opinion is based upon, and limited to, the laws of Ireland as is in effect on the date hereof and is based on legislation published and cases fully reported before that date and our knowledge of the facts relevant to the opinions contained herein. For the avoidance of doubt, Ireland does not include Northern Ireland and the laws of Ireland do not include the laws in force in Northern Ireland. We have assumed without enquiry that there is nothing in the laws of any jurisdiction other than Ireland which would, or might, affect our opinion as stated herein. We have made no investigations of, and we express no opinion on, the laws of any jurisdiction other than Ireland or the effect thereof. This Opinion is expressed as of the date hereof and we assume no obligation to update this Opinion.

This Opinion is furnished to you and the persons entitled to rely upon it pursuant to the applicable provisions of the Securities Act strictly for use in connection with the Registration Statement and may not be relied upon by any other person without our prior written consent. This Opinion is confined strictly to the matters expressly stated herein and is not be read as extending by implication or otherwise to any other matter.

We hereby consent to the filing of this Opinion as Exhibit 5.1 to the Registration Statement and to the reference to Matheson therein. In giving such consent, we do not admit that we are included in the category of persons whose consent is required under section 7 of the Securities Act, or the rules and regulations of the Commission promulgated thereunder.

This Opinion and the opinions given in it are governed by, and construed in accordance with, the laws of Ireland.

Yours faithfully

*/s/ Matheson*

**MATHESON**

**Schedule 1**

**Documents**

- 1 Copy of the Cantel Medical Corp. 2016 Equity Incentive Plan, as adopted on 7 January 2016 and amended and restated through 31 October 2018.
- 2 Copy of the Cantel Medical Corp. 2020 Equity Incentive Plan, effective 16 December 2020.
- 3 Copy of the Omnibus Amendment to the Cantel Medical Corp. 2016 Equity Incentive Plan and the Cantel Medical Corp. 2020 Equity Incentive Plan dated 2 June 2021.
- 4 Copies of the certificate of incorporation, the certificate of incorporation on change of and the certificate of incorporation on re-registration as a public limited company of STERIS plc, dated 22 December 2016, 25 October 2018 and 11 February 2019, respectively.
- 5 Copy constitution of STERIS plc, adopted on 27 March 2019 and amended on 3 May 2019.
- 6 Copy resolutions of the board of directors of STERIS plc passed on 12 January 2021 and 5 May 2021.
- 7 The Registration Statement, as filed with the U.S. Securities and Exchange Commission on the date hereof.
- 8 Searches carried out by independent law researchers on our behalf against STERIS plc on 1 June 2021 in (i) the Index of Petitions and Winding-up Notices maintained at the Central Office of the High Court of Ireland, (ii) the Judgments' Office of the Central Office of the High Court of Ireland and (iii) the Companies Registration Office.

## Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) of STERIS plc pertaining to the Cantel Medical Corp. 2020 Equity Incentive Plan (as assumed and amended effective June 2, 2021) and the Cantel Medical Corp. 2016 Equity Incentive Plan of STERIS plc (as assumed and amended effective June 2, 2021) of our reports dated May 28, 2021, with respect to the consolidated financial statements and financial statement schedule of STERIS plc and the effectiveness of internal control over financial reporting of STERIS plc (excluding the internal control over financial reporting of entities that were acquired during fiscal year 2021) included in its Annual Report (Form 10-K) for the year ended March 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP  
Cleveland, Ohio  
June 2, 2021

**STERIS PLC**  
**REGISTRATION STATEMENT ON FORM S-8**  
**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned officers and directors of STERIS plc, a public limited company organized under the laws of Ireland (the “**Registrant**”), hereby constitutes and appoints Dr. Moshen M. Sohi, Walter M Rosebrough, Jr., Daniel A. Carestio, Michael J. Tokich, J. Adam Zangerle and Karen Burton, or any of them, each acting alone, as the true and lawful attorney-in-fact or agent, or attorneys-in-fact or agents, for each of the undersigned, with full power of substitution and resubstitution, and in the name, place and stead of each of the undersigned, to execute and file (1) one or more Registration Statements on Form S-8 (the “**Form S-8 Registration Statement**”) with respect to the registration under the Securities Act of 1933, as amended, and issuance of shares of the Registrant’s ordinary shares, \$0.001 par value per share, pursuant to the Cantel Medical Corp. 2020 Equity Incentive Plan or the Cantel Medical Corp. 2016 Equity Incentive Plan, (2) any and all amendments, including post-effective amendments, supplements and exhibits to the Form S-8 Registration Statement and (3) any and all applications or other documents to be filed with the Securities and Exchange Commission or any state securities commission or other regulatory authority or exchange with respect to the securities covered by the Form S-8 Registration Statement, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as he or she might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be executed in multiple counterparts, each of which shall be deemed an original with respect to the person executing it.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of the 1st day of June 2021:

/s/ Walter M Rosebrough Jr.  
Walter M Rosebrough, Jr.  
President and Chief Executive Officer, Director

/s/ Michael J. Tokich  
Michael J. Tokich  
Senior Vice President and Chief Financial Officer

/s/ Karen L. Burton  
Karen L. Burton  
Vice President, Controller and Chief Accounting Officer

/s/ Dr. Mohsen M. Sohi  
Dr. Mohsen M. Sohi  
Chairman of the Board

/s/ Richard C. Breeden  
Richard C. Breeden  
Director

/s/ Daniel A. Carestio  
Daniel A. Carestio  
Director

/s/ Cynthia L. Feldmann  
Cynthia L. Feldmann  
Director

/s/ Christopher Holland  
Christopher Holland  
Director

/s/ Dr. Jacqueline B. Kosecoff  
Dr. Jacqueline B. Kosecoff  
Director

/s/ David B. Lewis  
David B. Lewis  
Director



---

/s/ Paul E. Martin

Paul E. Martin  
Director

---

/s/ Dr. Nirav R. Shah

Dr. Nirav R. Shah  
Director

---

/s/ Dr. Richard M. Steeves

Dr. Richard M. Steeves  
Director