

# STERIS PLC

## COMPLIANCE COMMITTEE CHARTER

### ORGANIZATION

This charter governs the operation of the Compliance Committee. The Committee shall review and reassess the adequacy of this charter at least annually and obtain the approval of the Board of Directors for any proposed changes to the charter.

The Committee shall be appointed by the Board of Directors and shall be comprised of at least three Directors. The chairperson of the Committee shall be appointed by the Board of Directors. All Committee members shall be familiar with matters of corporate compliance.

### STATEMENT OF POLICY

The Compliance Committee shall assist the Board of Directors in providing oversight relating to the Company's compliance with applicable laws and regulations, the development, promulgation, and revision of compliance policies, and the development, implementation, and revision of compliance programs. Acknowledging that the Audit Committee retains sole oversight over matters of financial compliance (including auditing, financial reporting, financial controls, and disclosure), the Compliance Committee shall have oversight responsibility for matters of non-financial compliance. The Committee shall help the Company in its response to compliance and regulatory risks. The Committee shall regularly review the Company's compliance risk assessments. In discharging its oversight responsibilities with respect to compliance programs, the Committee shall evaluate such programs relative to customary industry standards.

Management is responsible for implementing adequate compliance policies and programs. Further, management is responsible for planning and conducting audits of the Company's state of compliance, conducting investigations, and compliance with the Company's Code of Business Conduct and applicable laws and regulations.

### RESPONSIBILITIES AND PROCESS

The following shall be the principle recurring process of the Compliance Committee in carrying out its oversight responsibilities.

#### State of Compliance

The Committee shall, in consultation with Company management, including its General Counsel and its Chief Compliance Officer, satisfy itself that the Company has in place adequate mechanisms to ensure effective compliance efforts. The Committee shall oversee:

- 1) The Company's Code of Business Conduct and programs to monitor compliance with the Code, including reports to the Company's Ethics Hotline;

- 2) The Company's global legal and ethical compliance programs, including anticorruption, ethical sourcing, and industry-specific laws and regulations;
- 3) The Company's compliance with requirements governing manufacturing quality and the Company's quality improvement initiatives; and
- 4) The development and implementation of compliance policies and employee education and training programs, including dissemination of necessary information on changes in applicable laws and regulations.

#### Meetings and Reports

The Committee shall meet at least once annually and at such other times as determined by the chairperson of the Committee. A majority of the Committee members shall constitute a quorum for the transaction of business. The Committee will prepare and, through its chairperson, submit periodic reports of the Committee's work to the Board of Directors. The report will contain recommendations for Board actions when appropriate.

The chairperson of the Committee shall be responsible for setting the agendas for meetings, with all Committee members being entitled to submit agenda items to the chairperson for the chairperson's consideration. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practicable, be communicated to members sufficiently in advance of each meeting to permit meaningful review. The Committee shall keep minutes of its meeting in such form as it determines is appropriate.

Management shall ensure that any financial compliance matters, including those reported through the Ethics Hotline, are reported to the Audit Committee.

#### Management Support

To assist the Committee in fulfilling its duties, management shall provide the Committee with information and recommendations as needed and requested. Management shall implement and enforce adequate compliance policies and programs. The substantive areas of the policies and programs will include, without limitation: Environmental, Health and Safety; Regulatory Affairs and Quality Systems; Employment Compliance; Trade Regulation and Antitrust; Securities Law; and Business Ethics. Management shall plan and conduct audits of the Company's state of compliance with applicable laws and regulations. Management shall appropriately discipline any employee responsible for violating compliance policies.

April 26, 2017