

STERIS PLC

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

ORGANIZATION AND STATEMENT OF POLICY

The Board of Directors has established the Nominating and Governance Committee (“Committee”) of the Board. This Charter governs the operation of the Nominating and Governance Committee which shall have the general responsibility to oversee the administration of the Company’s policies, programs and procedures with respect to:

- (a) identifying and recommending individuals for consideration to become Board members, consistent with criteria approved by the Board;
- (b) recommending to the Board the director nominees for election at each Annual General Meeting of shareholders;
- (c) assessing and overseeing nonemployee Director compensation and making recommendations with respect to compensation of nonemployee Directors for approval by the Board;
- (d) developing and recommending to the Board corporate governance principles applicable to the Board and the Company;
- (e) overseeing the regular review by the Board of senior management succession planning and other management and organizational development activities; and
- (f) overseeing the process for evaluation of governance matters generally, including Board, individual Director, and Committee evaluations; evaluation of related person transactions and potential Director conflicts; evaluation of shareholder proposals; and compliance with the Board’s governance guidelines.

COMPOSITION

Size. The Committee shall be appointed by the Board of Directors and shall be comprised of at least three directors, one of whom shall be appointed by the Board as the Chairman of the Committee. Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

Qualifications. Each Committee member will be “independent” under the rules of the New York Stock Exchange. In addition, each Committee member shall satisfy the “non-employee” director standard contained in Rule 16b-3 promulgated under the Securities Exchange Act of 1934.

RESPONSIBILITIES AND PROCESS

The following shall be the principle recurring processes of the Committee in carrying out its responsibilities:

- A. The Committee shall make recommendations to the Board concerning the appointment and removal of officers of the Company, make recommendations regarding the determination of “officers” and “executive officers” of the Company (as defined by applicable U.S. SEC Rule), and assist the Board with succession planning, which shall include appropriate contingencies in case the CEO or other member of senior management retires, resigns or is

incapacitated. The Committee assistance with succession planning shall include evaluating potential successors to the CEO and other management and organizational development activities with respect to executive management positions.

- B. The Committee will, with the assistance of the Board Chair, develop, recommend to the Board, and periodically evaluate, guidelines and criteria for selecting nominees to the Board, which may include, without limitation, such factors as the individuals' judgment, skill, diversity, integrity, experience with businesses and other organizations, whether the candidate's experience complements the experience of other Board members, the extent to which the candidate would bring insightful experiences to the Board, and other factors as determined by the Committee.
- C. The Committee will, with the assistance of the Board Chair, review the qualifications of and recommend individuals to be considered for nomination for election to the Board at each annual general meeting of the Company and at such other times as may be appropriate to fill a vacancy on the Board (whether created by an increase in the size of the Board or otherwise) in accordance with the Company's Articles of Association, and review and evaluate any shareholder proposals relating to the nomination by shareholders of any candidates to the Board or the right of any shareholder to do so.
- D. The Committee will, with the assistance of the Board Chair, make such recommendations to the Board concerning the organization and operation of the Board and its overall effectiveness as the Committee may deem appropriate, including, without limitation, recommendations with respect to such matters as the size and composition of the Board, the tenure of directors, conduct of Board and Committee meetings, Committee composition and organization, charters and structure, the number of regularly scheduled meetings held by the Board, and other matters with respect to the function and operation of the Board and its Committees.
- E. The Committee will develop, recommend to the Board, and periodically evaluate governance guidelines applicable to the Board, and will oversee the self-assessment of the Board, individual Directors, and Committees, and the evaluation of the CEO in accordance with the governance guidelines.
- F. The Committee will periodically review the compensation of nonemployee Directors and, after considering relevant information and any recommendations provided by the compensation consultant, will make recommendations to the Board with respect to changes in the compensation of nonemployee Directors to the extent deemed appropriate.
- G. In response to matters submitted by shareholders for consideration at special or annual general meetings of the Company, the Committee shall designate one or more members of management of the Company to review properly submitted proposals and to obtain all necessary information to allow management designees to present the shareholder proposal to the Committee for further consideration. Upon submission of the shareholder proposal to the Committee, the Committee will evaluate and make recommendations, as appropriate, to the Board of Directors, with respect to such proposals. This evaluation by the Committee may include, without limitation, consideration of (a) the appropriateness of the proposal, (b) applicable requirements of the Articles of Association, as amended from time to time, (c) legal requirements, including requirements under applicable law, (d) whether the shareholder

proposal has been submitted to shareholders for a vote, and if so, the vote received for and against such proposal, (e) the best interest of all shareholders of the Company, (f) the impact that implementation of such proposal would have on the overall operations of the Company, (g) whether the proposal would result in appropriately accomplishing the goals and objectives described in such proposal, and (h) any other considerations that the Committee may deem appropriate. The process of evaluation may include communication directly with the shareholder proponent by the Committee or the management designees, as the Committee may deem appropriate.

- H. The Committee will consider transactions between Board members or management and the Company and other possible conflicts of interest or matters that may impact independence of Board members and management and make recommendations to assess, disclose, prevent, minimize or eliminate possible conflicts. In furtherance of this authority and in compliance with regulatory and exchange requirements, the Committee will consider transactions that may be subject to or contemplated by the Director Code of Ethics, the Company's Related Person Transaction Policy, and the Company's Code of Conduct and, in conjunction with the Company's Legal Department, will oversee disclosures of any waivers or approval or ratification of related person transactions for a director or executive officer.
- I. In conjunction with the Company's Legal Department, the Committee will oversee and monitor the adoption of, amendment to, and compliance with such policies relevant to the Committee's oversight as it may determine, including the Director Code of Ethics, Insider Trading Policy, and Related Person Transaction Policy.

DELEGATION OF DUTIES AND RESPONSIBILITIES

The Committee shall perform any other duties or responsibilities delegated to the Committee by the Board from time to time. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. The Committee, with the assistance of management and any outside advisors the Committee deems appropriate, shall, as required, prepare a report for inclusion in the Company's proxy statement relating to the Company's Annual General Meeting of shareholders.

MEETINGS AND REPORTS

The Committee shall meet at such times as the Chairman of the Committee may determine. Meetings may be called by the Chairman or by any two members of the Committee. The Chairman shall, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. Each Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Chairman shall supervise the conduct of the meetings and shall have other responsibilities which the Committee may designate from time to time. Action of the Committee may be taken without a meeting with the unanimous written consent of the Committee members. A majority of the Committee members shall constitute a quorum for the transaction of business at a meeting. The act of a majority of Committee members present at a Committee meeting at which a quorum is in attendance shall be the act of the Committee, unless a greater number is required by law, or the Company's Articles of Association. The Committee shall prepare and, through its Chairman, report on the Committee's work to the Board of Directors.

MANAGEMENT SUPPORT AND CONSULTANTS

Management shall provide to the Committee such assistance as the Committee may request to assist the Committee in fulfilling its duties. The Committee shall have appropriate resources and authority to discharge its responsibilities, including, without limitation, appropriate funding in such amount as the Committee deems necessary, to compensate any consultants and any independent advisors retained by the Committee.

The Committee shall have the sole authority to retain and terminate any search firm to assist in the identification of director candidates or any other consultants, and the sole authority to set the fees and other retention terms of such consultants. The Committee may also retain independent counsel and other independent advisors to assist it in carrying out its responsibilities.

SCOPE OF THE COMMITTEE'S RESPONSIBILITIES

The Committee shall periodically review this Charter with the Board and recommend any changes to the Board, evaluate its performance against the requirements of this Charter, and review this evaluation with the Board. The Committee shall conduct its review and evaluation in such manner as it deems appropriate.

The function of the Committee is oversight. The responsibility and powers of the Committee are limited as set forth in this Charter and by those responsibilities and powers delegated to other Committees of the Board. Each member of the Committee shall be entitled to rely on information, opinions, reports or statements, including compensation and other information and data prepared or presented by officers or employees of the Company, legal counsel, independent consultants, other committees of the Board, or other persons with professional or expert competence.

March 28, 2019