



DIVISION OF  
CORPORATION FINANCE

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

May 23, 2022

Peter C. Zwick  
Jones Day

Re: STERIS plc (the "Company")  
Incoming letter dated May 20, 2022

Dear Mr. Zwick:

This letter is in regard to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by James McRitchie (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. Your letter indicates that the Proponent has withdrawn the Proposal and that the Company therefore withdraws its March 9, 2022 request for a no-action letter from the Division. Because the matter is now moot, we will have no further comment.

Copies of all of the correspondence related to this matter will be made available on our website at <https://www.sec.gov/corpfin/2021-2022-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: James McRitchie

# JONES DAY

2727 NORTH HARWOOD STREET • DALLAS, TEXAS 75201.1515  
TELEPHONE: +1.214.220.3939 • FACSIMILE: +1.214.969.5100

March 9, 2022

VIA E-MAIL

shareholderproposals@sec.gov

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
Office of Chief Counsel

100 F Street, N.E.  
Washington, DC 20549

Re: STERIS plc - Omission of Shareholder Proposal Submitted by James McRitchie –  
Securities Exchange Act of 1934 - Rule 14a-8

Dear Ladies and Gentlemen:

On behalf of STERIS plc, a public limited company incorporated under the laws of Ireland (“STERIS”), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, we are writing to respectfully request that the Staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission”) will not recommend enforcement action if STERIS excludes from its proxy materials (the “2022 Proxy Materials”) for its 2022 Annual General Meeting of Shareholders (the “2022 Annual Meeting”) a shareholder proposal and supporting statement (collectively, the “Proposal”) submitted by James McRitchie (the “Proponent”).

STERIS intends to file the 2022 Proxy Materials more than 80 days after the date of this letter. In accordance with the guidance found in Staff Legal Bulletin No. 14D (Nov. 7, 2008) and Rule 14a-8(j), STERIS has submitted this letter via electronic submission with the Commission and concurrently sent a copy of this correspondence to the Proponent and John Chevedden, the Proponent’s agent (the “Proponent’s Representative”). A copy of this letter and its exhibits is being sent to the Proponent and the Proponent’s Representative via e-mail to notify the Proponent and the Proponent’s Representative of STERIS’s intention to exclude the Proposal from its 2022 Proxy Materials.

Rule 14a-8(k) provides that proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Staff. Accordingly, STERIS is taking this opportunity to inform the Proponent that if he or the Proponent’s Representative elects to submit additional correspondence to the Staff with respect to the Proposal, a copy of that correspondence should concurrently be furnished to J. Adam Zangerle, Senior Vice President,



U.S. Securities and Exchange Commission  
March 9, 2022  
Page 2

General Counsel, and Company Secretary, STERIS plc, at adam\_zangerle@steris.com on behalf of STERIS pursuant to Rule 14a-8(k).

**I. Summary of the Proposal**

The Proposal states, in relevant part:

*“Resolved: Shareholders of STERIS Plc (“Company”) request our Board of directors take the steps necessary to enable shareholders, without limits on group size, to aggregate their shares to equal 3% of our stock owned continuously for 3-years to enable shareholder proxy access to nominate up to 25% of the Board or two members, whichever is greater, with the following essential provision:*

*There shall be no limit on the number of shareholders combining to form a nominating group.”*

A copy of relevant correspondence between STERIS and the Proponent, which includes the Proposal, is attached to this letter as Exhibit A. A copy of the relevant provisions referenced herein of STERIS’s Amended Memorandum and Articles of Association (the “Constitution”), the Companies Act 2014 of Ireland, as amended, and the most recently filed STERIS proxy statement are attached to this letter as Exhibit B.

**II. Basis for Exclusion of the Proposal**

The Proponent seeks “proxy access” in order to enable shareholder groups to include director nominees in STERIS’s proxy materials without limitation on the number of shareholders who may aggregate their holdings to surpass certain ownership threshold conditions. As further described below, STERIS’s governing document and Irish corporate law currently provide STERIS shareholders with the ability to include director nominations in STERIS’s proxy materials with no limit on the number of shareholders that may combine to form a nominating group, as such rights are vested in each individual shareholder. Therefore, STERIS respectfully requests that the Staff concur with STERIS’s view that the Proposal may be properly excluded from the 2022 Proxy Materials pursuant to Rule 14a-8(i)(10) because STERIS has already substantially implemented the Proposal.

**III. Analysis**

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal from its proxy materials if the company has already “substantially implemented” the proposal. In applying this standard, the Staff does not require that a company implement a shareholder proposal exactly as proposed by the shareholder. See Exchange Act Release No. 34-40018 (May 21, 1998, n.30).



U.S. Securities and Exchange Commission  
March 9, 2022  
Page 3

Instead, “a determination that the company has substantially implemented the proposal depends upon whether [the company’s] particular policies, practices and procedures compare favorably with the guidelines of the proposal.” *Texaco, Inc.* (Mar. 28, 1991). See also *Johnson & Johnson* (Jan. 31, 2020); *Pfizer Inc.* (Jan. 31, 2020); *Johnson & Johnson* (Feb. 6, 2019); *Wal-Mart Stores, Inc.* (Mar. 16, 2017). In other words, the Staff has consistently indicated that a company need only to demonstrate that its prior actions have addressed the proposal’s “underlying concerns and its essential objective.” *Exelon Corp.* (Feb. 26, 2010). See also *salesforce.com, inc.* (April 20, 2021); *NETGEAR, Inc.* (Mar. 31, 2015); *Wal-Mart Stores, Inc.* (Mar. 25, 2015); *Dow Chemical Company* (Mar. 5, 2008); *Anheuser-Busch Companies, Inc.* (Jan. 17, 2007); *The Talbots, Inc.* (Apr. 5, 2002). As described below, STERIS believes it should be able to exclude the Proposal because STERIS shareholders already have rights under the Constitution to nominate directors and have those nominees included in STERIS’s proxy materials, which rights compare favorably to the right sought in the Proposal.

Under Articles 58 and 59 of the Constitution, any holder of at least one share of STERIS’s outstanding common equity, its ordinary shares, \$0.001 par value per share (“Ordinary Shares”), as of the applicable record date, has the right to propose a resolution at an annual general meeting, *which includes a resolution or resolutions for the election of one or more director nominees* to fill a vacancy or as additional directors, subject to the total number of directors not exceeding any maximum number fixed in accordance with the Constitution and without a two/25% of directors limit articulated in the Proposal.<sup>1</sup> Pursuant to Section 181(5) of the Companies Act 2014 of Ireland, as amended, and Article 47.4 of the Constitution, the notice of an annual general meeting is required, among other matters, to include the general nature of the business to be transacted at the meeting. This means that the meeting agenda items must be set out in the notice of annual general meeting, including any shareholder resolution for the election of nominees that has been properly submitted to STERIS in accordance with the conditions provided in Articles 58 and 59 of the Constitution. See “Shareholder Proposals” and

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<sup>1</sup> Under Article 70 of the Constitution, the number of directors is such number as may be set by the Board of Directors (the “Board”) from time to time (subject to a maximum of 15 and a minimum of seven). For a shareholder nominee to be elected to the Board at the annual general meeting, there would need to be a vacancy, whether (a) pre-existing, which was created by the Board in setting a size greater than the number of incumbent directors, or (b) newly-created, which was created by (i) an incumbent director not standing for re-election at the annual general meeting and the Board not reducing the overall size of the Board or (ii) a Board-nominated incumbent director candidate failing to be re-elected at the annual general meeting. As a matter of Irish law, as described in the STERIS 2021 Notice of Annual Meeting of Shareholders and Proxy Statement, dated June 7, 2021, assuming a quorum is present, a resolution to re-elect a Board nominee or to elect a candidate to fill a vacancy is passed “by a simple majority of the votes cast for or against such resolution, whether in person or by proxy,” at the annual general meeting. Therefore, if a Board-nominated incumbent director candidate fails to receive a majority of votes cast with respect to his or her re-election, such failed re-election would create a vacancy on the Board that could be filled by a shareholder nominee receiving a simple majority of votes cast.



U.S. Securities and Exchange Commission  
March 9, 2022  
Page 4

“Shareholder Nominations of Directors and Nominee Criteria” in the STERIS 2021 Notice of Annual Meeting of Shareholders and Proxy Statement, dated June 7, 2021.

Furthermore, under Article 65.4 of the Constitution, the Board is empowered to send a proxy card to shareholders, along with its other proxy materials, so as to enable shareholders to exercise or withhold their votes in respect of the resolutions to be proposed at any meeting of shareholders. Importantly, Article 65.4 does not empower the Board to selectively exercise this right, and, if sent, the proxy card must enable shareholders to exercise or withhold their votes in respect of all resolutions included in the notice of annual general meeting, *including any proposed shareholder resolution for the election of one or more director nominees.*

Moreover, while holders of Ordinary Shares enjoy these broad proxy access rights, *the Constitution imposes no nominating group aggregation limit in connection with the exercise of such rights.* In fact, the holder of a single Ordinary Share has nomination and access rights that are the same as those of a single holder or group that beneficially owns a much more meaningful percentage of STERIS’s outstanding equity for a long duration, including a shareholder or group that surpasses the 3%/three-year continuous ownership threshold articulated in the Proposal. Consequently, the primary underlying concern and essential objective of the Proposal as identified by the Proponent, which is to permit shareholder proxy access without a limit on the size of groups that may aggregate shares for the purpose of satisfying beneficial ownership requirements, has been substantially implemented. Furthermore, that the proxy access rights already implemented by STERIS are not identical to those outlined in the Proposal should not prevent the Staff from granting no-action relief, as the Staff has repeatedly granted relief under Rule 14a-8(i)(10) when proxy access rights adopted by companies have been similar but not identical to, yet compared favorably with, shareholder proposals requesting proxy access rights. *See e.g., Cowen Inc. (Mar. 9, 2020); Upwork Inc. (April 1, 2020); Kaman Corporation (Jan. 16, 2020); Delta Air Lines, Inc. (Mar. 12, 2018); Assembly Biosciences, Inc. (Feb. 26, 2018).*

#### **IV. Conclusion**

For the reasons set forth above, STERIS believes that the Proposal may be excluded from the 2022 Proxy Materials pursuant to Rule 14a-8(i)(10) and respectfully requests that the Staff confirm that it will not recommend enforcement action to the Commission if STERIS excludes the Proposal from the 2022 Proxy Materials.



U.S. Securities and Exchange Commission  
March 9, 2022  
Page 5

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. If we can be of any further assistance in this matter, please do not hesitate to call the undersigned at 214-969-3706. If the Staff does not concur with STERIS's position, we would appreciate an opportunity to confer with the Staff concerning these matters prior to the issuance of its response. Pursuant to the guidance provided in Staff Legal Bulletin No. 14F (Oct. 18, 2011), STERIS requests that the Staff provide its response to this request to J. Adam Zangerle, Senior Vice President, General Counsel, and Company Secretary, STERIS plc, at adam\_zangerle@steris.com and to the Proponent at [REDACTED] PII and the Proponent's Representative at [REDACTED] PII.

Very truly yours,



Peter C. Zwick

Attachments

cc: J. Adam Zangerle / STERIS plc  
John Chevedden / [REDACTED] PII  
James McRitchie / [REDACTED] PII

**EXHIBIT A**

# Corporate Governance

CorpGov.net: *improving accountability through democratic corporate governance since 1995*

STERIS plc  
70 Sir John Rogerson's Quay  
Dublin 2, Ireland  
Attention: J. Adam Zangerle, Company Secretary

Via: [REDACTED]

cc: [REDACTED]

Dear Mr. Zangerle or current Company Secretary:

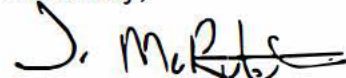
I am submitting the attached shareholder proposal, which I support, for a vote at the next annual shareholder meeting requesting shareholder Proxy Access. I pledge to continue to hold the required amount of stock until after the date of that meeting.

My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. I am available to meet with the Company's representative via phone on February 3, at 8:00pm or 8:30 Pacific or at a time that is mutually convenient.

This letter confirms that I am delegating John Chevedden to act as my agent regarding this Rule 14a-8 proposal, including presentation at the forthcoming shareholder meeting. My delegation does not apply to submission, negotiations, or modification, which will require my approval. Please direct future communications regarding my rule 14a-8 proposal to John Chevedden ([REDACTED]) at: [REDACTED] to facilitate prompt communication.

You can avoid the time and expense of filing a deficiency letter to verify ownership by simply acknowledging receipt of my proposal promptly by email to [REDACTED]. That will prompt me to request the required letter from my broker and to submit it to you. Per the most recent SEC SLB 14L <https://www.sec.gov/corpfin/staff-legal-bulletin-14l-shareholder-proposals>, Section F, Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested."

Sincerely,



James McRitchie

January 14, 2022

Date

cc: [REDACTED]



[STE: Rule 14a-8 Proposal, January 14, 2022]

[This line and any line above it – *Not* for publication. \*Proposal number to be assigned by Company.]

#### ITEM 4\* — Shareholder Proxy Access



Resolved: Shareholders of STERIS Plc ("Company") request our Board of directors take the steps necessary to enable shareholders, without limits on group size, to aggregate their shares to equal 3% of our stock owned continuously for 3-years to enable shareholder proxy access to nominate up to 25% of the Board or two members, whichever is greater, with the following *essential* provision:

There shall be no limit on the number of shareholders combining to form a nominating group.

Supporting Statement: Including no group limit is essential. As proxy advisor ISS predicted "mainstream institutions would shy away from taking the lead on a proxy access nomination."<sup>1</sup> The essential feature requested may allow employee owners to combine with pension funds and/or smaller institutional investors to nominate candidates.

Proxy access enables shareholders to put competing director candidates on the company ballot to see if they can get more votes than some of management's director candidates. This proposal helps ensure our Board will nominate directors with outstanding qualifications to avoid giving shareholders a reason to exercise access rights.

*Proxy Access in the United States: Revisiting the Proposed SEC Rule,*<sup>2</sup> a cost-benefit analysis by CFA Institute, found proxy access would "benefit both the markets and corporate boardrooms, with little cost or disruption," raising US market capitalization by up to \$140.3 billion. *Governance Changes through Shareholder Initiatives: The Case of Proxy Access*<sup>3</sup> found a 0.5 percent average increase in shareholder value for proxy access targeted firms. Because of most bylaws include group limits, the rule has only been used once, so actual benefits have gone unrealized.

Proxy access has been adopted by major companies, including 78% of the S&P 500. Adoption of this proposal will make our Company more competitive in its corporate governance. Two of our largest shareholders, BlackRock and Vanguard, voted in favor of 87% and 91% of shareholder proposals, respectively, to establish proxy access during the last 3.5 years.

<sup>1</sup> [https://www.faegredrinker.com/webfiles/15\\_2%20Proxy%20Access%20Bylaw%20Adoptions.pdf](https://www.faegredrinker.com/webfiles/15_2%20Proxy%20Access%20Bylaw%20Adoptions.pdf)

<sup>2</sup> <https://www.cfainstitute.org/-/media/documents/article/position-paper/proxy-access-in-united-states-revisiting-proposed-sec-rule.ashx>

<sup>3</sup> <https://ssrn.com/abstract=2635695>

Adding urgency to this proposal is a recent study finding directors generally do not want to monitor and are not sure they can do so effectively.<sup>4</sup> Corporate governance expert Nell Minow offered the following: "Usually directors at least pretend to acknowledge their legal obligation to provide oversight of CEOs on behalf of shareholders." "This acknowledgment that directors see themselves as corporate cheerleaders instead of skeptics whose job is to push back, question, and insist on better is further proof that shareholders will need to support more Engine No. 1-style challenges."<sup>5</sup>

Not imposing group limits would allow employee-shareholders with small holdings to join in nominating groups, opening communication channels between our Board and workers. Proxy access directors nominated by such groups may be more able to effectively monitor than typical outside directors and would bring a host of additional benefits.<sup>6</sup>

### **Enhance Shareholder Value, Vote FOR Shareholder Proxy Access – Proposal [4\*]**

[This line and any line below it – *Not* for publication.]

The graphic included above is intended to be published with the rule 14a-8 proposal. It would be the same size as the largest management graphic (or highlighted management text) used in conjunction with a management proposal or opposition to a Rule 14a-8 shareholder proposal in the 2021 proxy.

The proponent is willing to discuss mutual elimination of both shareholder graphic and any management graphic in the proxy regarding this specific proposal. Reference SEC Staff Legal Bulletin No. 14I (CF) [16].

Companies should not minimize or otherwise diminish the appearance of a shareholder's graphic. For example, if the Company includes its own graphics in its proxy statement, it should give similar prominence to a shareholder's graphics. If a company's proxy statement appears in black and white, however, the shareholder proposal and accompanying graphics may also appear in black and white.

Notes: This proposal is believed to conform with Staff Legal Bulletin No. [14B](#) (CF), September 15, 2004, including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(i)(3) in the following circumstances:

- the Company objects to factual assertions because they are not supported;
- the Company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the Company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the Company, its directors, or its officers; and/or

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<sup>4</sup> <https://corpgov.law.harvard.edu/2021/09/02/corporate-directors-implicit-theories-of-the-roles-and-duties-of-boards/>

<sup>5</sup> <https://valueedgeadvisors.com/2021/09/02/corporate-directors-say-its-not-their-job-to-monitor-ceo-study-bloomberg/>

<sup>6</sup> <https://www.aspeninstitute.org/publications/new-corporate-boardroom/>



 James McRitchie

- the Company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also Sun Microsystems, Inc. (July 21, 2005)

I also take this opportunity to remind you of the SEC's recent guidance and my request that you acknowledge receipt of this shareholder proposal submission. SLB 14L Section F, <https://www.sec.gov/corpfin/staff-legal-bulletin-14l-shareholder-proposals>, Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested."

**EXHIBIT B**



**COMPANY NUMBER 595593**  
**COMPANIES ACT 2014**  
**A PUBLIC COMPANY LIMITED BY SHARES**  
**CONSTITUTION**  
**OF**  
**STERIS PUBLIC LIMITED COMPANY**

- 47.2 Subject to the provisions of the Act and these Articles, all extraordinary general meetings shall be convened by not less than fourteen (14) clear days' and no more than sixty (60) clear days' notice.
- 47.3 Subject to the provisions of the Act and notwithstanding that it is convened by shorter notice than that specified in Articles 47.1 and 47.2, a general meeting shall be deemed to have been duly convened if it is so agreed by:
- (A) all the shareholders entitled to attend and vote at the meeting; and
  - (B) the Auditors.
- 47.4 Subject to the provisions of the Act, a notice convening a general meeting shall specify:
- (A) whether the meeting is an annual general meeting or an extraordinary general meeting;
  - (B) the place, the day and the time of the meeting;
  - (C) the general nature of that business to be transacted at the meeting;
  - (D) if the meeting is convened to consider a proposed Special Resolution, the text or substance of that proposed Special Resolution; and
  - (E) with reasonable prominence, that (i) a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend, speak and vote instead of him or her (ii) a proxy need not also be a shareholder; and (iii) the time by which the proxy must be received at the Registered Office (or some other place in Ireland as is specified for that purpose).
- 47.5 Subject to the provisions of the Act, notice of every general meeting shall be given in any manner permitted by these Articles to:
- (A) every shareholder;
  - (B) the personal representative of a deceased shareholder;
  - (C) the assignee in bankruptcy of a bankrupt shareholder (being a bankrupt shareholder who is entitled to vote at the meeting);
  - (D) the Directors and Secretary of the Company; and
  - (E) the Auditors.
- 47.6 The notice of every general meeting may specify a time by which a person must be entered on the Share Register in order for such person to have the right to attend or vote at the meeting (subject to the Uncertificated Securities Regulations).
- 47.7 The Board may determine that the shareholders entitled to receive notice of a meeting are those persons entered on the Share Register at the close of business on a day determined by the Board (subject to the Uncertificated Securities Regulations).



- (D) ensure that the business of the meeting is properly concluded or disposed of, including (without limitation) for the purpose of determining the result of a poll.

54.3 Without prejudice to the generality of the foregoing, the chairperson of the meeting may in such circumstances direct that the meeting be held simultaneously in two or more venues connected for the duration of the meeting by audio or audio visual links or in two or more consecutive sessions with the votes taken being aggregated or that it be adjourned to a later time on the same day or a later date at the same or any other venue.

## 55 NOTICE OF ADJOURNED MEETING

Whenever a meeting is adjourned for fourteen (14) days or more or indefinitely, at least seven clear days' notice, specifying the place, the day and time of the adjourned meeting and the general nature of the business to be transacted, shall be given in the same manner as in the case of an original meeting. Except in these circumstances, no shareholder shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting.

## 56 BUSINESS OF ADJOURNED MEETING

No business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting from which the adjournment took place.

## 57 THE BUSINESS OF THE ANNUAL GENERAL MEETINGS

57.1 Subject to the provisions of the Act and these Articles, the business of the annual general meeting shall include those matters provided for in section 186 of the Act.

57.2 No business may be transacted at a general meeting, other than business that:

- (A) is proposed by, or at the direction of, the Directors;
- (B) is proposed, in the case of an extraordinary general meeting, by requisition of shareholders, in accordance with the provisions of the Act;
- (C) is proposed, in the case of an annual general meeting, by shareholders in accordance with the provisions of Articles 58 and 59;
- (D) is proposed, at the direction of the High Court of Ireland; or
- (E) the chairperson of the general meeting determines, in his sole and absolute discretion, is business that may properly be regarded as within the scope of the meeting.

## 58 PROPOSED SHAREHOLDER RESOLUTIONS

58.1 Any request by a shareholder or shareholders to propose a resolution at a general meeting of the Company must, in order for the resolution to be properly moved at a meeting of the Company (i) comply with the requirements of the Act and the requirements of Article 59 and (ii) contain:

- (A) to the extent that the request relates to the nomination of a Director, as to each person whom the shareholder(s) propose(s) to nominate for election or re-election as a Director:

- (1) all information relating to such person that is required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of Directors, or is otherwise required, in each case pursuant to Regulation 14A under the Exchange Act, and the regulations promulgated thereunder, including such person's written consent to being named in the proxy statement as a nominee and to serving as a Director if elected;
  - (2) a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three years, and any other material relationships, between or among such shareholder(s) and any Shareholder Associated Person (as defined below), on the one hand, and each proposed nominee, and his or her respective affiliates and associates, or others acting in concert therewith, on the other hand, including, without limitation all information that would be required to be disclosed pursuant to Rule 404 promulgated under Regulation S-K of the Exchange Act if the shareholder(s) making the nomination and any Shareholder Associated Person were the "**registrant**" for purposes of such rule and the nominee were a Director or executive officer of such registrant;
- (B) to the extent that that request relates to any business other than the nomination of a Director that the shareholder(s) propose(s) to bring before the meeting, a comprehensive description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting, the text of the proposal (including the complete text of any resolution(s) proposed for consideration) and any material interest in such business of such shareholder(s) and any Shareholder Associated Person, individually or in the aggregate, including any anticipated benefit to the shareholder(s) or any Shareholder Associated Person therefrom;
- (C) as to the shareholder(s) giving the notice and the Shareholder Associated Person, if any, on whose behalf the nomination or proposal is made:
- (1) the name and address of such shareholder(s), as they appear on the Company's books, and of such Shareholder Associated Persons, if any;
  - (2) the class and number of shares of the Company which are, directly or indirectly, owned beneficially and of record by such shareholder(s) and such Shareholder Associated Persons, if any;
  - (3) any "**Derivative Instrument**" owned beneficially, directly or indirectly, by such shareholder or Shareholder Associated Person(s), being any option, warrant, convertible security, share appreciation right, or similar right with an exercise or conversion privilege or a settlement payment or mechanism at a price related to any class or series of shares of the Company or with a value derived in whole or in part from the value of any class or series of shares of the Company, or any derivative or synthetic arrangement having the characteristics of a long position in any class or series of shares of the Company, or any contract, derivative, swap or other transaction or series of transactions designed to produce economic benefits and risks that correspond substantially to the ownership of any class or series of shares of the Company, including due to the fact that the value of such



contract, derivative, swap or other transaction or series of transactions is determined by reference to the price, value or volatility of any class or series of shares of the Company, whether or not such instrument, contract or right shall be subject to settlement in the underlying class or series of shares of the Company, through the delivery of cash or other property, or otherwise, and without regard to whether the shareholder(s) and such Shareholder Associated Persons, if any, may have entered into transactions that hedge or mitigate the economic effect of such instrument, contract or right, or any other direct or indirect opportunity to profit or share in any profit derived from any increase or decrease in the value of shares of the Company;

- (4) any proxy, contract, arrangement, understanding, or relationship pursuant to which such shareholder(s) and such Shareholder Associated Persons, if any, have the right to vote any class or series of shares of the Company;
- (5) any agreement, arrangement, understanding, relationship or otherwise, including any repurchase or similar so-called “**stock borrowing**” agreement or arrangement, involving such shareholder(s) and such Shareholder Associated Persons, if any, directly or indirectly, the purpose or effect of which is to mitigate loss to, reduce the economic risk (of ownership or otherwise) of any class or series of the shares of the Company by, manage the risk of share price changes for, or increase or decrease the voting power of, such shareholder(s), and such Shareholder Associated Persons, if any, with respect to any class or series of the shares of the Company, or which provides, directly or indirectly, the opportunity to profit or share in any profit derived from any decrease in the price or value of any class or series of the shares of the Company (any of the foregoing, a “**Short Interest**”);
- (6) any rights to dividends on the shares of the Company owned beneficially by such shareholder(s) and such Shareholder Associated Persons, if any, that are separated or separable from the underlying shares of the Company;
- (7) any significant equity interests or any Derivative Instruments or Short Interests in any principal competitor of the Company held by such shareholder(s), and such Shareholder Associated Persons, if any;
- (8) any other information relating to such shareholder(s) or such other beneficial owner or Shareholder Associated Person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of Directors pursuant to section 14 of the Exchange Act and the rules and regulations promulgated thereunder; and
- (9) to the extent known by the shareholder(s) giving the notice, and such Shareholder Associated Persons, if any, the name and address of any other shareholder or, as the case may be, the Shareholder Associated Person of such other shareholder, supporting the nominee for election or re-election as a Director or the proposal of other business on the date of such request, and

(D) the information required in Article 58 (C) above shall be updated by such shareholder(s) as of the record date for the meeting not later than three days after the record date for the meeting.

- 58.2 To be eligible to be a nominee of any shareholder(s) for election or re-election as a Director of the Company, save where such election or re-election is at the recommendation of the Board, a person must deliver (in accordance, in the case of a resolution proposed to be moved at an annual general meeting of the Company, with the time periods prescribed in Article 59.1 for delivery of a request pursuant to Article 58.1) to the Secretary at the Registered Office a written questionnaire with respect to the background and qualifications of such individual and the background of any other person or entity on whose behalf, directly or indirectly, the nomination is being made (which questionnaire shall be provided by the Secretary upon written request), and a written representation and agreement (in the form provided by the Secretary upon written request) that such individual (a) is not and will not become a party to any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a Director of the Company, will act or vote on any issue or question (a **"Voting Commitment"**) that has not been disclosed therein, including without limitation any Voting Commitment that could limit or interfere with such individual's ability to comply, if elected as a Director of the Company, with such individual's fiduciary and other Director's duties under applicable law, (b) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the Company with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a Director that has not been disclosed therein, (c) in such individual's personal capacity and on behalf of any person or entity on whose behalf, directly or indirectly, the nomination is being made, would be in compliance, if elected as a Director of the Company, and will comply, with all applicable corporate governance, conflict of interest, confidentiality and stock ownership and trading policies and guidelines of the Company publicly disclosed from time to time and (d) irrevocably submits his or her resignation as a Director effective upon a finding by a court of competent jurisdiction that such person has breached such written representation and agreement.
- 58.3 Except as otherwise provided by law or the Articles, the chairperson of the meeting shall have the power and duty to determine whether a nomination or any other business proposed to be brought before the meeting was proposed in accordance with the procedures set out in this Article 58 and, in the case of an annual general meeting, in Article 59 and, if any proposed nomination or other business is not in compliance with this Article 58 and, in the case of an annual general meeting, Article 59, to declare that such defective proposal or nomination shall be disregarded.
- 58.4 For the purposes of this Article 58, where nominations of persons for appointment to the board and/or proposals of other business to be considered by the shareholders (as the case may be) are made by or on behalf of more than one shareholder or Shareholder Associated Person, references to a shareholder or Shareholder Associated Person in relation to notice and other information requirements shall apply to each shareholder or Shareholder Associated Person, respectively, as the context requires.
- 58.5 For the purpose of this Article 58, a **"Shareholder Associated Person"** of any shareholder shall mean (i) any person controlling, directly or indirectly, or acting in concert with, such shareholder, (ii) any beneficial owner of shares of the Company owned of record or beneficially by such shareholder or in which such shareholder is interested or in respect of which such shareholder has the ability to direct votes, and (iii) any person controlling, controlled by or under common



control with a person of the kind referred to in sub-paragraphs (i) or (ii), and for these purposes “control”, when used with respect to any person, means the possession, directly or indirectly, of the power to manage or direct the management, policies or activities of such person, whether through the ownership of voting securities, by contract, or otherwise and “controlling”, “controlled by” and “under common control with” shall be construed accordingly.

## 59 TIME FOR RECEIVING REQUESTS

- 59.1 In the case of a resolution proposed to be moved at an annual general meeting of the Company, a shareholder or Shareholder Associated Person who makes a request to which Article 58.1 relates, must deliver any such request in writing to the Secretary at the Registered Office not earlier than the close of business on the one hundred and twentieth (120th) calendar day nor later than the close of business on the ninetieth (90th) calendar day prior to the first anniversary of the preceding year’s annual general meeting, provided, however, that if the date of an annual meeting is more than thirty (30) calendar days before or more than sixty (60) calendar days after the first anniversary of the preceding year’s annual general meeting, notice by the shareholder must be so delivered in writing not earlier than the close of business on the one hundred and twentieth (120th) calendar day prior to such annual general meeting and not later than the close of business on the later of (i) the ninetieth (90th) calendar day prior to such annual general meeting and (ii) the fifth (5th) calendar day after the day on which public announcement of the date of such annual general meeting is first made by the Company provided that in no event shall any adjournment or postponement of an annual general meeting or the public announcement thereof commence a new time period for the giving of a shareholder’s notice as described in this Article.
- 59.2 For the purposes of the annual general meeting of the Company to be held in 2019, references in this Article 59 to the Company’s “preceding year’s annual general meeting” shall be construed as references to the 2018 annual general meeting of STERIS UK.
- 59.3 Notwithstanding anything in the foregoing provisions of this Article 59 to the contrary, if the number of Directors to be elected to the Board is increased and there is no public announcement by the Company naming all of the nominees for Director or specifying the size of the increased board of Directors made by the Company at least one hundred (100) calendar days prior to the date of the first anniversary of the preceding year’s annual general meeting, a shareholder’s notice required by this Article 59 shall also be considered as validly delivered in accordance with Article 59, but only with respect to nominees for any new positions created by such increase, if it shall be delivered to the Secretary at the Company’s registered not later than 5.00 p.m., local time, on the tenth (10th) calendar day after the day on which such public announcement is first made by the Company.
- 59.4 For purposes of this Article 59, “**public announcement**” shall mean disclosure in a press release reported by Reuters, the Dow Jones News Service, Associated Press or a comparable news service or in a document publicly filed by the Company with the US Securities and Exchange Commission pursuant to section 13, 14 or 15(d) of the Exchange Act.
- 59.5 Notwithstanding the provisions of Article 58 or the foregoing provisions of this Article 59, a shareholder shall also comply with all applicable requirements of the Act and of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in Article 58 and this Article 59. Nothing in Article 58 or this Article 59 shall be deemed to affect any rights of shareholders to request inclusion of proposals in, nor the right of the Company to omit proposals

from, the Company's proxy statement pursuant to Rule 14a-8 (or any successor provision) under the Exchange Act or the Act.

## **VOTING**

### **60 VOTING AT A GENERAL MEETING**

A resolution put to the vote of a general meeting shall be decided on a poll. This requirement for poll voting on resolutions at a general meeting of the Company may only be removed, amended or varied by Ordinary Resolution of the shareholders passed unanimously at a general meeting of the Company.

### **61 POLL PROCEDURE**

- 61.1 Each poll shall be conducted in such a manner as the chairperson directs, and the result of the poll shall be deemed to be the resolution in relation to the matter concerned, of the meeting at which the poll was taken.
- 61.2 In advance of any meeting, the chairperson shall appoint scrutineers or inspectors who need not be shareholders, to act at the meeting. The chairperson may appoint one or more persons as alternate scrutineers or inspectors to replace any scrutineer or inspector who fails to act. If no scrutineer or inspector or alternate scrutineer is willing or able to act at a meeting, the chairperson shall appoint one or more other persons to act as scrutineers or inspectors at the meeting. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was conducted.
- 61.3 Each scrutineer or inspector appointed in accordance with this Article 61 shall, prior to acting, be required to provide an undertaking to the Company, in a form determined by the Board, that he or she will execute the duties of a scrutineer or inspector with strict impartiality and according to the best of his or her ability.
- 61.4 Any poll conducted on the election of the chairperson or on any question of adjournment shall be taken at the meeting and without adjournment. A poll conducted on another question shall be taken at such time and place at the chairperson decides, either at once or after an interval or adjournment.
- 61.5 The date and time of the opening and the closing of a poll for each matter upon which the shareholders will vote at a meeting shall be announced at the meeting. No ballot, proxies or votes, nor any revocations thereof or changes thereto, shall be accepted by the scrutineers or inspectors after the closing of the poll unless a court with relevant jurisdiction upon application by a shareholder shall determine otherwise.
- 61.6 A shareholder entitled to more than one vote need not, if he or she votes, use all his or her votes or cast all the votes he or she uses in the same way.

### **62 VOTES OF MEMBERS**

- 62.1 Every shareholder (other than a shareholder who, under these Articles or any restrictions imposed on any shares, is not entitled to vote, whether in person or by proxy, at any general meeting of the Company or any meeting of a class of shareholders of the Company) who (being an individual)

- 65.2 The appointment of a proxy and any authority under which it is executed or a copy of the authority certified notarially or in some other way approved by the Board shall:
- (A) in the case of an instrument in writing be deposited at the Registered Office or at such other place as is specified in the notice convening the meeting, or in any instrument of proxy sent out by the Company in relation to the meeting, not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote;
  - (B) in the case of an appointment contained in a communication by electronic means, where an address has been specified for the purpose of receiving communications by electronic means:
    - (1) in the notice convening the meeting; or
    - (2) in any instrument of proxy sent out by the Company in relation to the meeting; or
    - (3) in any invitation contained in an communication by electronic means to appoint a proxy issued by the Company in relation to the meeting,  
  
be received at such address not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
  - (C) be deemed to include the right to speak at the meeting and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit; and
  - (D) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates; and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid (unless, subject to the requirements of the Act, the Board, in its absolute discretion in relation to any such appointment, waives any such requirement and decides to treat such appointment as valid).
- 65.3 When two or more valid but differing appointments of proxy are delivered or received in respect of the same share for use at the same meeting and in respect of the same matter, the one which is last validly delivered or received (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which appointment was last validly delivered or received, none of them shall be treated as valid in respect of that share.
- 65.4 The Board may at the expense of the Company send forms of appointment of proxy to the shareholders by post, by communication by electronic means or otherwise (with or without provision for their return by pre-paid post) for use at any general meeting or at any separate meeting of the holders of any class of shares, either blank or nominating as proxy in the alternative any one or more of the Directors or any other person and worded so as to enable the proxy to vote either for or against or to withhold their vote in respect of the resolutions to be proposed at the meeting at which the proxy is to be used. If for the purpose of any meeting invitations to appoint as proxy a person or one of a number of persons specified in the invitations are issued at the Company's expense, they shall be issued to all (and not to some only) of the shareholders



entitled to be sent notice of the meeting and to vote at it. The accidental omission to send such a form of appointment or to give such an invitation to, or the non-receipt of such form of appointment by, any shareholder entitled to attend and vote at a meeting shall not invalidate the proceedings at that meeting.

- 65.5 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or mental disorder of the principal or the revocation of the instrument of proxy, or of the authority under which the instrument of proxy was executed, or the transfer of the share in respect of which the instrument of proxy is given, provided that no intimation in writing of such death, mental disorder, revocation or transfer shall have been received by the Company at the Registered Office, or at such other place as is referred to in Article 65.2, not less than forty eight (48) hours (excluding days which are not working days) before the commencement of the meeting or adjourned meeting at which the instrument of proxy is used.

## **66 CORPORATE REPRESENTATIVES**

In accordance with the Act, any corporation which is a shareholder entitled to attend a meeting of the Company or a meeting of the holders of any class of its shares may, by resolution of its Directors or other governing body, authorise such person or persons as it thinks fit to act as its representative or representatives at any such meeting of the Company or at any such meeting of the holders of any class of its shares. Any person so authorised shall be entitled to exercise the same powers on behalf of the corporation (in respect of that part of the corporation's holdings to which the authority relates) as the corporation could exercise if it were an individual shareholder. The corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present at it. All references in these Articles to attendance and voting in person shall be construed accordingly. A Director, the Secretary or some other person authorised for the purpose by the Secretary may (but is not bound to) require the representative to produce a certified copy of the resolution so authorising him or her or such other evidence of his or her authority reasonably satisfactory to such person before permitting him or her to exercise his or her powers.

## **67 AMENDMENT TO RESOLUTIONS**

- 67.1 If an amendment shall be proposed to any resolution but shall in good faith be ruled out of order by the chairperson of the meeting, any error in such ruling shall not invalidate the proceedings on the substantive resolution.
- 67.2 In the case of a resolution duly proposed as a Special Resolution, no amendment to it (other than an amendment to correct a patent error) may be considered or voted on and in the case of a resolution duly proposed as an Ordinary Resolution no amendment to it (other than an amendment to correct a patent error) may be considered or voted on unless either at least forty eight (48) hours prior to the time appointed for holding the meeting or adjourned meeting at which such Ordinary Resolution is to be proposed notice in writing of the terms of the amendment and intention to move it has been lodged at the Registered Office or the chairperson of the meeting in his or her absolute discretion decides that it may be considered or voted on.

## **68 OBJECTION TO ERROR IN VOTING**

No objection shall be raised to the qualification of any voter or to the counting of, or failure to count, any vote, except at the meeting or adjourned meeting at which the vote objected to is

Shares from uncertificated form into certificated form or where a person has an interest in Default Shares which are represented by Depositary Interests to change such Default Shares represented by Depositary Interests into certificated form only in the name of the interested person (and such steps shall be effective as if they had been taken by such holder).

- 69.9 None of the provisions contained in this Article shall in any way limit or restrict the rights of the Company under sections 1062 and 1066 of the Act or any order made by the court under section 1066 or elsewhere under Part 17 Chapter 4 of the Act nor shall any sanction imposed by the Board pursuant to this Article cease to have effect, otherwise than as provided in this Article, unless it is so ordered by the court.

## **APPOINTMENT, RETIREMENT AND REMOVAL OF DIRECTORS**

### **70 NUMBER OF DIRECTORS**

The number of Directors shall be as the Board may determine from time to time and at the date of adoption of these Articles shall be not more than 15 (fifteen) and not less than 7 (seven).

### **71 COMPANY'S POWER TO APPOINT DIRECTORS**

- 71.1 Subject to these Articles, the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director, either to fill a vacancy or as an addition to the existing Directors, subject to the total number of Directors not exceeding any maximum number fixed by or in accordance with these Articles.

- 71.2 A resolution for the appointment of two or more persons as Directors by a single resolution at a general meeting shall be void unless an Ordinary Resolution that the resolution for appointment be proposed in such way has first been agreed to by the meeting without any vote being given against it.

### **72 BOARD'S POWER TO APPOINT DIRECTORS**

Without prejudice to the Company's power to appoint a person to be a Director pursuant to these Articles, the Board shall have power at any time to appoint any person who is willing to act as a Director, either to fill a vacancy or as an addition to the existing Board or as a successor to a Director who is not re-elected at an annual general meeting and whose successor is not elected at such annual general meeting, subject to the total number of Directors not exceeding any maximum number fixed by or in accordance with these Articles.

### **73 APPOINTMENT OF EXECUTIVE DIRECTORS**

Subject to the Act, the Board may appoint one or more of its members to an executive office or other position of employment with the Company for such term (subject to the Act) and on any other conditions the Board thinks fit. The Board may revoke, terminate or vary the terms of any such appointment, without prejudice to a claim for damages for breach of contract between the Director and the Company.

### **74 APPOINTMENT OF OTHER OFFICERS**



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*Number 38 of 2014*

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**Companies Act 2014**

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- (c) be heard at any general meeting which they attend on any part of the business of the meeting which concerns them as statutory auditors.

### Notice of general meetings

**181.** (1) Save where the constitution of the company makes provision for the giving of greater notice, a meeting of a company, other than an adjourned meeting, shall be called—

- (a) in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice;
  - (b) in the case of any other extraordinary general meeting, by not less than 7 days' notice.
- (2) A meeting of a company shall, notwithstanding that it is called by shorter notice than that specified in *subsection (1)*, be deemed to have been duly called if it is so agreed by—
- (a) all the members entitled to attend and vote at the meeting; and
  - (b) unless no statutory auditors of the company stand appointed in consequence of the company availing itself of the audit exemption under *section 360* or *365* (and, where relevant, *section 399* has been complied with in that regard), the statutory auditors of the company.
- (3) Where notice of a meeting is given by posting it by ordinary prepaid post to the registered address of a member, then, for the purposes of any issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting.
- (4) In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.
- (5) The notice of a meeting shall specify—
- (a) the place, the date and the time of the meeting;
  - (b) the general nature of the business to be transacted at the meeting;
  - (c) in the case of a proposed special resolution, the text or substance of that proposed special resolution; and
  - (d) with reasonable prominence a statement that—
    - (i) a member entitled to attend and vote is entitled to appoint a proxy using the form set out in *section 184* or, where that is allowed, one or more proxies, to attend, speak and vote instead of him or her;
    - (ii) a proxy need not be a member; and
    - (iii) the time by which the proxy must be received at the company's registered office or some other place within the State as is specified in the statement for that purpose.

- (6) Save to the extent that the company's constitution provides otherwise, the accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

### Quorum

- 182.** (1) No business shall be transacted at any general meeting of a company unless a quorum of members is present at the time when the meeting proceeds to business.
- (2) Save to the extent that its constitution provides otherwise or in a case falling within *subsection (3)*, 2 members of a company present in person or by proxy at a general meeting of it shall be a quorum.
- (3) In the case of a single-member company, one member of the company present in person or by proxy at a general meeting of it shall be a quorum.
- (4) *Subsection (5)* shall apply unless the company's constitution provides otherwise.
- (5) Save to the extent that the company's constitution provides otherwise, if within 15 minutes after the time appointed for a general meeting a quorum is not present, then—
- (a) where the meeting has been convened upon the requisition of members, the meeting shall be dissolved;
- (b) in any other case—
- (i) the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the directors may determine; and
- (ii) if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the members present shall be a quorum.

### Proxies

- 183.** (1) Subject to *subsection (3)*, any member of a company entitled to attend and vote at a meeting of the company shall be entitled to appoint another person (whether a member or not) as his or her proxy to attend and vote instead of him or her.
- (2) A proxy so appointed shall have the same right as the member to speak at the meeting and to vote on a show of hands and on a poll.
- (3) Unless the company's constitution otherwise provides, a member of a company shall not be entitled to appoint more than one proxy to attend on the same occasion.
- (4) The instrument appointing a proxy (the "instrument of proxy") shall be in writing—
- (a) under the hand of the appointer or of his or her attorney duly authorised in writing; or
- (b) if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.

[Table of Contents](#)

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

**SCHEDULE 14A**

**(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only  
(as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

**STERIS plc**

**(Name of Registrant as Specified in its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1)

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1)

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[Table of Contents](#)

## SHAREHOLDER NOMINATIONS OF DIRECTORS AND NOMINEE CRITERIA

The Nominating and Governance Committee will consider director nominations timely made by shareholders pursuant to the requirements of our Articles referred to in the “Shareholder Proposals” section of this Proxy Statement. Any such proposal must also comply with the other provisions contained in our Articles, portions of which are summarized below. Such summary is qualified by reference to, and is subject to, the Articles. Any proposals that do not meet the requirements set forth in our Articles, the Exchange Act (and the rules and regulations thereunder) or the Irish Companies Act will be declared out of order and will not be considered at the 2021 Annual Meeting.

Shareholder recommendations for candidates to be nominees for election to the Board of Directors should be in writing, sent in a timely manner in accordance with the Articles (as summarized in the “Shareholder Proposals” section of this Proxy Statement) and should comply with the provisions of the Company’s Articles and contain all the information required by our Articles and all information listed below, which information must be updated by the shareholder(s) as of the record date for the meeting not later than three days after the record date for the meeting.

The Articles governing shareholder proposals or time for receiving them shall not be deemed to affect any rights of shareholders to request inclusion of proposals in, nor the right of the Company to omit proposals from, the Company’s proxy statement pursuant to Rule 14a-8 (or any successor provision) under the Exchange Act.

### Certain Required Information Regarding the Recommending Shareholder

1. The name and address of the shareholder and its “Shareholder Associated Persons” (as defined in the Articles) recommending the proposed director nominee for consideration as that information appears on our records, the class and number of shares owned directly and indirectly by the shareholder and its Shareholder Associated Persons;
2. Any “Derivative Instrument” (as defined in the Articles) owned directly or indirectly by such shareholder or Shareholder Associated Persons, if any;
3. Any proxy, contract, arrangement, understanding, or relationship pursuant to which such shareholder(s) and such Shareholder Associated Persons, if any, have the right to vote any class or series of shares of the Company;
4. Any agreement, arrangement, understanding, relationship or otherwise, including any repurchase or similar so-called “stock borrowing” agreement or arrangement, involving such shareholder(s) and such Shareholder Associated Persons, if any, directly or indirectly, the purpose or effect of which is to mitigate loss to, reduce the economic risk (of ownership or otherwise) of any class or series of the shares of the Company by, manage the risk of share price changes for, or increase or decrease the voting power of, such shareholder(s), and such Shareholder Associated Persons, if any, with respect to any class or series of the shares of the Company, or Short Interest (as defined in the Articles);
5. Any rights to dividends on the shares of the Company owned beneficially by such shareholder(s) and such Shareholder Associated Persons, if any, that are separated or separable from the underlying shares of the Company;
6. Any significant equity interests or any Derivative Instruments or Short Interests in any principal competitor of the Company held by such shareholder(s), and such Shareholder Associated Persons, if any;

[Table of Contents](#)[Shareholder Nominations of Directors and Nominee Criteria: Information Regarding the Nominee Director](#)

7. Any other information relating to such shareholder(s) or Shareholder Associated Persons, if any, that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of Directors pursuant to section 14 of the Exchange Act and the rules and regulations promulgated thereunder; and
8. To the extent known by the shareholder(s) giving the notice, and such Shareholder Associated Persons, if any, the name and address of any other shareholder or, as the case may be, the Shareholder Associated Person of such other shareholder, supporting the nominee for election or re-election as a Director or the proposal of other business on the date of such request.

## Information Required Regarding the Nominee Director

1. All information relating to such proposed director nominee that is required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Exchange Act, and the regulations promulgated thereunder, including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected;
2. A description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three years, and any other material relationships, between or among such shareholder(s) and any Shareholder Associated Person, on the one hand, and each proposed nominee, and his or her respective affiliates and associates, or others acting in concert therewith, on the other hand, including, without limitation all information that would be required to be disclosed pursuant to Rule 404 promulgated under SEC Regulation S-K if the shareholder(s) making the nomination and any Shareholder Associated Person were the "registrant" for purposes of such rule and the nominee were a director or executive officer of such registrant; and
3. A written questionnaire with respect to the background and qualifications of such individual and the background of any other person or entity on whose behalf, directly or indirectly, the nomination is being made (which questionnaire shall be provided by the Secretary upon written request), and a written representation and agreement (in the form provided by the Secretary upon written request) that such individual (a) is not and will not become a party to any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a Director of the Company, will act or vote on any issue or question (a "Voting Commitment") that has not been disclosed therein, including without limitation any Voting Commitment that could limit or interfere with such individual's ability to comply, if elected as a Director of the Company, with such individual's fiduciary and other Director's duties under applicable law, (b) is not and will not become a party to any agreement, arrangement, or understanding with any person or entity other than the Company with respect to any direct or indirect compensation, reimbursement, or indemnification in connection with service or action as a Director that has not been disclosed therein, (c) in such individual's personal capacity and on behalf of any person or entity on whose behalf, directly or indirectly, the nomination is being made, would be in compliance, if elected as a Director of the Company, and will comply, with all applicable corporate governance, conflict of interest, confidentiality, stock ownership, and trading policies and guidelines of the Company publicly disclosed from time to time and (d) irrevocably submits his or her resignation as a director effective upon a finding by a court of competent jurisdiction that such person has breached such written representation and agreement.

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[Table of Contents](#)

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**Shareholder Nominations of Directors and Nominee Criteria: Information Regarding the Nominee Director**

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There are no specific, defined, qualifications or specific qualities or skills that are necessary for director candidates to possess. In evaluating proposed director nominees, the Nominating and Governance Committee will consider such factors as it deems appropriate, consistent with the Board's Governance Guidelines, and other factors identified from time to time by the Board of Directors. The Nominating and Governance Committee will consider the entirety of each proposed director nominee's credentials. As a general matter, the Committee will consider factors such as personal and professional ethics, integrity, commitment, judgment, independence, possible conflicts of interest, experience, diversity of background, availability, comparison of the approach of incumbent members of the Board of Directors, and ability to represent the interests of all shareholders, not just those of a particular philosophy or constituency.

The Nominating and Governance Committee will consider all information provided that it deems is relevant to a proposed director nominee's nomination as a director of the Company. Following such consideration, the Committee may seek additional information regarding, and may request an interview with, any proposed director nominee whom it wishes to continue considering.

Based upon all information available to it and any interviews it may have conducted, the Committee will meet to determine whether to recommend the proposed director nominee to the Board of Directors. The Committee will consider proposed director nominees recommended by shareholders on the same basis as proposed director nominees from other sources, subject to the procedures described herein and in the Company's Articles, as amended from time to time.

The Nominating and Governance Committee utilizes a variety of methods for identifying and evaluating director nominees. Candidates may be recommended by current members of the Board of Directors, third-party search firms or shareholders. The Nominating and Governance Committee generally does not consider recommendations for director nominees submitted by other constituencies. In order to preserve its impartiality, the Nominating and Governance Committee will not consider any recommendations from shareholders that are not submitted in accordance with the procedures set forth above.

[Table of Contents](#)

## SHAREHOLDER PROPOSALS

In response to matters submitted by shareholders for consideration at annual or extraordinary general meetings of shareholders, the Nominating and Governance Committee shall designate one or more members of management to review properly submitted proposals and to obtain all necessary information to allow management designees to present the shareholder proposal to the Nominating and Governance Committee for further consideration. Upon submission of a shareholder proposal to the Nominating and Governance Committee, the Committee will evaluate and make recommendations, as appropriate, to the Board of Directors, with respect to the proposal. This evaluation by the Nominating and Governance Committee may include, without limitation, consideration of (a) the appropriateness of the proposal, (b) applicable requirements of our Articles, as amended from time to time, (c) legal requirements, including requirements under applicable laws and regulations, (d) whether the shareholder proposal previously has been submitted to shareholders for a vote, and if so, the vote received for and against the proposal, (e) the best interests of all shareholders, (f) the impact that implementation of the proposal would have on the overall operations of the business, (g) whether the proposal would result in appropriately accomplishing the goals and objectives described in the proposal, and (h) any other considerations that the Nominating and Governance Committee may deem appropriate. The process of evaluation may include communication directly with the shareholder proponent by the Nominating and Governance Committee or the management designees, as the Nominating and Governance Committee may deem appropriate.

### Shareholder Proposals for the 2022 Annual General Meeting of Shareholders

Shareholders who, in accordance with the SEC's Rule 14a-8, wish to present proposals for inclusion in the proxy materials to be distributed by us in connection with our 2022 annual general meeting must submit their proposals to the Company's registered office at 70 Sir John Rogerson's Quay, Dublin 2, Ireland, Attention: Company Secretary. The deadline for shareholders to submit proposals to be considered for inclusion in the proxy statement for the 2022 Annual Meeting of Shareholders is expected to be February 14, 2022. As the rules of the SEC make clear, simply submitting a proposal does not guarantee its inclusion in our proxy statement.

In accordance with the Company's Articles, and without prejudice to the rights of a shareholder of record under applicable law, in order to nominate a candidate for election as a director or properly bring other business before the 2022 annual general meeting, a shareholder's notice of the matter the shareholder wishes to present must be delivered to the Company's registered office at 70 Sir John Rogerson's Quay, Dublin 2, Ireland, Attention: Company Secretary, not earlier than the close of business on the one hundred and twentieth (120th) calendar day nor later than the close of business on the ninetieth (90th) calendar day prior to the first anniversary of the preceding year's annual general meeting. As a result, any notice given by or on behalf of a shareholder pursuant to these provisions of our Articles (and not pursuant to the SEC's Rule 14a-8) must be received no earlier than March 31, 2022 and no later than April 29, 2022. However, if the date of such annual general meeting is more than 30 calendar days before or more than 60 calendar days after the first anniversary of the preceding year's annual general meeting, notice by the shareholder must be so delivered in writing not earlier than the close of business on the one hundred and twentieth (120th) calendar day prior to such annual general meeting and not later than the close of business on the later of (i) the ninetieth (90th) calendar day prior to such annual general meeting and (ii) the fifth (5th) calendar day after the day on which public announcement of the date of such annual general meeting is first made by the Company provided that in no event shall any adjournment or



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[Table of Contents](#)

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[Shareholder Proposals: Shareholders' Rights to Call a General Meeting](#)

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postponement of an annual general meeting or the public announcement thereof commence a new time period for the giving of such a shareholder's notice.

## Shareholders' Rights to Call a General Meeting

In addition to the SEC and Articles processes described above, our shareholders have the right to requisition the Board to call a meeting of our shareholders. Section 178(3) to (7) of the Irish Companies Act generally requires the directors to call a general meeting once we have received requests to do so from shareholders representing at least 10% of our issued paid-up shares entitled to vote at a general meeting. These provisions are mandatory under the Act and cannot be waived by our shareholders.

[Notice of Annual Meeting of Shareholders](#) and 2021 Proxy Statement 83

# JONES DAY

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DIRECT NUMBER: (214) 969-3706

PZWICK@JONESDAY.COM

May 20, 2022

VIA E-MAIL

shareholderproposals@sec.gov

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
Office of Chief Counsel  
100 F Street, N.E.  
Washington, DC 20549

Re: STERIS plc - Shareholder Proposal Submitted by James McRitchie

Ladies and Gentlemen:

In a letter dated March 9, 2022, we requested that the staff of the Division of Corporation Finance of the Securities and Exchange Commission (the "Staff") concur that our client, STERIS plc ("STERIS"), could exclude from its proxy statement and form of proxy for its 2022 Annual General Meeting of Shareholders a stockholder proposal and supporting statement (collectively, the "Proposal") submitted by James McRitchie (the "Proponent").

On May 20, 2022, the Proponent notified the Staff and STERIS via email that Proponent withdrew the Proposal. In reliance thereon, we hereby withdraw the March 9, 2022 no-action request relating to the Company's ability to exclude the Proposal pursuant to Rule 14a-8 under the Securities Exchange Act of 1934.

If we can be of any further assistance in this matter, please do not hesitate to call the undersigned at 214-969-3706.

Very truly yours,



Peter C. Zwick

cc: J. Adam Zangerle / STERIS plc  
John Chevedden / PII  
James McRitchie / PII

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