

STERIS PLC

COMPENSATION AND ORGANIZATION

DEVELOPMENT COMMITTEE CHARTER

ORGANIZATION AND STATEMENT OF POLICY

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

- 1) Setting the Company’s compensation policy and ensuring that policy is adhered to in the making of awards and payments to executives (i.e., Section 16 executive officers, CEO direct reports and any other employee that the Committee or CEO requests be included) both during employment and on termination;
- 2) reviewing and approving corporate goals and objectives relevant to CEO compensation, evaluating the CEO’s performance in light of these goals and objectives, and determining and approving the CEO’s compensation based on this evaluation;
- 3) reviewing and approving executive compensation, and incentive compensation plans, equity-based compensation plans, perquisites, and other executive compensation plans and programs;
- 4) overseeing the process for administration and interpretation of, or providing for the administration of, the Company’s executive compensation and significant employee benefit plans and programs;
- 5) overseeing the Company’s human capital and culture (including diversity, HR-related ethics complaints, management development, succession planning, and other related areas of focus); and
- 6) taking other actions consistent with this Charter that the Committee, in its discretion, considers necessary or advisable.

COMPOSITION

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

Qualifications. Each Committee member will be “independent” under the rules of the New York Stock Exchange (including under the additional independence requirements set forth in New York Stock Exchange Listed Company Manual Section 303A.02(a)(ii)). In addition, each Committee member shall satisfy the “non-employee” director standard contained in Rule 16b-3 promulgated under the Securities Exchange Act of 1934.

RESPONSIBILITIES AND PROCESS

The following are the principal recurring processes of this Committee in carrying out its responsibilities:

- The Committee will establish executive compensation policy, philosophy and objectives, will oversee the policies and programs designed to accomplish those objectives, and will be responsible for ensuring that all payments and awards to executives are made in accordance with the Company's approved compensation policy.
- The Committee will review and approve, at least annually, corporate goals and performance objectives relevant to the compensation of the President and CEO and the Company's other executives. The Committee will also review and approve the plan eligibility, the terms of plan participation, and compensation actions affecting executives, and may consider in its evaluation the recommendations of the Chief Executive Officer.
- The Committee will review and approve annual executive compensation, including the amount of salary, incentive, equity and other components of compensation. In determining the salary, incentive, equity and other components of executive compensation, the Committee will consider, among other things, the Company's performance and relative shareholder return, the value and form of compensation paid to executive management at comparable companies, the payments made and awards granted in past years, the alignment of compensation programs with the objective of creating long term shareholder value, the retention of key executives critical to enhancing long term shareholder value, the appropriate balance between long term and short term, cash and equity, base and incentive and other elements of compensation, and other criteria as determined in the discretion of the Committee.
- The Committee will review and approve, or make recommendations to the Board regarding the approval, adoption and amendment of all cash based incentive compensation plans in which executives and/or other employees participate that are based upon corporate objectives (e.g. the Company's Management Incentive Compensation Plan (MICP)), all equity-based incentive compensation plans, and all other executive incentive plans or programs, and will oversee (or provide for the oversight of) the Company's equity-based incentive compensation plans and other plans that contemplate oversight by the Committee.
- In consultation with appropriate officers of the Company, the Committee will oversee (or provide for the oversight of) all significant employee benefit plans, and executive perquisites.
- The Committee will review, approve and oversee participation in and the terms of employment, severance, change of control retention, indemnity, management continuity, and other agreements with executives.
- The Committee will review and discuss with management the disclosures to be included

in, the Compensation Discussion and Analysis (“CD&A”)portion of the Company’s proxy statement and recommend to the Board that the CD&A be included in the Company’s proxy statement and Annual Report on Form 10-K, and also will review and approve the related Compensation Committee Report to be included in the Company’s proxy statement.

- The Committee will consider the results of shareholder advisory votes on executive compensation matters and changes, if any, to the Company’s executive compensation policies, practices and plans or to advisory voting frequency that may be warranted as a result of any such votes.
- The Committee will establish and periodically review stock ownership guidelines for executive officers and their compliance with the same.
- The Committee will provide risk oversight over the Company’s compensation plans and practices, and annually review, assess and report the extent to which risks arising from the Company’s employee compensation policies and practices may be reasonably likely to have a material adverse effect on the Company.
- The Committee will oversee policies for the Company’s human capital function with respect to culture, diversity, management development, succession planning and other related areas of focus.
- The Committee will oversee procedures for the receipt, retention and treatment of any human resources related ethics complaints received by the Company.
- The Committee will periodically, as requested by the Nominating and Governance Committee, request that the compensation consultant review nonemployee Director compensation in relation to other comparable companies and in the light of such other factors as the Nominating and Governance Committee may deem appropriate, and provide input and recommendations to the Nominating and Governance Committee with respect to the same.

DELEGATION OF DUTIES AND RESPONSIBILITIES

- The Committee shall perform any other duties or responsibilities delegated to the Committee by the Board from time to time. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee or as otherwise permitted by the terms of any compensation or benefit plan, program, policy, agreement or arrangement approved by the Committee or the Board.
- The Committee, with the assistance of management and any outside advisors the Committee deems appropriate, shall prepare a report for inclusion in the Company’s proxy statement relating to the Company’s annual general meeting of the Company.

MEETINGS AND REPORTS

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

MANAGEMENT SUPPORT AND CONSULTANTS

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

The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the compensation committee, and as a result the Committee shall have the sole authority to retain and terminate, or obtain the advice of, any compensation consultants, legal counsel or other advisers and the sole authority to set the fees and other retention terms of such advisers.

In selecting and retaining, or obtaining the advice of, a compensation consultant, legal counsel or other adviser, the Committee will first consider all factors relevant to that person's independence from management, including the following factors:

- The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;

- Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- Any Company stock owned by the compensation consultant, legal counsel or other adviser; and
- Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

The Committee is not required to consider the above factors in connection with obtaining the advice of in-house legal counsel or any compensation consultant, legal counsel or other adviser in those situations where not so required by the NYSE.

SCOPE OF THE COMMITTEE'S RESPONSIBILITIES

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

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

May 7, 2019