

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D. C. 20549**

**FORM 10-Q**

(Mark One)

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

**For the quarterly period ended September 30, 2020**

or

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

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number 001-38848**

**STERIS plc**

(Exact name of registrant as specified in its charter)

**Ireland**

(State or other jurisdiction of  
incorporation or organization)

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

**98-1455064**

(IRS Employer  
Identification No.)

**D02 R296**  
(Zip code)

**353 1 232 2000**

(Registrant's telephone number, including area code)

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

Title of each class	Trading symbol(s)	Name of Exchange on Which Registered
Ordinary Shares, \$0.001 par value	STE	New York Stock Exchange

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company," and 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 13(a) of the Exchange Act.

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

The number of ordinary shares outstanding as of October 30, 2020: 85,324,006

**STERIS plc and Subsidiaries**

**Form 10-Q**

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**PART 1—FINANCIAL INFORMATION**

As used in this Quarterly Report on Form 10-Q, STERIS plc and its consolidated subsidiaries together are called “STERIS,” the “Company,” “we,” “us,” or “our,” unless otherwise noted.

**ITEM 1. FINANCIAL STATEMENTS**

**STERIS PLC AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(in thousands)

	September 30, 2020	March 31, 2020
	(Unaudited)	
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 312,028	\$ 319,581
Accounts receivable (net of allowances of \$10,276 and \$12,051 respectively)	503,724	586,481
Inventories, net	278,593	248,259
Prepaid expenses and other current assets	55,965	54,430
<b>Total current assets</b>	<b>1,150,310</b>	1,208,751
Property, plant, and equipment, net	1,176,066	1,111,855
Lease right-of-use assets, net	143,041	131,837
Goodwill	2,417,956	2,356,085
Intangibles, net	550,022	565,473
Other assets	55,172	51,581
<b>Total assets</b>	<b>\$ 5,492,567</b>	<b>\$ 5,425,582</b>
<b>Liabilities and equity</b>		
Current liabilities:		
Accounts payable	\$ 124,944	\$ 149,341
Accrued income taxes	15,831	14,013
Accrued payroll and other related liabilities	114,781	128,261
Lease obligations due within one year	20,971	19,809
Accrued expenses and other	158,891	192,183
<b>Total current liabilities</b>	<b>435,418</b>	503,607
Long-term indebtedness	1,020,554	1,150,521
Deferred income taxes, net	164,727	160,270
Long-term lease obligations	124,337	114,114
Other liabilities	85,076	90,346
<b>Total liabilities</b>	<b>\$ 1,830,112</b>	<b>\$ 2,018,858</b>
Commitments and contingencies (see Note 8)		
Ordinary shares, with \$0.001 par value; 500,000 shares authorized; 85,251 and 84,924 ordinary shares issued and outstanding, respectively	1,990,880	1,982,164
Retained earnings	1,786,878	1,647,175
Accumulated other comprehensive loss	(130,613)	(235,463)
<b>Total shareholders' equity</b>	<b>3,647,145</b>	3,393,876
Noncontrolling interests	15,310	12,848
<b>Total equity</b>	<b>3,662,455</b>	3,406,724
<b>Total liabilities and equity</b>	<b>\$ 5,492,567</b>	<b>\$ 5,425,582</b>

See notes to consolidated financial statements.

**STERIS PLC AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(in thousands, except per share amounts)  
(Unaudited)

	Three Months Ended September 30,		Six Months Ended September 30,	
	2020	2019	2020	2019
<b>Revenues:</b>				
Product	\$ 339,504	\$ 337,666	\$ 640,612	\$ 645,401
Service	416,628	399,174	784,452	788,242
<b>Total revenues</b>	<b>756,132</b>	<b>736,840</b>	<b>1,425,064</b>	<b>1,433,643</b>
<b>Cost of revenues:</b>				
Product	175,798	183,600	332,353	344,559
Service	250,297	234,573	477,106	464,574
<b>Total cost of revenues</b>	<b>426,095</b>	<b>418,173</b>	<b>809,459</b>	<b>809,133</b>
<b>Gross profit</b>	<b>330,037</b>	<b>318,667</b>	<b>615,605</b>	<b>624,510</b>
<b>Operating expenses:</b>				
Selling, general, and administrative	172,707	175,959	327,877	354,740
Research and development	16,143	16,249	32,374	31,834
Restructuring expenses	(76)	(274)	90	1,115
<b>Total operating expenses</b>	<b>188,774</b>	<b>191,934</b>	<b>360,341</b>	<b>387,689</b>
<b>Income from operations</b>	<b>141,263</b>	<b>126,733</b>	<b>255,264</b>	<b>236,821</b>
<b>Non-operating expenses, net:</b>				
Interest expense	8,665	10,444	18,157	20,889
Interest (income) and miscellaneous expense	(1,188)	(1,018)	(3,477)	(785)
<b>Total non-operating expenses, net</b>	<b>7,477</b>	<b>9,426</b>	<b>14,680</b>	<b>20,104</b>
<b>Income before income tax expense</b>	<b>133,786</b>	<b>117,307</b>	<b>240,584</b>	<b>216,717</b>
Income tax expense	27,778	22,165	46,452	36,798
<b>Net income</b>	<b>106,008</b>	<b>95,142</b>	<b>194,132</b>	<b>179,919</b>
<b>Less: Net income attributable to noncontrolling interests</b>	<b>150</b>	<b>373</b>	<b>84</b>	<b>560</b>
<b>Net income attributable to shareholders</b>	<b>\$ 105,858</b>	<b>\$ 94,769</b>	<b>\$ 194,048</b>	<b>\$ 179,359</b>
<b>Net income per share attributed to shareholders</b>				
Basic	\$ 1.24	\$ 1.12	\$ 2.28	\$ 2.12
Diluted	\$ 1.23	\$ 1.11	\$ 2.26	\$ 2.09
<b>Cash dividends declared per share ordinary outstanding</b>	<b>\$ 0.40</b>	<b>\$ 0.37</b>	<b>\$ 0.77</b>	<b>\$ 0.71</b>

See notes to consolidated financial statements.

**STERIS PLC AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME**  
(in thousands)  
(Unaudited)

	Three Months Ended September 30,		Six Months Ended September 30,	
	2020	2019	2020	2019
<b>Net income</b>	\$ 106,008	\$ 95,142	\$ 194,132	\$ 179,919
Less: Net income attributable to noncontrolling interests	150	373	84	560
<b>Net income attributable to shareholders</b>	<b>105,858</b>	94,769	<b>194,048</b>	179,359
<b>Other comprehensive income (loss)</b>				
Amortization of pension and postretirement benefit plan costs, (net of taxes of \$173, \$171, \$347 and \$341, respectively)	(510)	(506)	(1,020)	(1,011)
Change in cumulative currency translation adjustment	78,251	(68,367)	105,870	(64,928)
<b>Total other comprehensive income (loss)</b>	<b>77,741</b>	(68,873)	<b>104,850</b>	(65,939)
<b>Comprehensive income</b>	<b>\$ 183,599</b>	\$ 25,896	<b>\$ 298,898</b>	\$ 113,420

See notes to consolidated financial statements.

**STERIS PLC AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)  
(Unaudited)

	Six Months Ended September 30,	
	2020	2019
<b>Operating activities:</b>		
Net income	\$ 194,132	\$ 179,919
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, depletion, and amortization	103,372	96,736
Deferred income taxes	1,101	(766)
Share-based compensation expense	13,901	13,276
Loss on the disposal of property, plant, equipment, and intangibles, net	178	45
Loss on sale of businesses, net	5	2,476
Other items	5,460	939
Changes in operating assets and liabilities, net of effects of acquisitions:		
Accounts receivable, net	88,134	54,547
Inventories, net	(25,266)	(26,328)
Other current assets	(355)	2,885
Accounts payable	(27,545)	(19,059)
Accruals and other, net	(57,044)	(44,670)
<b>Net cash provided by operating activities</b>	<b>296,073</b>	<b>260,000</b>
<b>Investing activities:</b>		
Purchases of property, plant, equipment, and intangibles, net	(110,746)	(98,168)
Proceeds from the sale of property, plant, equipment and intangibles	275	206
Proceeds from the sale of businesses	—	439
Acquisition of businesses, net of cash acquired	—	(87,935)
Other	(2,392)	—
<b>Net cash used in investing activities</b>	<b>(112,863)</b>	<b>(185,458)</b>
<b>Financing activities:</b>		
Payments on long-term obligations	(35,000)	—
Proceeds (payments) under credit facilities, net	(107,162)	13,240
Deferred financing fees and debt issuance costs	—	(1,206)
Acquisition related deferred or contingent consideration	(42)	(452)
Repurchases of ordinary shares	(14,434)	(37,866)
Cash dividends paid to ordinary shareholders	(65,560)	(60,220)
Contributions from noncontrolling interest	2,258	—
Stock option and other equity transactions, net	20,621	22,975
<b>Net cash used in financing activities</b>	<b>(199,319)</b>	<b>(63,529)</b>
Effect of exchange rate changes on cash and cash equivalents	8,556	(6,110)
Increase (decrease) in cash and cash equivalents	(7,553)	4,903
Cash and cash equivalents at beginning of period	319,581	220,633
<b>Cash and cash equivalents at end of period</b>	<b>\$ 312,028</b>	<b>\$ 225,536</b>

See notes to consolidated financial statements.

**STERIS PLC AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**  
(in thousands, except per share amounts)  
(Unaudited)

<b>Three Months Ended September 30, 2020</b>						
	Ordinary Shares		Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Non-controlling Interest	Total Equity
	Number	Amount				
<b>Balance at June 30, 2020</b>	<b>85,060</b>	<b>\$ 1,983,047</b>	<b>\$ 1,699,971</b>	<b>\$ (208,354)</b>	<b>\$ 15,049</b>	<b>\$ 3,489,713</b>
Comprehensive income:						
Net income	—	—	105,858	—	150	106,008
Other comprehensive income	—	—	—	77,741	—	77,741
Repurchases of ordinary shares	(13)	(15,276)	15,138	—	—	(138)
Equity compensation programs and other	204	23,109	—	—	—	23,109
Cash dividends – \$0.40 per ordinary share	—	—	(34,089)	—	—	(34,089)
Other changes in noncontrolling interest	—	—	—	—	111	111
<b>Balance at September 30, 2020</b>	<b>85,251</b>	<b>\$ 1,990,880</b>	<b>\$ 1,786,878</b>	<b>\$ (130,613)</b>	<b>\$ 15,310</b>	<b>\$ 3,662,455</b>

<b>Six Months Ended September 30, 2020</b>						
	Ordinary Shares		Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Non-controlling Interest	Total Equity
	Number	Amount				
<b>Balance at March 31, 2020</b>	<b>84,924</b>	<b>\$ 1,982,164</b>	<b>\$ 1,647,175</b>	<b>\$ (235,463)</b>	<b>\$ 12,848</b>	<b>\$ 3,406,724</b>
Comprehensive income:						
Net income	—	—	194,048	—	84	194,132
Other comprehensive income	—	—	—	104,850	—	104,850
Repurchases of ordinary shares	(111)	(25,649)	11,215	—	—	(14,434)
Equity compensation programs and other	438	34,365	—	—	—	34,365
Cash dividends – \$0.77 per ordinary share	—	—	(65,560)	—	—	(65,560)
Contributions from noncontrolling interest	—	—	—	—	2,258	2,258
Other changes in noncontrolling interest	—	—	—	—	120	120
<b>Balance at September 30, 2020</b>	<b>85,251</b>	<b>\$ 1,990,880</b>	<b>\$ 1,786,878</b>	<b>\$ (130,613)</b>	<b>\$ 15,310</b>	<b>\$ 3,662,455</b>

**STERIS PLC AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (Continued)**  
**(in thousands, except per share amounts)**  
**(Unaudited)**

**Three Months Ended September 30, 2019**

	Ordinary Shares		Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Non-controlling Interest	Total Equity
	Number	Amount				
<b>Balance at June 30, 2019</b>	84,754	\$ 1,996,354	\$ 1,397,390	\$ (156,844)	\$ 8,102	\$ 3,245,002
<b>Comprehensive income:</b>						
Net income	—	—	94,769	—	373	95,142
Other comprehensive income	—	—	—	(68,873)	—	(68,873)
Repurchases of ordinary shares	(152)	(34,944)	11,963	—	—	(22,981)
Equity compensation programs and other	195	20,250	—	—	—	20,250
Cash dividends \$0.37 per ordinary share	—	—	(31,397)	—	—	(31,397)
Other changes in noncontrolling interest	—	—	—	—	502	502
<b>Balance at September 30, 2019</b>	84,797	\$ 1,981,660	\$ 1,472,725	\$ (225,717)	\$ 8,977	\$ 3,237,645

**Six Months Ended September 30, 2019**

	Ordinary Shares		Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Non-controlling Interest	Total Equity
	Number	Amount				
<b>Balance at March 31, 2019</b>	84,517	\$ 1,998,564	\$ 1,339,024	\$ (159,778)	\$ 7,988	\$ 3,185,798
<b>Comprehensive income:</b>						
Net income	—	—	179,359	—	560	179,919
Other comprehensive income	—	—	—	(65,939)	—	(65,939)
Repurchases of ordinary shares	(279)	(52,428)	14,562	—	—	(37,866)
Equity compensation programs and other	559	35,524	—	—	—	35,524
Cash dividends – \$0.71 per ordinary share	—	—	(60,220)	—	—	(60,220)
Other changes in noncontrolling interest	—	—	—	—	429	429
<b>Balance at September 30, 2019</b>	84,797	\$ 1,981,660	\$ 1,472,725	\$ (225,717)	\$ 8,977	\$ 3,237,645



**STERIS PLC AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**  
**For the Three and Six Months Ended September 30, 2020 and 2019**  
**(dollars in thousands, except as noted)**

**1. Nature of Operations and Summary of Significant Accounting Policies**

***Nature of Operations***

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

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

***Interim Financial Statements***

We prepared the accompanying unaudited consolidated financial statements of the Company according to accounting principles generally accepted in the United States ("U.S. GAAP") for interim financial information and the instructions to the Quarterly Report on Form 10-Q and Rule 10-01 of Regulation S-X. This means that they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. Our unaudited interim consolidated financial statements contain all material adjustments (including normal recurring accruals and adjustments) management believes are necessary to fairly state our financial condition, results of operations, and cash flows for the periods presented.

These interim consolidated financial statements should be read together with the consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended March 31, 2020 dated May 29, 2020. The Consolidated Balance Sheet at March 31, 2020 was derived from the audited consolidated financial statements at that date, but does not include all of the information and footnotes required by U.S. GAAP for complete financial statements.

***Principles of Consolidation***

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

***Use of Estimates***

We make certain estimates and assumptions when preparing financial statements according to U.S. GAAP that affect the reported amounts of assets and liabilities at the financial statement dates and the reported amounts of revenues and expenses during the periods presented. These estimates and assumptions involve judgments with respect to many factors that are difficult to predict and are beyond our control. Actual results could be materially different from these estimates. We revise the estimates and assumptions as new information becomes available. This means that operating results for the three and six month periods ended September 30, 2020 are not necessarily indicative of results that may be expected for future quarters or for the full fiscal year ending March 31, 2021.

***Revenue Recognition and Associated Liabilities***

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

## STERIS PLC AND SUBSIDIARIES

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)—(Continued)**  
**For the Three and Six Months Ended September 30, 2020 and 2019**  
**(dollars in thousands, except as noted)**

contracts totaling \$14,609 and \$7,560, respectively, that had previously been deferred were recognized in our fiscal 2021 first quarter.

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

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

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

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

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

Certain costs to fulfill a contract are capitalized and amortized over the term of the contract if they are recoverable, directly related to a contract and generate resources that we will use to fulfill the contract in the future. At September 30, 2020, assets related to costs to fulfill a contract were not material to our Consolidated Financial Statements.

Refer to Note 9, titled "Business Segment Information" for disaggregation of revenue.

***Product Revenue***

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

***Service Revenue***

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

## STERIS PLC AND SUBSIDIARIES

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)—(Continued)**  
**For the Three and Six Months Ended September 30, 2020 and 2019**  
**(dollars in thousands, except as noted)**

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

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

**Contract Liabilities**

Payments received from Customers are based on invoices or billing schedules as established in contracts with Customers. Deferred revenue is recorded when payment is received in advance of performance under the contract. Deferred revenue is recognized as revenue upon completion of the performance obligation, which generally occurs within one year. During the first six months of fiscal 2021, \$36,768 of the March 31, 2020 deferred revenue balance was recorded as revenue. During the first six months of fiscal 2020, \$42,923 of the March 31, 2019 deferred revenue balance was recorded as revenue.

Refer to Note 6, titled "Additional Consolidated Balance Sheet Information" for Deferred revenue balances.

**Service Liabilities**

Payments received in advance of performance for cancellable preventive maintenance and separately priced extended warranty contracts are recorded as service liabilities. Service liabilities are recognized as revenue as performance is rendered under the contract.

Refer to Note 6, titled "Additional Consolidated Balance Sheet Information" for Service liability balances.

**Remaining Performance Obligations**

Remaining performance obligations reflect only the performance obligations related to agreements for which we have a firm commitment from a Customer to purchase and exclude variable consideration related to unsatisfied performance obligations. With regard to products, these remaining performance obligations include capital equipment and consumable orders which have not shipped. With regard to service, these remaining performance obligations primarily include installation, certification, and outsourced reprocessing services. As of September 30, 2020, the transaction price allocated to remaining performance obligations was approximately \$971,000. We expect to recognize approximately 49% of the transaction price within one year and approximately 45% beyond one year. The remainder has yet to be scheduled for delivery.

**Recently Issued Accounting Standards Impacting the Company**

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

Standard	Date of Issuance	Description	Date of Adoption	Effect on the financial statements or other significant matters
<b>Standards that have been adopted in fiscal 2021</b>				
ASU 2016-13, "Measurement of Credit Losses on Financial Instruments"	June 2016	The standard required a financial asset (or group of financial assets) measured at amortized cost to be presented at the net amount expected to be collected. The allowance for credit losses is a valuation account that is deducted from the amortized cost basis of the financial asset(s) to present the net carrying value at the amount expected to be collected on the financial asset. Credit losses relating to available-for-sale debt securities should be recorded through an allowance for credit losses. The standard was effective for annual periods beginning after December 15, 2019.	First Quarter Fiscal 2021	We adopted this standard effective April 1, 2020 with no material impact to our consolidated financial statements.

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ASU 2018-13 "Fair Value Measurement (Topic 820) Disclosure Framework- Changes to Disclosure Requirements for Fair Value Measurement"	August 2018	The standard modified the disclosure requirements by adding, removing, and modifying certain required disclosures for fair value measurements for assets and liabilities disclosed within the fair value hierarchy. The standard was effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019.	First Quarter Fiscal 2021	We adopted this standard effective April 1, 2020 with no material impact on our consolidated financial statements as it modifies disclosure requirements only.
ASU 2018-14 "Compensation-Retirement Benefits - Defined Benefit Plans- General Topic (715-20): Disclosure Framework- Changes to the Disclosure Requirements for Defined Benefit Plans"	August 2018	The standard modified the disclosure requirements by adding, removing, and modifying certain required disclosures for employers that sponsor defined benefit pension or other post-retirement benefit plans. The standard also clarified disclosure requirements for defined benefit pension plans relating to the projected benefit obligation and accumulated benefit obligation. The standard was effective for fiscal years ending after December 15, 2019.	First Quarter Fiscal 2021	We adopted this standard effective April 1, 2020 with no material impact on our consolidated financial statements as it modifies disclosure requirements only.
ASU 2018-15 "Intangibles-Goodwill and Other-Internal Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement that is a Service Contract"	August 2018	The standard aligned the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. The standard was effective for fiscal years beginning after December 15, 2019.	First Quarter Fiscal 2021	We adopted this standard on April 1, 2020 using the prospective method. The adoption of this standard did not have a material impact on our consolidated financial statements and disclosures.
<b>Standards that have not yet been adopted</b>				
ASU 2019-12 "Income Taxes (Topic 740)"	December 2019	The standard provides final guidance that simplifies the accounting for income taxes by eliminating certain exceptions to the guidance in ASC 740 related to the approach for intra-period tax allocation, the methodology for calculating income taxes in an interim period and the recognition of deferred tax liabilities for outside basis differences. The guidance simplifies accounting for franchise taxes and enacted changes in tax laws or rates and clarifies the accounting for transactions that result in a step-up in the tax basis of goodwill. The standard is effective for fiscal years beginning after December 15, 2020 and early adoption is permitted.	N/A	We are in the process of evaluating the impact that the standard will have on our consolidated financial statements.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)—(Continued)**  
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A detailed description of our significant and critical accounting policies, estimates, and assumptions is included in our consolidated financial statements included in our Annual Report on Form 10-K for the year ended March 31, 2020 dated May 29, 2020. Our significant and critical accounting policies, estimates, and assumptions have not changed materially from March 31, 2020.

**2. Restructuring**

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

Since inception of the Fiscal 2019 Restructuring Plan we have incurred pre-tax expenses totaling \$43,941 related to these restructuring actions, of which \$31,750 was recorded as restructuring expenses and \$12,191 was recorded in cost of revenues, with a total of \$34,116, \$7,474 and \$668 related to the Healthcare, Applied Sterilization Technologies and Life Sciences segments, respectively. Corporate related restructuring charges were \$1,683. Additional restructuring expenses related to this plan are not expected to be material to our results of operations.

Liabilities related to restructuring activities are recorded as current liabilities on the accompanying Consolidated Balance Sheets within "Accrued payroll and other related liabilities" and "Accrued expenses and other." The remaining liability balances at September 30, 2020 and March 31, 2020 are not material.

For more information relating to our restructuring efforts, please refer to our Annual Report on Form 10-K for the year ended March 31, 2020 dated May 29, 2020.

**3. Inventories, Net**

We use the last-in, first-out ("LIFO") and first-in, first-out ("FIFO") cost methods to value inventory. Inventory valued using the LIFO cost method is stated at the lower of cost or market. Inventory valued using the FIFO cost method is stated at the lower of cost or net realizable value. An actual valuation of inventory under the LIFO method is made only at the end of the fiscal year based on the inventory levels and costs at that time. Accordingly, interim LIFO calculations are based on management's estimates of expected year-end inventory levels and are subject to the final fiscal year-end LIFO inventory valuation. Inventory costs include material, labor, and overhead. Inventories, net consisted of the following:

	September 30, 2020	March 31, 2020
Raw materials	\$ 101,608	\$ 94,321
Work in process	40,617	35,643
Finished goods	172,483	151,381
LIFO reserve	(18,752)	(16,937)
Reserve for excess and obsolete inventory	(17,363)	(16,149)
<b>Inventories, net</b>	<b>\$ 278,593</b>	<b>\$ 248,259</b>

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)—(Continued)**  
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**4. Property, Plant and Equipment**

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

	September 30, 2020	March 31, 2020
Land and land improvements <sup>(1)</sup>	\$ 67,407	\$ 65,994
Buildings and leasehold improvements	546,273	531,267
Machinery and equipment	722,017	682,488
Information systems	182,104	181,112
Radioisotope	547,395	508,593
Construction in progress <sup>(1)</sup>	196,016	159,731
<b>Total property, plant, and equipment</b>	<b>2,261,212</b>	<b>2,129,185</b>
Less: accumulated depreciation and depletion	<b>(1,085,146)</b>	<b>(1,017,330)</b>
<b>Property, plant, and equipment, net</b>	<b>\$ 1,176,066</b>	<b>\$ 1,111,855</b>

<sup>(1)</sup> Land is not depreciated. Construction in progress is not depreciated until placed in service.

**5. Debt**

Indebtedness was as follows:

	September 30, 2020	March 31, 2020
Credit Agreement	\$ 170,280	\$ 275,449
Private Placement	853,310	878,409
Deferred financing costs	<b>(3,036)</b>	<b>(3,337)</b>
<b>Total long term debt</b>	<b>\$ 1,020,554</b>	<b>\$ 1,150,521</b>

Additional information regarding our indebtedness is included in the notes to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended March 31, 2020 dated May 29, 2020.

## STERIS PLC AND SUBSIDIARIES

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)—(Continued)**  
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**6. Additional Consolidated Balance Sheet Information**

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

	September 30, 2020	March 31, 2020
<b>Accrued payroll and other related liabilities:</b>		
Compensation and related items	\$ 50,424	\$ 42,205
Accrued vacation/paid time off	14,227	9,917
Accrued bonuses	34,307	53,041
Accrued employee commissions	12,012	19,298
Other postretirement benefit obligations-current portion	1,488	1,488
Other employee benefit plans obligations-current portion	2,323	2,312
<b>Total accrued payroll and other related liabilities</b>	<b>\$ 114,781</b>	<b>\$ 128,261</b>
<b>Accrued expenses and other:</b>		
Deferred revenues	\$ 35,035	\$ 53,299
Service liabilities	39,840	47,505
Self-insured risk reserves-current portion	7,773	7,342
Accrued dealer commissions	20,913	15,827
Accrued warranty	6,951	7,381
Asset retirement obligation-current portion	1,184	2,671
Other	47,195	58,158
<b>Total accrued expenses and other</b>	<b>\$ 158,891</b>	<b>\$ 192,183</b>
<b>Other liabilities:</b>		
Self-insured risk reserves-long-term portion	\$ 17,452	\$ 17,452
Other postretirement benefit obligations-long-term portion	8,861	9,880
Defined benefit pension plans obligations-long-term portion	10,760	10,987
Other employee benefit plans obligations-long-term portion	2,266	2,333
Accrued long-term income taxes	10,841	11,959
Asset retirement obligation-long-term portion	11,560	9,843
Other	23,336	27,892
<b>Total other liabilities</b>	<b>\$ 85,076</b>	<b>\$ 90,346</b>

**7. Income Tax Expense**

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

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

The effective income tax rates for the three month periods ended September 30, 2020 and 2019 were 20.8% and 18.9%, respectively. The effective income tax rates for the six month periods ended September 30, 2020 and 2019 were 19.3% and 17.0%, respectively. The fiscal 2021 effective tax rate increased when compared to fiscal 2020 primarily due to an increased percentage of profits earned and taxed in jurisdictions with a higher tax rate.

Income tax expense is provided on an interim basis based upon our estimate of the annual effective income tax rate, adjusted each quarter for discrete items. In determining the estimated annual effective income tax rate, we analyze various

## STERIS PLC AND SUBSIDIARIES

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)—(Continued)**  
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factors, including projections of our annual earnings and taxing jurisdictions in which the earnings will be generated, the impact of state and local income taxes, our ability to use tax credits and net operating loss carry forwards, and available tax planning alternatives.

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

In May 2019, we received two notices of proposed tax adjustment from the U.S. Internal Revenue Service (the "IRS") regarding the deductibility of interest paid on certain intercompany debt. The notices relate to fiscal years 2016 and 2017. In September 2019, we received another notice of proposed adjustment for the same issue, for the 2018 fiscal year. The IRS adjustments would result in a cumulative tax liability of approximately \$40,000. Notices have not been received for subsequent periods. We are contesting the IRS's assertions, and are scheduled for an initial appeals proceeding later in the 2021 fiscal year. We have not established reserves related to these notices. An unfavorable outcome is not expected to have a material adverse impact on our consolidated financial position but could be material to our consolidated results of operations and cash flows for any one period.

**8. Commitments and Contingencies**

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

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

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

For additional information regarding these matters, see the following portions of our Annual Report on Form 10-K for the year ended March 31, 2020 dated May 29, 2020: Item 1 titled "Business - Information with respect to our Business in General - Government Regulation", and the "Risk Factors" in Item 1A titled "Product related regulations and claims".

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

We are subject to taxation from United States federal, state and local, and non-U.S. jurisdictions. Tax positions are settled primarily through the completion of audits within each individual jurisdiction or the closing of statutes of limitation. Changes in applicable tax law or other events may also require us to revise past estimates. We describe income taxes further in Note 7 to our consolidated financial statements titled, "Income Tax Expense" in this Quarterly Report on Form 10-Q.

**9. Business Segment Information**



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

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

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

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

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

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

For the three and six months ended September 30, 2020, revenues from a single Customer did not represent ten percent or more of any reportable segment's revenues. Additional information regarding our segments is included in our consolidated financial statements included in our Annual Report on Form 10-K for the year ended March 31, 2020, dated May 29, 2020.

Financial information for each of our segments is presented in the following table:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2020	2019	2020	2019
<b>Revenues:</b>				
Healthcare	\$ 470,927	\$ 485,283	\$ 870,585	\$ 931,015
Applied Sterilization Technologies	169,547	152,907	321,909	307,193
Life Sciences	115,658	98,650	232,570	195,435
<b>Total revenues</b>	<b>\$ 756,132</b>	<b>\$ 736,840</b>	<b>\$ 1,425,064</b>	<b>\$ 1,433,643</b>
<b>Operating income (loss):</b>				
Healthcare	\$ 104,796	\$ 103,035	\$ 187,153	\$ 193,550
Applied Sterilization Technologies	76,835	65,386	140,790	133,421
Life Sciences	46,433	32,315	94,894	65,354
Corporate	(58,155)	(50,956)	(110,522)	(106,353)
<b>Total operating income before adjustments</b>	<b>\$ 169,909</b>	<b>\$ 149,780</b>	<b>\$ 312,315</b>	<b>\$ 285,972</b>
<b>Less: Adjustments</b>				
Amortization of acquired intangible assets <sup>(1)</sup>	\$ 21,955	\$ 18,952	\$ 39,455	\$ 35,901
Acquisition and integration related charges <sup>(2)</sup>	1,135	1,947	2,421	3,864
Redomiciliation and tax restructuring costs <sup>(3)</sup>	384	1,016	554	2,786
Net (gain) loss on divestiture of businesses <sup>(1)</sup>	(5)	50	5	2,476
Amortization of property "step up" to fair value <sup>(1)</sup>	714	446	1,317	1,181
COVID-19 incremental costs <sup>(4)</sup>	4,539	—	13,209	—
Restructuring charges <sup>(5)</sup>	(76)	636	90	2,943
<b>Total operating income</b>	<b>\$ 141,263</b>	<b>\$ 126,733</b>	<b>\$ 255,264</b>	<b>\$ 236,821</b>

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<sup>(1)</sup> For more information regarding our recent acquisitions and divestitures refer to our Annual Report on Form 10-K for the year ended March 31, 2020, dated May 29, 2020.

<sup>(2)</sup> Acquisition and integration related charges include transaction costs and integration expenses associated with acquisitions.

<sup>(3)</sup> Costs incurred in connection with the Redomiciliation.

<sup>(4)</sup> COVID-19 incremental costs includes the additional costs attributable to COVID-19 such as enhanced cleaning protocols, personal protective equipment for our employees, event cancellation fees, and payroll costs associated with our response to COVID-19, net of any government subsidies available.

<sup>(5)</sup> For more information regarding our restructuring efforts refer to Note 2 titled, "Restructuring".

Additional information regarding our fiscal 2021 and fiscal 2020 revenue is disclosed in the following tables:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2020	2019	2020	2019
<b>Healthcare:</b>				
Capital equipment	\$ 131,673	\$ 152,631	\$ 259,755	273,486
Consumables	122,797	116,033	206,551	232,115
Service	216,457	216,619	404,279	425,414
<b>Total Healthcare Revenues</b>	<b>\$ 470,927</b>	<b>\$ 485,283</b>	<b>\$ 870,585</b>	<b>\$ 931,015</b>
<b>Applied Sterilization Technologies Service Revenues</b>	<b>\$ 169,547</b>	<b>\$ 152,907</b>	<b>\$ 321,909</b>	<b>\$ 307,193</b>
<b>Life Sciences:</b>				
Capital equipment	\$ 29,241	\$ 26,462	\$ 59,671	\$ 53,231
Consumables	55,793	42,540	114,635	86,569
Service	30,624	29,648	58,264	55,635
<b>Total Life Sciences Revenues</b>	<b>\$ 115,658</b>	<b>\$ 98,650</b>	<b>\$ 232,570</b>	<b>\$ 195,435</b>
<b>Total Revenues</b>	<b>\$ 756,132</b>	<b>\$ 736,840</b>	<b>\$ 1,425,064</b>	<b>\$ 1,433,643</b>

	Three Months Ended September 30,		Six Months Ended September 30,	
	2020	2019	2020	2019
<b>Revenues:</b>				
Ireland	\$ 17,090	\$ 15,171	\$ 31,463	\$ 30,279
United States	549,449	538,101	1,041,157	1,049,253
Other locations	189,593	183,568	352,444	354,111
<b>Total Revenues</b>	<b>\$ 756,132</b>	<b>\$ 736,840</b>	<b>\$ 1,425,064</b>	<b>\$ 1,433,643</b>

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

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

	September 30, 2020	March 31, 2020
<b>Assets:</b>		
Healthcare and Life Sciences	\$ 2,642,515	\$ 2,705,377
Applied Sterilization Technologies	2,850,052	2,720,205
<b>Total assets</b>	<b>\$ 5,492,567</b>	<b>\$ 5,425,582</b>

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**10. Shares and Preferred Shares****Ordinary shares**

We calculate basic earnings per share based upon the weighted average number of shares outstanding. We calculate diluted earnings per share based upon the weighted average number of shares outstanding plus the dilutive effect of share equivalents calculated using the treasury stock method.

The following is a summary of shares and share equivalents outstanding used in the calculations of basic and diluted earnings per share:

Denominator (shares in thousands):	Three Months Ended September 30,		Six Months Ended September 30,	
	2020	2019	2020	2019
Weighted average shares outstanding—basic	<b>85,170</b>	84,795	<b>85,065</b>	84,716
Dilutive effect of share equivalents	<b>674</b>	900	<b>695</b>	914
Weighted average shares outstanding and share equivalents—diluted	<b>85,844</b>	85,695	<b>85,760</b>	85,630

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

(shares in thousands)	Three Months Ended September 30,		Six Months Ended September 30,	
	2020	2019	2020	2019
Number of share options	<b>503</b>	341	<b>416</b>	231

**Additional Authorized Shares**

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

**11. Repurchases of Ordinary Shares**

On May 7, 2019, our Board of Directors authorized a share repurchase program resulting in a share repurchase authorization of approximately \$78,979 (net of taxes, fees and commissions). On July 30, 2019, our Board of Directors approved an increase in the May 7, 2019 authorization of an additional amount of \$300,000 (net of taxes, fees and commissions). As of September 30, 2020, there was approximately \$333,932 (net of taxes, fees and commissions) of remaining availability under the Board authorized share repurchase program. The share repurchase program has no specified expiration date.

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

From the start of fiscal 2021 through April 9, 2020, we repurchased 35,000 of our ordinary shares for the aggregate amount of \$5,047 (net of fees and commissions) pursuant to the authorizations. During the first six months of fiscal 2020, we repurchased 205,059 of our ordinary shares for the aggregate amount of \$30,000 (net of fees and commissions) pursuant to the authorizations.

During the first six months of fiscal 2021 we obtained 76,286 of our ordinary shares in the aggregate amount of \$9,386 in connection with share based compensation award programs. During the first six months of fiscal 2020, we obtained 73,914 of our ordinary shares in the aggregate amount of \$7,955 in connection with share based compensation award programs.

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**12. Share-Based Compensation**

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

Stock options provide the right to purchase our shares at the market price on the date of grant, or for options granted to employees in fiscal 2019 and thereafter, 110% of the market price on the date of grant, subject to the terms of the plan and agreements. Generally, one-fourth of the stock options granted to employees become exercisable for each full year of employment following the grant date. Stock options granted generally expire 10 years after the grant date, or in some cases earlier if the option holder is no longer employed by us. Restricted shares and restricted share units generally cliff vest after a four year period or vest in tranches of one-fourth of the number granted for each year of employment after the grant date. As of September 30, 2020, 3,568,985 ordinary shares remained available for grant under the long-term incentive plan.

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

The following weighted-average assumptions were used for options granted during the first six months of fiscal 2021 and 2020:

	Fiscal 2021	Fiscal 2020
Risk-free interest rate	<b>0.46 %</b>	2.26 %
Expected life of options	<b>6.0 years</b>	6.2 years
Expected dividend yield of stock	<b>0.96 %</b>	1.22 %
Expected volatility of stock	<b>23.04 %</b>	20.27 %

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

A summary of share option activity is as follows:

	Number of Options	Weighted Average Exercise Price Per Share	Average Remaining Contractual Term	Aggregate Intrinsic Value
<b>Outstanding at March 31, 2020</b>	1,796,126	\$ 91.29		
Granted	288,936	181.33		
Exercised	(292,199)	71.96		
Forfeited	(32,002)	121.80		
<b>Outstanding at September 30, 2020</b>	<b>1,760,861</b>	<b>\$ 108.72</b>	<b>7.0 years</b>	<b>\$ 120,484</b>
<b>Exercisable at September 30, 2020</b>	<b>988,477</b>	<b>\$ 80.98</b>	<b>5.7 years</b>	<b>\$ 94,113</b>

We estimate that 749,747 of the non-vested stock options outstanding at September 30, 2020 will ultimately vest.

## STERIS PLC AND SUBSIDIARIES

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)—(Continued)**  
**For the Three and Six Months Ended September 30, 2020 and 2019**  
**(dollars in thousands, except as noted)**

The aggregate intrinsic value in the table above represents the total pre-tax difference between the \$176.19 closing price of our ordinary shares on September 30, 2020 over the exercise prices of the stock options, multiplied by the number of options outstanding or outstanding and exercisable, as applicable. The aggregate intrinsic value is not recorded for financial accounting purposes and the value changes daily based on the daily changes in the fair market value of ordinary shares.

The total intrinsic value of stock options exercised during the first six months of fiscal 2021 and fiscal 2020 was \$25,244 and \$35,886, respectively. Net cash proceeds from the exercise of stock options were \$20,600 and \$22,371 for the first six months of fiscal 2021 and fiscal 2020, respectively.

The weighted average grant date fair value of stock option grants was \$27.66 and \$23.52 for the first six months of fiscal 2021 and fiscal 2020, respectively.

Stock appreciation rights (“SARS”) carry generally the same terms and vesting requirements as stock options except that they are settled in cash upon exercise and therefore, are classified as liabilities. The fair value of the outstanding SARS as of September 30, 2020 and 2019 was \$448 and \$587, respectively.

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

	Number of Restricted Shares	Number of Restricted Share Units	Weighted-Average Grant Date Fair Value
<b>Non-vested at March 31, 2020</b>	575,830	30,894	\$ 98.07
Granted	137,385	14,124	164.45
Vested	(156,390)	(16,150)	84.64
Forfeited	(15,430)	—	102.07
<b>Non-vested at September 30, 2020</b>	<b>541,395</b>	<b>28,868</b>	<b>\$ 119.72</b>

Restricted shares granted are valued based on the closing stock price at the grant date. The value of restricted shares and units that vested during the first six months of fiscal 2021 at the time of grant was \$14,604.

As of September 30, 2020, there was a total of \$57,787 in unrecognized compensation cost related to non-vested share-based compensation granted under our share-based compensation plan. We expect to recognize the cost over a weighted average period of 2.3 years.

### 13. Financial and Other Guarantees

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

Changes in our warranty liability during the first six months of fiscal 2021 were as follows:

	Warranties
<b>Balance, March 31, 2020</b>	\$ 7,381
Warranties issued during the period	4,866
Settlements made during the period	(5,296)
<b>Balance, September 30, 2020</b>	<b>\$ 6,951</b>

### 14. Derivatives and Hedging

From time to time, we enter into forward contracts to hedge potential foreign currency gains and losses that arise from transactions denominated in foreign currencies, including inter-company transactions. We may also enter into commodity swap contracts to hedge price changes in nickel that impact raw materials included in our cost of revenues. During the second quarter

## STERIS PLC AND SUBSIDIARIES

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)—(Continued)**  
**For the Three and Six Months Ended September 30, 2020 and 2019**  
**(dollars in thousands, except as noted)**

of fiscal 2021, we also held forward foreign currency contracts to hedge a portion of our expected non-U.S. dollar denominated earnings against our reporting currency, the U.S. dollar. These foreign currency exchange contracts will mature during fiscal 2021. We did not elect hedge accounting for these forward foreign currency contracts; however, we may seek to apply hedge accounting in future scenarios. We do not use derivative financial instruments for speculative purposes.

None of these contracts are designated as hedging instruments and do not receive hedge accounting treatment; therefore, changes in their fair value are not deferred but are recognized immediately in the Consolidated Statements of Income. At September 30, 2020, we held foreign currency forward contracts to buy 69.9 million Mexican pesos and 4.5 million Canadian dollars; and to sell 8.0 million euros. At September 30, 2020 we held commodity swap contracts to buy 357.6 thousand pounds of nickel.

Balance sheet location	Asset Derivatives		Liability Derivatives	
	Fair Value at September 30, 2020	Fair Value at March 31, 2020	Fair Value at September 30, 2020	Fair Value at March 31, 2020
Prepaid & Other	\$ 538	\$ 124	\$ —	\$ —
Accrued expenses and other	\$ —	\$ —	\$ 609	\$ 912

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

	Location of gain (loss) recognized in income	Amount of gain (loss) recognized in income			
		Three Months Ended September 30,		Six Months Ended September 30,	
		2020	2019	2020	2019
Foreign currency forward contracts	Selling, general and administrative	\$ (223)	\$ 299	\$ (80)	\$ 705
Commodity swap contracts	Cost of revenues	\$ 386	\$ 796	\$ 751	\$ 669

Additionally, we hold our debt in multiple currencies to fund our operations and investments in certain subsidiaries. We designate portions of foreign currency denominated intercompany loans as hedges of portions of net investments in foreign operations. Net debt designated as non-derivative net investment hedging instruments totaled \$48,753 at September 30, 2020. These hedges are designed to be fully effective and any associated gain or loss is recognized in Accumulated Other Comprehensive Income and will be reclassified to income in the same period when a gain or loss related to the net investment in the foreign operation is included in income.

**STERIS PLC AND SUBSIDIARIES**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)—(Continued)**  
**For the Three and Six Months Ended September 30, 2020 and 2019**  
**(dollars in thousands, except as noted)**
**15. Fair Value Measurements**

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

The following table shows the fair value of our financial assets and liabilities at September 30, 2020 and March 31, 2020:

	Fair Value Measurements							
	Carrying Value		Quoted Prices in Active Markets for Identical Assets		Significant Other Observable Inputs		Significant Unobservable Inputs	
	September 30,	March 31,	Level 1 September 30,	Level 1 March 31,	Level 2 September 30,	Level 2 March 31,	Level 3 September 30,	Level 3 March 31,
<b>Assets:</b>								
Cash and cash equivalents	\$ 312,028	\$ 319,581	\$ 312,028	\$ 319,581	\$ —	\$ —	\$ —	\$ —
Forward and swap contracts <sup>(1)</sup>	538	124	—	—	538	124	—	—
Equity investments <sup>(2)</sup>	9,868	9,624	9,868	9,624	—	—	—	—
Other investments	2,654	2,507	2,654	2,507	—	—	—	—
<b>Liabilities:</b>								
Forward and swap contracts <sup>(1)</sup>	\$ 609	\$ 912	\$ —	\$ —	\$ 609	\$ 912	\$ —	\$ —
Deferred compensation plans <sup>(2)</sup>	1,662	1,475	1,662	1,475	—	—	—	—
Long term debt <sup>(3)</sup>	1,020,554	1,150,521	—	—	1,081,626	1,143,978	—	—
Contingent consideration obligations <sup>(4)</sup>	16,364	15,988	—	—	—	—	16,364	15,988

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

<sup>(2)</sup> We maintain a frozen domestic non-qualified deferred compensation plan covering certain employees, which allows for the deferral of payment of previously earned compensation for an employee-specified term or until retirement or termination. Amounts deferred can be allocated to various hypothetical investment options (compensation deferrals have been frozen under the plan). We hold investments to satisfy the future obligations of the plan. Employees who made deferrals are entitled to receive distributions of their hypothetical account balances (amounts deferred, together with earnings (losses)). We also hold an investment in the common stock of Servizi Italia, S.p.A, a leading provider of integrated linen washing and outsourced sterile processing services to hospital Customers. Changes in the fair value of these investments are recorded in the "Interest income and miscellaneous expense line" of the Consolidated Statement of Income. During the second quarter and first half of fiscal 2021, we recorded losses of \$384 and \$74, respectively, related to these investments. During the second quarter and first half of fiscal 2020, we recorded losses of \$721 and \$2,479, respectively, related to these investments.

<sup>(3)</sup> We estimate the fair value of our long-term debt using discounted cash flow analyses, based on our current incremental borrowing rates for similar types of borrowing arrangements.

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

## STERIS PLC AND SUBSIDIARIES

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)—(Continued)**  
**For the Three and Six Months Ended September 30, 2020 and 2019**  
**(dollars in thousands, except as noted)**

The changes in Level 3 assets and liabilities measured at fair value on a recurring basis at September 30, 2020 are summarized as follows:

	Contingent Consideration
<b>Balance at March 31, 2020</b>	\$ 15,988
Additions	538
Payments	(42)
Currency translation adjustments	(120)
<b>Balance at September 30, 2020</b>	<b>\$ 16,364</b>



**STERIS PLC AND SUBSIDIARIES**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)—(Continued)**  
**For the Three and Six Months Ended September 30, 2020 and 2019**  
**(dollars in thousands, except as noted)**
**16. Reclassifications Out of Accumulated Other Comprehensive Income (Loss)**

Amounts in Accumulated Other Comprehensive Income (Loss) are presented net of the related tax. Currency Translation is not adjusted for income taxes. Changes in our Accumulated Other Comprehensive Income (Loss) balances, net of tax, for the three months ended September 30, 2020 and 2019 were as follows:

	Defined Benefit Plans <sup>(1)</sup>		Currency Translation <sup>(2)</sup>		Total Accumulated Other Comprehensive Income (Loss)	
	Three Months	Six Months	Three Months	Six Months	Three Months	Six Months
<b>Beginning Balance</b>	\$ (7,323)	\$ (6,813)	\$ (201,031)	\$ (228,650)	\$ (208,354)	\$ (235,463)
Other Comprehensive Income before reclassifications	324	648	78,251	105,870	78,575	106,518
Amounts reclassified from Accumulated Other Comprehensive (Loss)	(834)	(1,668)	—	—	(834)	(1,668)
Net current-period Other Comprehensive (Loss) Income	(510)	(1,020)	78,251	105,870	77,741	104,850
<b>Balance at September 30, 2020</b>	<b>\$ (7,833)</b>	<b>\$ (7,833)</b>	<b>\$ (122,780)</b>	<b>\$ (122,780)</b>	<b>\$ (130,613)</b>	<b>\$ (130,613)</b>

<sup>(1)</sup> The amortization (gain) of defined benefit pension items is reported in the Interest income and miscellaneous expense line of our Consolidated Statements of Income.

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

	Defined Benefit Plans <sup>(1)</sup>		Currency Translation <sup>(2)</sup>		Total Accumulated Other Comprehensive Income (Loss)	
	Three Months	Six Months	Three Months	Six Months	Three Months	Six Months
<b>Beginning Balance</b>	\$ (4,709)	\$ (4,204)	\$ (152,135)	\$ (155,574)	\$ (156,844)	\$ (159,778)
Other Comprehensive Income (Loss) before reclassifications	189	379	(68,367)	(64,928)	(68,178)	(64,549)
Amounts reclassified from Accumulated Other Comprehensive (Loss)	(695)	(1,390)	—	—	(695)	(1,390)
Net current-period Other Comprehensive (Loss)	(506)	(1,011)	(68,367)	(64,928)	(68,873)	(65,939)
<b>Balance at September 30, 2019</b>	<b>\$ (5,215)</b>	<b>\$ (5,215)</b>	<b>\$ (220,502)</b>	<b>\$ (220,502)</b>	<b>\$ (225,717)</b>	<b>\$ (225,717)</b>

<sup>(1)</sup> The amortization (gain) of defined benefit pension items is reported in the Interest income and miscellaneous expense line of our Consolidated Statements of Income.

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

## STERIS PLC AND SUBSIDIARIES

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)—(Continued)**  
**For the Three and Six Months Ended September 30, 2020 and 2019**  
**(dollars in thousands, except as noted)****17. Business Acquisitions and Divestitures**

During the first six months of fiscal 2020, we completed several tuck-in acquisitions which continued to expand our product and service offerings in the Healthcare and Applied Sterilization Technologies segments. The aggregate purchase price associated with these transactions was approximately \$88,829, net of cash acquired and including deferred consideration of \$894. Acquisition related costs are reported in the selling, general, and administrative expense line of the Consolidated Statements of Income and amounts are not material.

The purchase price for the acquisitions was financed with both cash on hand and with credit facility borrowings. Purchase price allocations are finalized within a measurement period not to exceed one year from closing. Any provisional adjustments recorded were not material.

During the first quarter of fiscal 2020, we sold the operations of our Healthcare Specialty Services business that were located in China. We recorded proceeds of \$439, net of cash divested, and recognized a pre-tax loss on the sale of \$2,330 in the selling, general and administrative expense line of the Consolidated Statements of Income. The business generated annual revenues of approximately \$5,000.

**18. Loans Receivable**

In connection with an equity investment of \$4,955, we agreed to provide a credit facility of up to approximately \$11,000 for a term of up to seven years ending in 2025. The loan carries an interest rate of 4% compounded daily and payable annually. Outstanding borrowings under the agreement totaled \$9,864 at September 30, 2020 and \$7,084 at March 31, 2020.

In connection with the fiscal 2017 divestiture of Synergy Health Netherlands Linen Management Services, we entered into a loan agreement to provide financing of up to €15,000 for a term of up to 15 years. The loan carried an interest rate of 4% for the first four years and 12% thereafter. The loan was renegotiated during the third quarter of fiscal 2020. According to the new terms of the loan agreement, the outstanding balance at October 31, 2019, of €7,300, will be repaid in six equal annual installments beginning on October 18, 2022. The loan carries an interest rate of 4% for the first four years and 8% thereafter. Outstanding borrowings under the agreement totaled \$8,545 (or €7,300) at September 30, 2020 and \$8,072 (or €7,300) at March 31, 2020.

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

**19. COVID-19 Pandemic**

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

While we have been impacted and expect this situation to continue to have an impact on our business, the full impact to our results of operations and financial position cannot be reasonably estimated at this time. For additional information and our risk factors related to the COVID-19 pandemic, please refer to our Annual Report on Form 10-K for the year ended March 31, 2020 dated May 29, 2020.

## STERIS PLC AND SUBSIDIARIES

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)—(Continued)**  
**For the Three and Six Months Ended September 30, 2020 and 2019**  
**(dollars in thousands, except as noted)****20. Subsequent Events**

On October 2, 2020, we entered into a purchase agreement to acquire all of the outstanding units and equity of Key Surgical, LLC ("Key Surgical"). Key Surgical is a portfolio company of Water Street Healthcare Partners, LLC and is a global provider of sterile processing, operating room and endoscopy consumable products serving hospitals and surgical facilities. Key Surgical is expected to be integrated into our Healthcare segment. We anticipate that the acquisition will be completed before December 31, 2020.

The purchase price is \$850,000 in cash, or approximately \$810,000 net of tax benefits, and is subject to customary adjustments. We are not assuming any pre-existing debt, and intend to fund the purchase through a combination of debt and cash on hand. On October 2, 2020, we entered into a financing commitment with several lenders providing for the establishment of a new senior unsecured three year term loan credit facility to be effective upon closing of the acquisition in the amount of \$550,000 to partially fund the acquisition.

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

## Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of STERIS plc

### Results of Review of Interim Financial Statements

We have reviewed the accompanying consolidated balance sheet of STERIS plc and subsidiaries (the Company) as of September 30, 2020, the related consolidated statements of income, comprehensive income and shareholders' equity for the three- and six- month periods ended September 30, 2020 and 2019 and the consolidated statement of cash flows for the six- month periods ended September 30, 2020 and 2019, and the related notes (collectively referred to as the "consolidated interim financial statements"). Based on our reviews, we are not aware of any material modifications that should be made to the consolidated interim financial statements for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheet of the Company as of March 31, 2020, the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows for the year then ended, and the related notes and schedule (not presented herein); and in our report dated May 29, 2020, we expressed an unqualified audit opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet as of March 31, 2020, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

### Basis for Review Results

These financial statements are the responsibility of the Company's management. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the SEC and the PCAOB. We conducted our review in accordance with the standards of the PCAOB. A review of interim financial statements consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the PCAOB, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

/s/ Ernst & Young LLP

Cleveland, Ohio  
November 6, 2020

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Introduction

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

- what factors affect our business;
- what our earnings and costs were in each period presented;
- why those earnings and costs were different from prior periods;
- where our earnings came from;
- how this affects our overall financial condition;
- what our expenditures for capital projects were; and
- where cash will come from to fund future debt principal repayments, growth outside of core operations, repurchases of shares, cash dividends and future working capital needs.

As you read the MD&A, it may be helpful to refer to information in our consolidated financial statements, which present the results of our operations for the second quarter and first half of fiscal 2021 and fiscal 2020. It may also be helpful to read the MD&A in our Annual Report on Form 10-K for the year ended March 31, 2020 dated May 29, 2020. In the MD&A, we analyze and explain the period-over-period changes in the specific line items in the Consolidated Statements of Income. Our analysis may be important to you in making decisions about your investments in STERIS.

### Financial Measures

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

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

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

### Revenues – Defined

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

- **Revenues** – Our revenues are presented net of sales returns and allowances.
- **Product Revenues** – We define product revenues as revenues generated from sales of consumable and capital equipment products.
- **Service Revenues** – We define service revenues as revenues generated from parts and labor associated with the maintenance, repair, and installation of our capital equipment. Service revenues also include hospital sterilization services, instrument and scope repairs, as well as revenues generated from contract sterilization and laboratory services offered through our Applied Sterilization Technologies segment.

- **Capital Equipment Revenues** – We define capital equipment revenues as revenues generated from sales of capital equipment, which includes: steam and gas sterilizers, low temperature liquid chemical sterilant processing systems, pure steam/water systems, surgical lights and tables, and integrated OR.
- **Consumable Revenues** – We define consumable revenues as revenues generated from sales of the consumable family of products, which includes dedicated consumables including V-PRO, SYSTEM 1 and 1E consumables, gastrointestinal endoscopy accessories, sterility assurance products, barrier protection solutions, cleaning consumables, and surgical instruments.
- **Recurring Revenues** – We define recurring revenues as revenues generated from sales of consumable products and service revenues.

### **General Company Overview and Executive Summary**

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

We operate and report our financial information in three reportable business segments: Healthcare, Applied Sterilization Technologies and Life Sciences. Non-allocated operating costs that support the entire Company and items not indicative of operating trends are excluded from segment operating income. We describe our business segments in Note 9 to our consolidated financial statements, titled "Business Segment Information."

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

**Acquisitions and Divestitures.** On October 2, 2020, we entered into a purchase agreement to acquire all of the outstanding units and equity of Key Surgical, LLC ("Key Surgical"). Key Surgical is a portfolio company of Water Street Healthcare Partners, LLC and is a global provider of sterile processing, operating room and endoscopy consumable products serving hospitals and surgical facilities. Key Surgical is expected to be integrated into our Healthcare segment. We anticipate that the acquisition will be completed before December 31, 2020.

The purchase price is \$850.0 million in cash, or approximately \$810.0 million net of tax benefits, and is subject to customary adjustments. We are not assuming any pre-existing debt, and intend to fund the purchase through a combination of debt and cash on hand. On October 2, 2020, we entered into a financing commitment with several lenders providing for the establishment of a new senior unsecured three year term loan credit facility to be effective upon closing of the acquisition in the amount of \$550.0 million to partially fund the acquisition.

During the first half of fiscal 2020, we completed several tuck-in acquisitions which continued to expand our product offerings in the Healthcare and Applied Sterilization Technologies segments. During the first half of fiscal 2020, we sold the operations of our Healthcare Specialty Services business that were located in China. The business generated annual revenues of approximately \$5.0 million.

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

While we have been impacted and expect this situation to continue to have an impact on our business, the full impact to our results of operations and financial position cannot be reasonably estimated at this time. For additional information and our risk factors related to the COVID-19 pandemic, please refer to our Annual Report on Form 10-K for the year ended March 31, 2020 dated May 29, 2020.

**Highlights.** Revenues increased 2.6%, to \$756.1 million for the three months ended September 30, 2020, as compared to \$736.8 million for the same period in the prior year. The increase reflects organic revenue growth in the Applied Sterilization Technologies and Life Sciences segments and favorable fluctuations in currencies, which were partially offset by a decline in the Healthcare segment. Growth in the Applied Sterilization Technologies segment was primarily due to volume as procedure volumes rebounded during our second fiscal quarter. Growth in the Life Sciences segment was due to increased demand for our products and services from our pharma Customers focused on vaccines and biologics. The decline in the Healthcare segment was primarily due to a decrease in capital equipment revenues resulting from reduced capital spending in response to the uncertainty surrounding the COVID-19 pandemic, which was partially offset by growth in consumable revenues as procedure volumes rebounded during our second fiscal quarter. Revenues decreased 0.6%, to \$1,425.1 million for the six months ended September 30, 2020, as compared to \$1,433.6 million for the same period in the prior year and reflects a decline in the Healthcare segment, which was partially offset by organic growth in the Applied Sterilization Technologies and Life Sciences segments and favorable fluctuations in currencies. The decline in the Healthcare segment was primarily due to reduced demand for our products and services resulting from the reduction of deferrable surgical procedures as a result of the COVID-19 pandemic, primarily during our first fiscal quarter. Growth in the Applied Sterilization Technologies segment was primarily due to higher volumes. Growth in the Life Sciences segment was due to increased demand for our products and services from our pharma Customers focused on vaccines and biologics. In the first quarter of fiscal 2021, we recognized \$14.6 million of capital equipment revenues that were previously deferred (for more information regarding this change refer to Note 1 of the consolidated statements, titled "Nature of Operations and Summary of Significant Accounting Policies").

Gross profit percentage for the second quarter of fiscal 2021 was 43.6% compared to the gross profit percentage for the second quarter of fiscal 2020 of 43.2%. The favorable impacts of pricing, favorable mix and improved productivity, were partially offset by incremental costs associated with COVID-19. Gross profit percentage for the first half of fiscal 2021 was 43.2% compared to the gross profit percentage for the first half of fiscal 2020 of 43.6%. The unfavorable impacts of incremental costs associated with COVID-19 and a decline in productivity, exceeded the benefits of favorable pricing and favorable mix.

Operating income for the second quarter of fiscal 2021 was \$141.3 million, compared to \$126.7 million for second quarter of fiscal 2020. Operating income during the first half of fiscal 2021 was \$255.3 million, compared to \$236.8 million for the first half of fiscal 2020. These increases were primarily attributable to lower selling, general, and administrative ("SG&A") expenses during the fiscal 2021 periods, as certain expenses were suspended or reduced as a result of the COVID-19 pandemic and an increase in volumes over the prior year for the quarter to date period.

Cash flows from operations were \$296.1 million and free cash flow was \$185.6 million in the first half of fiscal 2021 compared to cash flows from operations of \$260.0 million and free cash flow of \$162.0 million for first half of fiscal 2020 (see the subsection below titled "Non-GAAP Financial Measures" for additional information and related reconciliation of cash flows from operations to free cash flow). The fiscal 2021 increases in cash flows from operations and free cash flow were primarily due to working capital improvements and deferred tax payments under government COVID-19 relief programs.

Our debt-to-total capital ratio was 21.9% at September 30, 2020 and 25.3% at March 31, 2020. During the first half of fiscal 2021, we declared and paid quarterly cash dividends of \$0.77 per ordinary share.

Additional information regarding our financial performance during the second quarter and first half of fiscal 2021 is included in the subsection below titled “Results of Operations.”

### NON-GAAP FINANCIAL MEASURES

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

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

These non-GAAP financial measures are presented with the intent of providing greater transparency to supplemental financial information used by management and the Board of Directors in their financial analysis and operational decision-making. These amounts are disclosed so that the reader has the same financial data that management uses with the belief that it will assist investors and other readers in making comparisons to our historical operating results and analyzing the underlying performance of our operations for the periods presented.

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

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

The following table summarizes the calculation of our free cash flow for the six months ended September 30, 2020 and 2019:

(dollars in thousands)	Six Months Ended September 30,	
	2020	2019
Net cash provided by operating activities	\$ 296,073	\$ 260,000
Purchases of property, plant, equipment and intangibles, net	(110,746)	(98,168)
Proceeds from the sale of property, plant, equipment and intangibles	275	206
<b>Free cash flow</b>	<b>\$ 185,602</b>	<b>\$ 162,038</b>

### Results of Operations

In the following subsections, we discuss our earnings and the factors affecting them for the second quarter and first half of fiscal 2021 compared with the same fiscal 2020 periods. We begin with a general overview of our operating results and then separately discuss earnings for our operating segments.



**Revenues.** The following tables compare our revenues for the three and six months ended September 30, 2020 to the revenues for the three and six months ended September 30, 2019:

(dollars in thousands)	Three Months Ended September 30,		Change	Percent Change
	2020	2019		
<b>Total revenues</b>	\$ 756,132	\$ 736,840	\$ 19,292	2.6 %
<b>Revenues by type:</b>				
Service revenues	416,628	399,174	17,454	4.4 %
Consumable revenues	178,590	158,573	20,017	12.6 %
Capital equipment revenues	160,914	179,093	(18,179)	(10.2)%
<b>Revenues by geography:</b>				
Ireland revenues	17,090	15,171	1,919	12.6 %
United States revenues	549,449	538,101	11,348	2.1 %
Other foreign revenues	189,593	183,568	6,025	3.3 %

Revenues increased 2.6%, to \$756.1 million for the three months ended September 30, 2020, as compared to \$736.8 million for the same period in the prior year. This increase reflects organic growth in the Applied Sterilization Technologies and Life Sciences segments and favorable fluctuations in currencies, which were partially offset by a decline in the Healthcare segment. Growth in the Applied Sterilization Technologies segment was primarily due to volume as procedure volumes rebounded during our second fiscal quarter. Growth in the Life Sciences segment was due to increased demand for our products and services from our pharma Customers focused on vaccines and biologics. The decline in the Healthcare segment was primarily due to a decrease in capital equipment revenues resulting from reduced capital spending in response to the uncertainty surrounding the COVID-19 pandemic, which was partially offset by growth in consumable revenues as procedure volumes rebounded during our second fiscal quarter.

Service revenues increased 4.4% for the three months ended September 30, 2020, as compared to the same period in the prior year, reflecting growth in the Applied Sterilization Technologies and Life Sciences business segments, partially offset by a slight decline in the Healthcare segment. Consumable revenues increased by 12.6% for the three months ended September 30, 2020, as compared to the same period in the prior year, reflecting growth in the Healthcare and Life Sciences segments. Capital equipment revenues decreased 10.2%, for the three months ended September 30, 2020, as compared to the same period in the prior year, reflecting decline in the Healthcare segment, which was partially offset by growth in the Life Sciences segment. The decline in the Healthcare segment was primarily due to reduced capital spending in response to the uncertainty surrounding the COVID-19 pandemic.

Ireland revenues increased 12.6% to \$17.1 million for the three months ended September 30, 2020, as compared to \$15.2 million for the same period in the prior year, reflecting growth in service, consumable and capital equipment revenues.

United States revenues increased 2.1%, to \$549.4 million for the three months ended September 30, 2020, as compared to \$538.1 million for the same period in the prior year, reflecting growth in service and consumable revenues, which were partially offset by decline in capital equipment revenues.

Revenues from other foreign locations, increased 3.3%, to \$189.6 million for the three months ended September 30, 2020, as compared to \$183.6 million for the same period in the prior year. Growth within Canada and the Europe, Middle East & Africa ("EMEA") and Asia Pacific regions was partially offset by a decline in the Latin American region.

(dollars in thousands)	Six Months Ended September 30,		Change	Percent Change
	2020	2019		
<b>Total revenues</b>	\$ 1,425,064	\$ 1,433,643	\$ (8,579)	(0.6)%
<b>Revenues by type:</b>				
Service revenues	784,452	788,242	(3,790)	(0.5)%
Consumable revenues	321,186	318,684	2,502	0.8 %
Capital equipment revenues	319,426	326,717	(7,291)	(2.2)%
<b>Revenues by geography:</b>				
Ireland revenues	31,463	30,279	1,184	3.9 %
United States revenues	1,041,157	1,049,253	(8,096)	(0.8)%
Other foreign revenues	352,444	354,111	(1,667)	(0.5)%

Revenues decreased 0.6%, to \$1,425.1 million for the six months ended September 30, 2020, as compared to \$1,433.6 million for the same period in the prior year. The decrease reflects a decline in the Healthcare segment which was partially offset by organic growth in the Applied Sterilization Technologies and Life Sciences segments and favorable fluctuations in currencies. The decline in the Healthcare segment revenues was primarily due to reduced demand for our products and services resulting from the reduction of deferrable surgical procedures as a result of the COVID-19 pandemic, primarily during our first fiscal quarter. Growth in the Applied Sterilization Technologies segment was primarily due to volume. Growth in the Life Sciences segment was due to increased demand for our products and services from our pharma Customers focused on vaccines and biologics. In the first quarter of fiscal 2021, we recognized \$14.6 million of capital equipment revenues that were previously deferred (for more information regarding this change refer to Note 1 of the consolidated statements, titled "Nature of Operations and Summary of Significant Accounting Policies").

Service revenues decreased 0.5% for the six months ended September 30, 2020, as compared to the same period in the prior year, reflecting decline in the Healthcare segment, which was partially offset by growth in the Applied Sterilization and Life Science segments. Consumable revenues increased by 0.8% for the six months ended September 30, 2020, as compared to the same period in the prior year, reflecting growth in the Life Sciences segment, which was partially offset by a decline in the Healthcare segment. Capital equipment revenues decreased 2.2% for the six months ended September 30, 2020, as compared to the same period in the prior year, reflecting decline in the Healthcare segment, which was partially offset by growth in the Life Sciences segment. In the first quarter of fiscal 2021, we recognized \$14.6 million of capital equipment revenues that were previously deferred (for more information regarding this change refer to Note 1 of the consolidated statements, titled "Nature of Operations and Summary of Significant Accounting Policies").

Ireland revenues increased 3.9% to \$31.5 million for the six months ended September 30, 2020, as compared to \$30.3 million for the same period in the prior year, reflecting growth in service and consumable revenues, which were partially offset by a decline in capital equipment revenues.

United States revenues decreased 0.8%, to \$1,041.2 million for the six months ended September 30, 2020, as compared to \$1,049.3 million for the same period in the prior year, reflecting declines in service and capital equipment revenues, which were partially offset by growth in consumable revenues. In the first quarter of fiscal 2021, we recognized \$14.6 million of capital equipment revenues that were previously deferred (for more information regarding this change refer to Note 1 of the consolidated statements, titled "Nature of Operations and Summary of Significant Accounting Policies").

Revenues from other foreign locations decreased 0.5%, to \$352.4 million for the six months ended September 30, 2020, as compared to \$354.1 million for the same period in the prior year. Declines in the EMEA and Latin American regions were partially offset by growth in Canada and in the Asia Pacific region.

**Gross Profit.** The following table compares our gross profit for the three and six months ended September 30, 2020 to the three and six months ended September 30, 2019:

(dollars in thousands)	Three Months Ended September 30,		Change	Percent Change
	2020	2019		
<b>Gross profit:</b>				
Product	\$ 163,706	\$ 154,066	\$ 9,640	6.3 %
Service	166,331	164,601	1,730	1.1 %
<b>Total gross profit</b>	<b>\$ 330,037</b>	<b>\$ 318,667</b>	<b>\$ 11,370</b>	<b>3.6 %</b>
<b>Gross profit percentage:</b>				
Product	48.2 %	45.6 %		
Service	39.9 %	41.2 %		
<b>Total gross profit percentage</b>	<b>43.6 %</b>	<b>43.2 %</b>		

(dollars in thousands)	Six Months Ended September 30,		Change	Percent Change
	2020	2019		
<b>Gross profit:</b>				
Product	\$ 308,259	\$ 300,842	\$ 7,417	2.5 %
Service	307,346	323,668	(16,322)	(5.0)%
<b>Total gross profit</b>	<b>\$ 615,605</b>	<b>\$ 624,510</b>	<b>\$ (8,905)</b>	<b>(1.4)%</b>
<b>Gross profit percentage:</b>				
Product	48.1 %	46.6 %		
Service	39.2 %	41.1 %		
<b>Total gross profit percentage</b>	<b>43.2 %</b>	<b>43.6 %</b>		

Our gross profit is affected by the volume, pricing, and mix of sales of our products and services, as well as the costs associated with the products and services that are sold.

Gross profit percentage for the second quarter of fiscal 2021 was 43.6% compared to the gross profit percentage for the second quarter of fiscal 2020 of 43.2%. The favorable impacts of pricing (60 basis points), favorable mix (20 basis points) and improved productivity (20 basis points), were partially offset by incremental costs associated with COVID-19 (60 basis points). Gross profit percentage for the first half of fiscal 2021 was 43.2% compared to the gross profit percentage for the first half of fiscal 2020 of 43.6%. The unfavorable impacts of incremental costs associated with COVID-19 (90 basis points) and a decline in productivity (60 basis points), exceeded the benefits of favorable pricing (50 basis points) and favorable mix (60 basis points).

**Operating Expenses.** The following table compares our operating expenses for the three and six months ended September 30, 2020 to the three and six months ended September 30, 2019:

(dollars in thousands)	Three Months Ended September 30,		Change	Percent Change
	2020	2019		
<b>Operating expenses:</b>				
Selling, general, and administrative	\$ 172,707	\$ 175,959	\$ (3,252)	(1.8)%
Research and development	16,143	16,249	(106)	(0.7)%
Restructuring expenses	(76)	(274)	198	NM
<b>Total operating expenses</b>	<b>\$ 188,774</b>	<b>\$ 191,934</b>	<b>\$ (3,160)</b>	<b>(1.6)%</b>

(dollars in thousands)	Six Months Ended September 30,		Change	Percent Change
	2020	2019		
<b>Operating expenses:</b>				
Selling, general, and administrative	\$ 327,877	\$ 354,740	\$ (26,863)	(7.6)%
Research and development	32,374	31,834	540	1.7 %
Restructuring expenses	90	1,115	(1,025)	NM
<b>Total operating expenses</b>	<b>\$ 360,341</b>	<b>\$ 387,689</b>	<b>\$ (27,348)</b>	<b>(7.1)%</b>

NM - Not meaningful.

**Selling, General, and Administrative Expenses.** Significant components of total selling, general, and administrative expenses (“SG&A”) are compensation and benefit costs, fees for professional services, travel and entertainment, facilities costs, and other general and administrative expenses. SG&A decreased 1.8% and 7.6% in the second quarter and first half of fiscal 2021, respectively over the same prior year periods. Volume and performance driven employee compensation costs and travel and meeting costs have declined as a result of the COVID-19 pandemic and measures we have taken in response to it.

**Research and Development.** Research and development expenses decreased 0.7% and increased 1.7% in the second quarter and first half of fiscal 2021, respectively over the same prior year periods. Research and development expenses are influenced by the number and timing of in-process projects and labor hours and other costs associated with these projects. Our research and development initiatives continue to emphasize new product development, product improvements, and the development of new technological platform innovations. During fiscal 2021, our investments in research and development continued to be focused on, but were not limited to, enhancing capabilities of sterile processing combination technologies, procedural products and accessories, and devices and support accessories used in gastrointestinal endoscopy procedures.

**Fiscal 2019 Restructuring Plan.** Since inception of the Fiscal 2019 Restructuring Plan we have incurred pre-tax expenses totaling \$43.9 million related to these restructuring actions, of which \$31.8 million was recorded as restructuring expenses and \$12.2 million was recorded in cost of revenues, with a total of \$34.1 million, \$7.5 million and \$0.7 million related to the Healthcare, Applied Sterilization Technologies and Life Sciences segments, respectively. Corporate related restructuring charges were \$1.7 million. Additional restructuring expenses related to this plan are not expected to be material to our results of operations. Additional restructuring expenses related to this plan are not expected to be material to our results of operations. For additional information on restructuring see Note 2 of our Consolidated Financial Statements, titled "Restructuring".

**Non-Operating Expenses, Net.** Non-operating expenses, net consists of interest expense on debt, offset by interest earned on cash, cash equivalents, and short-term investment balances, and other miscellaneous income. The following table compares our net non-operating expenses for the three and six months ended September 30, 2020 and 2019:

(dollars in thousands)	Three Months Ended September 30,		
	2020	2019	Change
<b>Non-operating expenses, net:</b>			
Interest expense	\$ 8,665	\$ 10,444	\$ (1,779)
Interest income and miscellaneous expense	(1,188)	(1,018)	(170)
<b>Non-operating expenses, net</b>	<b>\$ 7,477</b>	<b>\$ 9,426</b>	<b>\$ (1,949)</b>

(dollars in thousands)	Six Months Ended September 30,		
	2020	2019	Change
<b>Non-operating expenses, net:</b>			
Interest expense	\$ 18,157	\$ 20,889	\$ (2,732)
Interest income and miscellaneous expense	(3,477)	(785)	(2,692)
<b>Non-operating expenses, net</b>	<b>\$ 14,680</b>	<b>\$ 20,104</b>	<b>\$ (5,424)</b>

Interest expense decreased \$1.8 million and \$2.7 million during the second quarter and first half of fiscal 2021, respectively over the same prior year periods. These decreases were primarily due to lower interest rates on floating rate debt. Interest (income) and miscellaneous expense changed by \$0.2 million and \$2.7 million, during the second quarter and first half of fiscal 2021, respectively over the same prior year periods, primarily due to movement on our equity investments (refer to our Note 15 to our consolidated financial statements, titled "Fair Value Measurements" for more information).

**Income Tax Expense.** The following table compares our income tax expense and effective income tax rates for the three and six months ended September 30, 2020 and September 30, 2019:

(dollars in thousands)	Three Months Ended September 30,			Percent Change
	2020	2019	Change	
Income tax expense	\$ 27,778	\$ 22,165	\$ 5,613	25.3%
Effective income tax rate	20.8 %	18.9 %		

(dollars in thousands)	Six Months Ended September 30,			Change	Percent Change
	2020	2019			
Income tax expense	\$ 46,452	\$ 36,798	\$ 9,654	26.2%	
Effective income tax rate	19.3 %	17.0 %			

We record income tax expense during interim periods based on our estimate of the annual effective income tax rate, adjusted each quarter for discrete items. We analyze various factors to determine the estimated annual effective income tax rate, including projections of our annual earnings and taxing jurisdictions in which the earnings will be generated, the impact of state and local income taxes, our ability to use tax credits and net operating loss carryforwards, and available tax planning alternatives.

The effective income tax rates for the three month periods ended September 30, 2020 and 2019 were 20.8% and 18.9%, respectively. The effective income tax rates for the six month periods ended September 30, 2020 and 2019 were 19.3% and 17.0%, respectively. The fiscal 2021 effective tax rates increased as compared to the fiscal 2020 periods, primarily due to an increased percentage of profits earned and taxed in jurisdictions with a higher tax rate.

**Business Segment Results of Operations.** We operate and report in three reportable business segments: Healthcare, Applied Sterilization Technologies and Life Sciences. Non-allocated operating costs that support the entire Company and items not indicative of operating trends are excluded from segment operating income. COVID-19 incremental costs also have been excluded from segment operating income. These costs include payroll costs associated with employees paid but not working as a result of measures taken in response to the COVID-19 pandemic.

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

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

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

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

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

Additional information regarding our segments is included in our consolidated financial statements included in our Annual Report on Form 10-K for the year ended March 31, 2020, dated May 29, 2020.

The following table compares business segment revenues, segment operating income and total operating income for the three and six months ended September 30, 2020 and 2019:

Financial information for each of our segments is presented in the following table:

(dollars in thousands)	Three Months Ended September 30,		Six Months Ended September 30,	
	2020	2019	2020	2019
<b>Revenues:</b>				
Healthcare	\$ 470,927	\$ 485,283	\$ 870,585	\$ 931,015
Applied Sterilization Technologies	169,547	152,907	321,909	307,193
Life Sciences	115,658	98,650	232,570	195,435
<b>Total revenues</b>	<b>\$ 756,132</b>	<b>\$ 736,840</b>	<b>\$ 1,425,064</b>	<b>\$ 1,433,643</b>
<b>Operating income (loss):</b>				
Healthcare	\$ 104,796	\$ 103,035	\$ 187,153	\$ 193,550
Applied Sterilization Technologies	76,835	65,386	140,790	133,421
Life Sciences	46,433	32,315	94,894	65,354
Corporate	(58,155)	(50,956)	(110,522)	(106,353)
<b>Total operating income before adjustments</b>	<b>\$ 169,909</b>	<b>\$ 149,780</b>	<b>\$ 312,315</b>	<b>\$ 285,972</b>
<b>Less: Adjustments</b>				
Amortization of acquired intangible assets <sup>(1)</sup>	\$ 21,955	\$ 18,952	\$ 39,455	\$ 35,901
Acquisition and integration related charges <sup>(2)</sup>	1,135	1,947	2,421	3,864
Redomiciliation and tax restructuring costs <sup>(3)</sup>	384	1,016	554	2,786
Net (gain) loss on divestiture of businesses <sup>(1)</sup>	(5)	50	5	2,476
Amortization of property "step up" to fair value <sup>(1)</sup>	714	446	1,317	1,181
COVID-19 incremental costs <sup>(4)</sup>	4,539	—	13,209	—
Restructuring charges <sup>(5)</sup>	(76)	636	90	2,943
<b>Total operating income</b>	<b>\$ 141,263</b>	<b>\$ 126,733</b>	<b>\$ 255,264</b>	<b>\$ 236,821</b>

<sup>(1)</sup> For more information regarding our recent acquisitions and divestitures refer to our Annual Report on Form 10-K for the year ended March 31, 2020, dated May 29, 2020.

<sup>(2)</sup> Acquisition and integration related charges include transaction costs and integration expenses associated with acquisitions.

<sup>(3)</sup> Costs incurred in connection with the Redomiciliation.

<sup>(4)</sup> COVID-19 incremental costs includes the additional costs attributable to COVID-19 such as enhanced cleaning protocols, personal protective equipment for our employees, event cancellation fees, and payroll costs associated with our response to COVID-19, net of any government subsidies available.

<sup>(5)</sup> For more information regarding our restructuring efforts refer to Note 2 titled, "Restructuring".

Healthcare revenues decreased 3.0% to \$470.9 million for the three months ended September 30, 2020, as compared to \$485.3 million in the same prior year period. Capital equipment revenue declined 13.7%, primarily due to reduced capital spending in response to the uncertainty surrounding the COVID-19 pandemic. Consumables revenues grew 5.8%, as procedure volumes rebounded during our second fiscal quarter. Service revenues were essentially flat. Healthcare revenues decreased 6.5% to \$870.6 million for the six months ended September 30, 2020, as compared to \$931.0 million in the same prior year period. This decrease reflects declines in consumable, capital equipment and service revenues of 11.0%, 5.0% and 5.0%, respectively. The decline in the Healthcare segment revenues was primarily due to reduced demand for our products and services resulting from the reduction of deferrable surgical procedures as a result of the COVID-19 pandemic, primarily during our first fiscal quarter. Fluctuations in currencies were favorable during the second quarter and unfavorable during the first half of fiscal 2021. At September 30, 2020, the Healthcare segment's backlog amounted to \$178.0 million, representing a decrease of 10.7%, as compared to the backlog of \$199.3 million at September 30, 2019. A significant portion of this decrease was related to the recognition of capital equipment revenues that were previously deferred (for more information regarding this change refer to Note 1 of the consolidated statements, titled "Nature of Operations and Summary of Significant Accounting Policies").

Applied Sterilization Technologies segment revenues increased 10.9% to \$169.5 million for the three months ended September 30, 2020, as compared to \$152.9 million for the same prior year period. Applied Sterilization Technologies segment revenues increased 4.8% to \$321.9 million for the six months ended September 30, 2020, as compared to \$307.2 million for the same prior year period. The fiscal 2021 increases reflect organic growth and favorable fluctuations in currencies.

Life Sciences revenues increased 17.2% to \$115.7 million for the three months ended September 30, 2020, as compared to \$98.7 million for the same prior year period. This increase reflects growth in consumable, capital equipment and service revenues of 31.2% 10.5% and 3.3%, respectively. Life Sciences revenues increased 19.0% to \$232.6 million for the six months ended September 30, 2020, as compared to \$195.4 million for the same prior year period. This increase reflects growth in consumable, capital equipment and service revenues of 32.4% 12.1% and 4.7%, respectively. The fiscal 2021 increases reflect organic growth due to demand from our pharma Customers focused on vaccines and biologics and favorable fluctuations in currencies. At September 30, 2020, the Life Sciences segment's backlog amounted to \$74.8 million, representing an increase of 7.3%, as compared to the backlog of \$69.7 million at September 30, 2019.

The Healthcare segment's operating income increased 1.7% to \$104.8 million for the three months ended September 30, 2020, as compared to \$103.0 million in the same prior year period. The segment's operating margins were 22.3% and 21.2% for the second quarter of fiscal 2021 and 2020, respectively. These increases were primarily due to reduced expenditures, including reductions in travel and meeting spend due to the COVID-19 pandemic. The Healthcare segment's operating income decreased 3.3% to \$187.2 million for the six months ended September 30, 2020, as compared to \$193.6 million in the same prior year period, primarily due to lower volumes. The segment's operating margins were 21.5% and 20.8% for the first half of fiscal 2021 and 2020, respectively. The segment's operating margin improvement was primarily due to reduced expenditures, including reductions in travel and meeting spend due to the COVID-19 pandemic. Employee compensation allocated to the Healthcare segment was also reduced due to lower volumes and measures taken in response to the COVID-19 pandemic.

The Applied Sterilization Technologies segment's operating income increased 17.5% to \$76.8 million for the three months ended September 30, 2020, as compared to \$65.4 million during the same prior year period. The Applied Sterilization Technologies segment's operating income increased 5.5% to \$140.8 million for the six months ended September 30, 2020, as compared to \$133.4 million during the same prior year period. The segment's operating margins were 45.3% and 42.8% for the second quarter fiscal 2021 and 2020, respectively. The segment's operating margins were 43.7% and 43.4% for the first half of fiscal 2021 and 2020, respectively. These increases in the fiscal 2021 periods were primarily due to higher volumes and reduced expenditures, including reductions in travel and meeting spend due to the COVID-19 pandemic.

The Life Sciences segment's operating income increased 43.7% to \$46.4 million for the three months ended September 30, 2020, as compared to \$32.3 million in the same prior year period. The Life Sciences segment's operating income increased 45.2% to \$94.9 million for the six months ended September 30, 2020, as compared to \$65.4 million in the same prior year period. The segment's operating margins were 40.1% and 32.8% for the second quarter of fiscal 2021 and 2020, respectively. The segment's operating margins were 40.8% and 33.4% for the first half of fiscal 2021 and 2020, respectively. These increases in the fiscal 2021 periods were primarily due to higher volumes and favorable mix.

#### Liquidity and Capital Resources

The following table summarizes significant components of our cash flows for the six months ended September 30, 2020 and 2019:

(dollars in thousands)	Six Months Ended September 30,	
	2020	2019
Net cash provided by operating activities	\$ 296,073	\$ 260,000
Net cash (used in) investing activities	\$ (112,863)	\$ (185,458)
Net cash (used in) provided by financing activities	\$ (199,319)	\$ (63,529)
Debt-to-total capital ratio	21.9 %	26.9 %
Free cash flow	\$ 185,602	\$ 162,038

**Net Cash Provided by Operating Activities** – The net cash provided by our operating activities was \$296.1 million for the first six months of fiscal 2021 and \$260.0 million for the first six months of fiscal 2020. The increase in cash from operations was primarily due to working capital improvements and deferred tax payments under government COVID-19 relief programs.

**Net Cash Used In Investing Activities** – The net cash used in investing activities totaled \$112.9 million for the first six months of fiscal 2021 and \$185.5 million for the first six months of fiscal 2020. The following discussion summarizes the significant changes in our investing cash flows for the first six months of fiscal 2021 and fiscal 2020:

- **Purchases of property, plant, equipment, and intangibles, net** – Capital expenditures were \$110.7 million for the first six months of fiscal 2021 and \$98.2 million during the same prior year period. The fiscal 2021 increase was primarily due to expansion projects in the Applied Sterilization Technologies segment.

- Acquisitions of businesses, net of cash acquired – During the first six months of fiscal 2020, we used \$87.9 million, for the purchase of businesses. For more information on our acquisitions, refer to our Note 17 to our consolidated financial statements, "Business Acquisitions and Divestitures".
- Other – During the first six months of fiscal 2021, we provided \$2.4 million under borrowing agreements. For more information on these loan agreements, refer to our Note 18 to our consolidated financial statements, "Loans Receivable".

**Net Cash Used In Financing Activities** – The net cash used in financing activities amounted to \$199.3 million for the first six months of fiscal 2021 compared with net cash used in financing activities of \$63.5 million for the first six months of fiscal 2020. The following discussion summarizes the significant changes in our financing cash flows for the first six months of fiscal 2021 and fiscal 2020:

- Payments on long-term obligations – During the second quarter of fiscal 2021, we repaid \$35.0 million of principal for private placement notes that matured in August 2020. For more information on our debt refer to our Annual Report on Form 10-K for the year ended March 31, 2020, dated May 29, 2020.
- Proceeds (payments) under credit facility, net – Net payments under credit facilities totaled \$107.2 million in the first six months of fiscal 2021 compared to net proceeds under credit facilities of \$13.2 million in the first six months of fiscal 2020.
- Repurchases of ordinary shares – From the start of fiscal 2021 through April 9, 2020, we purchased 35,000 of our ordinary shares in the aggregate amount of \$5.0 million. During the first six months of fiscal 2021, we obtained 76,286 of our ordinary shares in connection with share-based compensation award programs in the aggregate amount of \$9.4 million. During the first six months of fiscal 2020, we purchased 204,414 of our ordinary shares in the aggregate amount of \$29.9 million. During the first six months of fiscal 2020, we obtained 73,914 of our ordinary shares in connection with share-based compensation award programs in the aggregate amount of \$8.0 million. Due to the uncertainty surrounding the COVID-19 pandemic, share repurchases were suspended on April 9, 2020.
- Cash dividends paid to ordinary shareholders – During the first six months of fiscal 2021, we paid total cash dividends of \$65.6 million, or \$0.77 per outstanding share. During the first six months of fiscal 2020, we paid total cash dividends of \$60.2 million, or \$0.71 per outstanding share.
- Contributions from noncontrolling interest – During the first six months of fiscal 2021, we received contributions from noncontrolling interest holders of \$2.3 million.
- Stock option and other equity transactions, net – We generally receive cash for issuing shares under our stock option programs. During the first six months of fiscal 2021 and fiscal 2020, we received cash proceeds totaling \$20.6 million and \$23.0 million, respectively, under these programs.

**Cash Flow Measures.** Free cash flow was \$185.6 million in the first six months of fiscal 2021 compared to \$162.0 million in the first six months of fiscal 2020 (see the subsection above titled "Non-GAAP Financial Measures" for additional information and related reconciliation of cash flows from operations to free cash flow). The increase in free cash flow was primarily due to working capital improvements and deferred tax payments under government COVID-19 relief programs.

Our debt-to-total capital ratio was 21.9% at September 30, 2020 and 26.9% at September 30, 2019.

**Sources of Credit and Contractual and Commercial Commitments.** Information related to our sources of credit and contractual and commercial commitments is included in our Annual Report on Form 10-K for the year ended March 31, 2020, dated May 29, 2020. Our commercial commitments were approximately \$76.6 million at September 30, 2020, reflecting a net decrease of \$3.6 million in surety bonds and other commercial commitments from March 31, 2020. We had \$170.3 million of outstanding borrowings under the Credit Agreement as of September 30, 2020. We had \$8.6 million of letters of credit outstanding under the Credit Agreement at September 30, 2020.

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

In this regard, we have obtained a \$550.0 million term loan commitment from a group of banks to fund a portion of the purchase price for the recently announced Key Surgical acquisition.



## **Critical Accounting Policies, Estimates, and Assumptions**

Information related to our critical accounting policies, estimates, and assumptions is included in our Annual Report on Form 10-K for the year ended March 31, 2020, dated May 29, 2020. Our critical accounting policies, estimates, and assumptions have not changed materially from March 31, 2020.

## **Contingencies**

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

We record a liability for such contingencies to the extent we conclude that their occurrence is both probable and estimable. We consider many factors in making these assessments, including the professional judgment of experienced members of management and our legal counsel. We have made estimates as to the likelihood of unfavorable outcomes and the amounts of such potential losses. In our opinion, the ultimate outcome of these proceedings and claims is not anticipated to have a material adverse affect on our consolidated financial position, results of operations, or cash flows. However, the ultimate outcome of proceedings, government investigations, and claims is unpredictable and actual results could be materially different from our estimates. We record expected recoveries under applicable insurance contracts when we are assured of recovery. Refer to Note 8 of our consolidated financial statements titled, "Commitments and Contingencies" for additional information and to Item 1A of Part II titled, "Risk factors".

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

## **Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements, that have or are reasonably likely to have, a material current or future impact on our financial condition, changes in financial condition, revenues, expenses, results of operations, liquidity, capital expenditures or capital.

## **Forward-Looking Statements**

This quarterly report may contain statements concerning certain trends, expectations, forecasts, estimates, or other forward-looking information affecting or relating to STERIS or its industry, products or activities that are intended to qualify for the protections afforded "forward-looking statements" under the Private Securities Litigation Reform Act of 1995 and other laws and regulations. Forward-looking statements speak only as to the date the statement is made and may be identified by the use of forward-looking terms such as "may," "will," "expects," "believes," "anticipates," "plans," "estimates," "projects," "targets," "forecasts," "outlook," "impact," "potential," "confidence," "improve," "optimistic," "deliver," "orders," "backlog," "comfortable," "trend", and "seeks," or the negative of such terms or other variations on such terms or comparable terminology. Many important factors could cause actual results to differ materially from those in the forward-looking statements including, without limitation, disruption of production or supplies, changes in market conditions, political events, pending or future claims or litigation, competitive factors, technology advances, actions of regulatory agencies, and changes in laws, government regulations, labeling or product approvals or the application or interpretation thereof. Other risk factors are described herein and in STERIS's other securities filings, including Item 1A of our Annual Report on Form 10-K for the year ended March 31, 2020, filed with the SEC on May 29, 2020. Many of these important factors are outside of STERIS's control. No assurances can be provided as to any result or the timing of any outcome regarding matters described in STERIS's securities filings or otherwise with respect to any regulatory action, administrative proceedings, government investigations, litigation, warning letters, cost reductions, business strategies, earnings or revenue trends or future financial results. References to products are summaries only and should not be considered the specific terms of the product clearance or literature. Unless legally required, STERIS does not undertake to update or revise any forward-looking statements even if events make clear that any projected results, express or implied, will not be realized. Other potential risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements include, without limitation, (a) the impact of the COVID-19 pandemic on STERIS's operations, performance, results, prospects, or value, (b) STERIS's ability to achieve the expected benefits regarding the

accounting and tax treatments of the Redomiciliation transaction, (c) operating costs, Customer loss and business disruption (including, without limitation, difficulties in maintaining relationships with employees, Customers, clients or suppliers) being greater than expected following the Redomiciliation, (d) STERIS's ability to meet expectations regarding the accounting and tax treatment of the Tax Cuts and Jobs Act ("TCJA") or the possibility that anticipated benefits resulting from the TCJA will be less than estimated, (e) changes in tax laws or interpretations that could increase our consolidated tax liabilities, including changes in tax laws that would result in STERIS being treated as a domestic corporation for United States federal tax purposes, (f) the potential for increased pressure on pricing or costs that leads to erosion of profit margins, (g) the possibility that market demand will not develop for new technologies, products or applications or services, or business initiatives will take longer, cost more or produce lower benefits than anticipated, (h) the possibility that application of or compliance with laws, court rulings, certifications, regulations, regulatory actions, including without limitation those relating to FDA warning notices or letters, government investigations, the outcome of any pending FDA requests, inspections or submissions, or other requirements or standards may delay, limit or prevent new product introductions, affect the production and marketing of existing products or services or otherwise affect STERIS's performance, results, prospects or value, (i) the potential of international unrest, economic downturn or effects of currencies, tax assessments, tariffs and/or other trade barriers, adjustments or anticipated rates, raw material costs or availability, benefit or retirement plan costs, or other regulatory compliance costs, (j) the possibility of reduced demand, or reductions in the rate of growth in demand, for STERIS's products and services, (k) the possibility of delays in receipt of orders, order cancellations, or delays in the manufacture or shipment of ordered products or in the provision of services, (l) the possibility that anticipated growth, cost savings, new product acceptance, performance or approvals, or other results may not be achieved, or that transition, labor, competition, timing, execution, regulatory, governmental, or other issues or risks associated with STERIS's businesses, industry or initiatives including, without limitation, those matters described in our Form 10-K for the year ended March 31, 2020, filed with the SEC on May 29, 2020, and other securities filings, may adversely impact STERIS's performance, results, prospects or value, (m) the impact on STERIS and its operations, or tax liabilities, of Brexit or the exit of other member countries from the EU, and the Company's ability to respond to such impacts, (n) the impact on STERIS and its operations of any legislation, regulations or orders, including but not limited to any new trade or tax legislation, regulations or orders, that may be implemented by the U.S. administration or Congress, or of any responses thereto, (o) the possibility that anticipated financial results or benefits of recent acquisitions, including the acquisition of Key Surgical, or of STERIS's restructuring efforts, or of recent divestitures will not be realized or will be other than anticipated, (p) the effects of contractions in credit availability, as well as the ability of STERIS's Customers and suppliers to adequately access the credit markets when needed, and (q) STERIS's ability to complete the acquisition of Key Surgical, including the fulfillment of closing conditions and obtaining financing, on terms satisfactory to STERIS or at all.

#### **Availability of Securities and Exchange Commission Filings**

We make available free of charge on or through our website our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to these reports as soon as reasonably practicable after we file such material with, or furnish such material to, the Securities Exchange Commission ("SEC.") You may access these documents on the Investor Relations page of our website at <http://www.steris-ir.com>. The information on our website and the SEC's website is not incorporated by reference into this report.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

In the ordinary course of business, we are subject to interest rate, currency, and commodity risks. Information related to these risks and our management of these exposures is included in Part II, Item 7A, "Quantitative and Qualitative Disclosures about Market Risk," in our Annual Report on Form 10-K for the year ended March 31, 2020, dated May 29, 2020. Our exposures to market risks have not changed materially since March 31, 2020.

Fluctuations in currency rates could affect our revenues, cost of revenues and income from operations and could result in currency exchange gains and losses. During the second quarter of fiscal 2021, we entered into forward currency contracts in order to hedge a portion of our expected non-U.S. dollar denominated earnings against our reporting currency, the U.S. dollar. These currency exchange contracts will mature during fiscal 2021. We have executed forward currency contracts to hedge a portion of results denominated in euros, Mexican pesos and Canadian dollars. We did not elect hedge accounting for these forward currency contracts; however, we may seek to apply hedge accounting in future scenarios. As a result, we may experience volatility due to (i) the timing mismatch of unrealized hedge gains or losses versus recognition of the underlying hedged earnings, and (ii) the impact of unrealized and realized hedge gains or losses being reported in selling, general and administrative expenses, whereas the offsetting economic gains and losses of the underlying hedged earnings are reported in the various line items of our Consolidated Statements of Income.

### **ITEM 4. CONTROLS AND PROCEDURES**

Under the supervision of and with the participation of our management, including the Principal Executive Officer (“PEO”) and Principal Financial Officer (“PFO”), we evaluated the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as of the end of the period covered by this Quarterly Report. Based on that evaluation, including the assessment and input of our management, the PEO and PFO concluded that, as of the end of the period covered by this Quarterly Report, our disclosure controls and procedures were effective.

There were no changes in our internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Securities Exchange Act of 1934, that occurred during the quarter ended September 30, 2020 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II—OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

Information regarding our legal proceedings is included in this Form 10-Q in Note 8 to our consolidated financial statements titled, "Commitments and Contingencies", Item 7 of Part II, titled "Management's Discussion and Analysis of Financial Conditions and Results of Operations," of our Annual Report on Form 10-K for the year ended March 31, 2020, dated May 29, 2020.

### **ITEM 1A. RISK FACTORS**

For a complete discussion of the Company's risk factors, you should carefully review the risk factors included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2020.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

On May 7, 2019, our Board of Directors authorized a share repurchase program resulting in a share repurchase authorization of approximately \$79.0 million (net of taxes, fees and commissions). On July 30, 2019, our Board of Directors approved an increase in the May 7, 2019 authorization of an additional amount of \$300.0 million (net of taxes, fees and commissions). As of September 30, 2020, there was approximately \$333.9 million (net of taxes, fees and commissions) of remaining availability under the Board authorized share repurchase program. The share repurchase program has no specified expiration date.

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

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

During the first six months of fiscal 2021, we obtained 76,286 of our ordinary shares in the aggregate amount of \$9.4 million in connection with share based compensation award programs.

The following table summarizes the ordinary shares repurchase activity during the second quarter of fiscal 2021 under our ordinary share repurchase program:

	(a) Total Number of Shares Purchased	(b) Average Price Paid Per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans	(d) Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans at Period End (in thousands)
July 1-31	—	\$ —	—	\$ 333,932
August 1-31	—	—	—	333,932
September 1-30	—	\$ —	—	\$ 333,932
Total	—	—	—	333,932

<sup>(1)</sup> Does not include 6 shares purchased during the quarter at an average price of \$157.99 per share by the STERIS Corporation 401(k) Plan on behalf of an executive officer of the Company who may be deemed to be an affiliated purchaser.

**ITEM 6. EXHIBITS**

**Exhibits required by Item 601 of Regulation S-K**

<b><u>Exhibit Number</u></b>	<b><u>Exhibit Description</u></b>
2.1	<a href="#">Purchase Agreement, dated October 2, 2020, by and among KS Holdings LLC, Key Surgical Shareholders LLC, Key Surgical Management LLC, WSHP KS Investment LLC, Key Surgical LLC, STERIS Corporation, STERIS plc and Brian O'Connell and Scot Milchman (filed as Exhibit 2.1 to Form 8-K filed October 6, 2020 (Commission File No.001-38848) and incorporated herein by reference).</a>
3.1	<a href="#">STERIS plc Amended Memorandum and Articles of Association (filed as Exhibit 3.1 to STERIS plc Form 10-K for the fiscal year ended March 31, 2019 (Commission File No. 001-38848), and incorporated herein by reference.</a>
10.1	<a href="#">Description of STERIS plc Non- Employee Director Compensation Program</a>
15.1	<a href="#">Letter Re: Unaudited Interim Financial Information.</a>
31.1	<a href="#">Certification of the Principal Executive Officer Pursuant to Exchange Act Rule 13a-14(a)/15d-14(a).</a>
31.2	<a href="#">Certification of the Principal Financial Officer Pursuant to Exchange Act Rule 13a-14(a)/15d-14(a).</a>
32.1	<a href="#">Certification of the Principal Executive Officer and Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>
101.SCH	Inline Schema Document.
101.CAL	Inline Calculation Linkbase Document.
101.DEF	Inline Definition Linkbase Document.
101.LAB	Inline Labels Linkbase Document.
101.PRE	Inline Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

STERIS plc

/s/ KAREN L. BURTON

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**Karen L. Burton**

**Vice President, Controller and Chief Accounting Officer**  
**November 6, 2020**

## EXHIBIT 10.1

### Description of STERIS plc Non-Employee Director Compensation Program

Summarized below is the Director compensation program for STERIS plc (“STERIS”) non-employee Directors for the term of office beginning July 28, 2020 and subsequent terms.

An annual retainer of \$415,000 is payable to the Chairman of the Board and an annual retainer of \$290,000 is payable to each other non-employee Director. The retainer fees are payable in full at the beginning of each Director’s term. Retainer fees are fully vested immediately, regardless of the form in which paid.

For the term of office beginning in 2020, the retainer fees are as follows: \$82,000 in cash (\$123,000 for the Chairman), \$100,000 in stock options (\$146,000 for the Chairman) and \$100,000 in CRSUs (“CRSUs”) (\$146,000 for the Chairman). Each Director was given the option to elect to receive all or a part of the cash or option portions of the fee in STERIS shares or CRSUs and to elect to receive all or part of the CRSU portion of the fee in STERIS shares.

Notwithstanding the foregoing, the available forms of payment for Directors who have not satisfied the Company’s Non-Employee Director Stock Ownership Guidelines are limited until such time as those Guidelines have been satisfied. A Director who has not met the Guidelines will receive a retainer fee of \$82,000 in cash, with the remaining portion of such Director’s retainer fee payable in CRSUs. The Director also may elect to receive additional CRSUs in lieu of all or part of the cash portion of the fee.

Each Chair of a standing Board Committee is entitled to receive a fee for his or her service as such for each term of office. For the 2020-21 term these fees are as follows: Audit Chair - \$25,000, Compensation and Organization Development Committee Chair - \$20,000, Nominating and Governance Chair and Compliance Chair - \$15,000. For the 2020-21 term of office these fees are payable in cash. For the 2021-22 term, each Chair will be permitted to elect cash, stock, options, or CSRUs.

Permitted compensation elections for incumbent Directors are required to be made on or before the December 31 that immediately precedes the beginning of the term for which the compensation will be paid.

The number of CRSUs or STERIS shares a Director is entitled to receive is determined based upon the dollar amount of the retainer fees elected to be received in CRSUs or STERIS shares, and the NYSE STERIS per share closing price on the effective date of grant. The number of options a Director is entitled to receive is determined based upon the same factors and a Black-Scholes calculation, and the option price is the NYSE per share closing price on the effective date of grant.

A Director’s CRSU’s will be settled in STERIS 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 STERIS ordinary shares.

Meeting attendance fees are payable to each Director at a rate of \$1,000 per meeting for each Board Meeting and assigned Committee Meeting attended in excess of twenty during the annual term.



The STERIS Director compensation program for non-employee Directors may be modified by the Board of Directors at any time.

**Exhibit 15.1**

**LETTER REGARDING UNAUDITED INTERIM FINANCIAL INFORMATION**

Shareholders and Board of Directors  
STERIS plc

We are aware of the incorporation by reference in the following STERIS plc Registration Statements of our review report dated November 6, 2020 relating to the unaudited consolidated interim financial statements of STERIS plc and subsidiaries that are included in its Form 10-Q for the quarter ended September 30, 2020:

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Registration Number	Description
333-230557	Form S-8 Registration Statement of STERIS plc pertaining to the STERIS Corporation 401(k) Plan
333-230558	Form S-8 Registration Statement of STERIS plc pertaining to the STERIS plc 2006 Long-Term Equity Incentive Plan (As Assumed, Amended and Restated Effective March 28, 2019)

/s/ Ernst & Young LLP

Cleveland, Ohio  
November 6, 2020

## CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER

I, Walter M Rosebrough, Jr., certify that:

1. I have reviewed this quarterly report on Form 10-Q of STERIS plc;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 6, 2020

/s/ WALTER M ROSEBROUGH, JR

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Walter M Rosebrough, Jr.  
President and Chief Executive Officer

**CERTIFICATION OF THE PRINCIPAL FINANCIAL OFFICER**

I, Michael J. Tokich, certify that:

1. I have reviewed this quarterly report on Form 10-Q of STERIS plc;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 6, 2020

/s/ MICHAEL J. TOKICH

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Michael J. Tokich  
Senior Vice President and Chief Financial Officer

**Certification Pursuant to § 906 of the Sarbanes-Oxley Act of 2002**

Pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, in connection with the filing of the Form 10-Q of STERIS plc (the "Company") for the quarter ended September 30, 2020, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of the Company certifies, that, to such officer's knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

/s/ WALTER M ROSEBROUGH, JR  
\_\_\_\_\_  
Name: Walter M Rosebrough, Jr.  
Title: President and Chief Executive Officer

/s/ MICHAEL J. TOKICH  
\_\_\_\_\_  
Name: Michael J. Tokich  
Title: Senior Vice President and Chief Financial Officer

Dated: November 6, 2020