

## **STERIS PLC — Governance Guidelines**

The Board of Directors (the “Board”) of STERIS plc (the “Company”) has established the following Guidelines for the organization, operation and deliberation of the Board and its Committees to assist with the governance of the Board in providing oversight to senior Company management, and to fulfill its responsibility to shareholders.

### **SCOPE**

These Guidelines are intended to support the Board’s exercise of its business judgment to act in what it reasonably believes to be the best interests of the Company and its shareholders. These Guidelines do not change or interpret any law or regulation, the Company’s Articles of Association, or any Board or committee charter, action or resolution. The Board and the Nominating and Governance Committee (“Governance Committee”) will periodically review these Guidelines and the Guidelines may be amended or modified from time to time as approved by the Board.

### **COMPOSITION OF THE BOARD**

**Size of the Board.** The Company’s Articles of Association state that the number of directors shall be as the Board may determine from time to time and shall not be more than 15 (fifteen) and not less than 7 (seven). The Board will periodically evaluate its structure to determine if a change in the size of the Board is appropriate.

**Independent Directors.** It is the sense of the Board that independent directors should comprise a substantial majority of the Board. An independent director is one who meets the definition of independence as defined by NYSE listing requirements and rules of the U.S. Securities and Exchange Commission. The Board will affirmatively make and disclose, as required, its determination that each Board member who it has identified as independent has no material relationship, directly or indirectly, with the Company. Directors are advised to be alert to transactions between companies with which they are affiliated and the Company, or other events that might affect their independence.

**Board Membership Criteria.** Board members should exhibit high personal and professional ethics, integrity and values and be committed to representing the long-term interests of all shareholders. The Governance Committee is responsible for providing a process for identifying and recommending candidates to the Board. Nominees should be selected on the basis of their business, and professional experience and qualifications, diversity of background, availability and willingness to devote sufficient time to Board activities, the needs of the Board in light of the qualifications of the other directors or nominees, absence of conflicts, and other factors as determined by the Board. Nominees for election will be evaluated by the full Board. Employee directors will consult with and receive approval from the Governance Committee before accepting an invitation to serve as a director for other public companies.

**Director Change Of Responsibility.** Directors who change their principal occupation or primary job responsibilities after election to the Board shall promptly notify the Governance Committee of such change. In the event of a material change of occupation or job responsibilities of a director, the director shall offer his or her resignation from the Board for

consideration by the Governance Committee. It is not the sense of the Board that the director should necessarily leave the Board. Rather, the Governance Committee will consider the offer of resignation in light of such change of responsibilities and the continued appropriateness of that director's Board membership.

**Term.** There is no limitation on the number of terms a director may serve. However, the Governance Committee will not ordinarily recommend a nominee for election for a term beginning on or after the nominee's 75th birthday unless it has determined that under the circumstances such nomination would be in the best interest of the Company and its shareholders.

**Chairman/Lead Independent Director.** The Company's Articles of Association permit the Board to select its Chairman in the manner it determines to be most appropriate for the Company. If the Chairman of the Board is not the Chief Executive Officer, and is an independent director, there shall be no Lead Director. If the Chairman of the Board is the Chief Executive Officer or is not an independent director, the independent directors shall elect a Lead Director. The responsibilities of the Lead Director shall include:

- Coordinating the activities of the independent directors;
- Reviewing the Board meeting agendas and providing the Chairman and CEO with input on the agendas;
- Preparing the agendas for executive session of the independent directors and chair those sessions;
- Facilitating communications between the Chairman and CEO and other members of the Board;
- With the Chairman and CEO, coordinating the assessment of the committee structure, organization, and charters, and evaluating the need for any changes;
- Coordinating, with the Governance Committee, the performance evaluation of the Chairman and CEO.

## CONDUCT OF BOARD MEETINGS

**Selection of Agenda Items for Board Meeting.** The Chairman (or Lead Director in consultation with the Chairman) will establish the agenda for each Board meeting. Each Board member shall be free to suggest the inclusion of item(s) on the agenda. The Board is expected to annually review the Company's long-term strategic plans and the execution of these plans.

**Board Materials Distribution.** Information and data concerning the Company, its financial affairs and strategic plan is important to the Board's understanding and decision making process. Accordingly, appropriate written material will be distributed in advance of each meeting of the Board regarding substantive agenda items. Management will attempt to see that this material is as concise as possible while still providing the desired information. Highly sensitive subjects may be discussed without advance distribution of written materials.

**Management Presentations.** The Board is comfortable with the regular attendance at Board meetings of non-Board members who are members of the Company's senior management, except during executive sessions of the Board. The Board encourages the Company's

management, from time to time, to bring to Board meetings non-Board members who can provide additional insight into the items being discussed.

**Executive Sessions of Independent Directors.** The independent directors of the Board will meet separately as a group at least once every other regularly scheduled Board meeting. The Chairman (if independent) or Lead Director (if the Chairman is not independent) will assume the chair of the meetings of independent directors and assume such further tasks as set forth in these Guidelines and as the independent directors may determine from time to time.

## **BOARD COMMITTEES**

**Committees of the Board.** The committees of the Board shall consist of Audit, Compliance, Compensation, Nominating and Corporate Governance, and other committees as determined by the Board. The Board may alter the committee structure, convene other committees, and rotate committee members and chairs as it deems appropriate. Authority of the Committees shall be determined by the delegation of the Board through charters, Board resolutions, and these Guidelines.

**Committee Meetings.** The committee chair, in consultation with other committee members and appropriate members of management and staff, will develop the agenda for committee meetings. The committee chair, in consultation with other committee members, will determine the frequency and length of the meetings of the committee, subject to compliance with the committee charter and applicable law.

**Committee Charter.** Unless otherwise directed by the Board, each committee will have a charter approved by the full Board. The charter will set forth the guidelines, principles, and policies of the committee. Committee charters shall be subject to periodic review by the Governance Committee and the full Board. Each committee shall have the powers and responsibilities set out in its charter, which may be posted on the Company's website and included in the Company's filings with the U.S. Securities and Exchange Commission.

**Committee Membership.** Each committee shall consist of three or more directors. Certain committee members shall be independent if required by applicable law, regulation or listing standard. The Audit Committee shall endeavor to maintain at least one "audit committee financial expert", in its membership. The members of these committees will also meet the other membership criteria specified in the respective charters for these committees. Committee members will be appointed by the Board upon recommendation by the Nominating and Governance Committee.

## **DIRECTOR RESPONSIBILITY**

**Director Code of Ethics.** Each director owes duties of loyalty and a duty of care to the Company, is expected to act in the best interests of the Company and its shareholders, and must execute and comply with the Company's Director Code of Ethics (which accompany these Guidelines).

**Oversight.** In order to effectively oversee the management of the Company, all directors are expected to attend Board meetings and meetings of committees of which they are members.

In discharging this oversight obligation, directors may reasonably rely on the integrity and expertise of the Company's management and independent auditors, counsel, bankers and other professionals. Directors may evaluate the continuing suitability of directors for Board membership at any time. However, directors who attended less than seventy-five percent (75%) of Board meetings or meetings of committees of which they are members for two (2) consecutive years will be subject to assessment by the Board to determine continued eligibility for directorship and/or committee membership.

**Majority Voting.** If an incumbent nominee for director is uncontested and the nominee does not receive the vote of at least the majority of the votes cast at any meeting for the election of directors at which a quorum is present, and no successor has been elected at such meeting, the director will promptly offer his or her resignation as a director to the Board of Directors. A majority of votes cast for the purposes of this provision means that the number of shares voted "for" a director's election exceeds 50% of the number of votes cast with respect to that director's election. Votes cast include votes against a director's election in each case and exclude abstentions with respect to that director's election.

The Governance Committee will make a recommendation to the Board regarding whether to accept or reject the offered resignation or whether other action should be taken. The Board will consider the offer of resignation, taking into account the Committee's recommendation, and disclose its decision regarding the offer and the rationale for its decision within 90 days from the date of the certification of the election results. The Committee in making its recommendation, and the Board of Directors in making its decision, may each consider any factors and information that it considers appropriate and relevant. The director who offers his or her resignation will not participate in the recommendation of the Governance Committee or the decision of the Board with respect to the offer of resignation, except that if a majority of the Governance Committee is required to tender resignations pursuant to this provision, then the entire Committee will participate in the recommendation, and if a majority of the Board is required to offer resignations pursuant to this provision, then the entire Board of Directors will participate in the decision. Pending a decision by the Board concerning an incumbent director's resignation, the director will continue to serve. If an incumbent director's offer of resignation is not accepted by the Board, such fact will be promptly communicated to the director and such director will continue to serve until a successor is duly elected, or such director's earlier resignation or removal.

If a director's resignation is accepted by the Board then the resignation will be effective as of the date of acceptance, and the acceptance will be promptly communicated to the director. If a director's resignation is accepted in the foregoing circumstances, or a director otherwise resigns or is removed or fails to be re-nominated, then the Board, in its sole discretion may fill any resulting vacancy, or may decrease the size of the Board of Directors, pursuant to the Company's Articles of Association. If an election of directors is contested, a plurality voting standard shall apply to all directors.

## **OTHER GUIDELINES**

**Access to Senior Management And Advisors.** Each member of the Board shall have complete and open access to the Company's management. Such contact should be coordinated, to the extent reasonably practicable, with the CEO, Chairman, or Lead Director (as applicable).

The Board and each committee shall have the authority to obtain advice, reports or opinions from internal and external counsel and expert advisors and shall have the power to hire independent legal, finance and other advisors as they may deem necessary, without consulting with, or obtaining approval from, any officer of the Company in advance.

**Board Self-Assessment and Compensation.** The Board shall conduct a regular evaluation to assess the effectiveness of the Board and its committees. The Nominating and Governance Committee, with the assistance of the Chairman (or Lead Director, if the Chairman is not independent), will coordinate the Board self-evaluation and the results thereof will be discussed with the full Board. The purpose should be to increase the effectiveness of the Board and each committee, as well as their individual members. Changes in Board compensation, if any, should be evaluated and recommended by the Nominating and Governance Committee, with the input of the Compensation Committee, for the approval of the full Board.

**Director Education and Orientation.** All new directors will be provided an orientation to acquaint them with the Company's business, strategies, long-range plans, financial statements, these Guidelines, and the director Code of Ethics. The orientation may also introduce new directors to the Company's senior management, its internal auditor, and its independent auditor. In addition, from time to time, directors will receive information and updates on changes that affect the Company, its employees and the operation of the Board and Board Governance. The Governance Committee will from time to time make other recommendations regarding further educational opportunities for directors.