



Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter). ☐

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 101(b) of the Securities Exchange Act. ☐

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## Item 7.01 Regulation FD Disclosure.

Reference is made to the Current Report on Form 8-K dated April 11, 2024 of STERIS plc (“STERIS” or “Company”) pursuant to which STERIS reported that STERIS Corporation, a wholly owned subsidiary of STERIS plc and certain affiliates, entered into an Equity Purchase Agreement to sell STERIS’s Dental business segment to HuFriedy Group Holding LLC, an affiliate of Peak Rock Capital LLC, for \$787.5 million, subject to customary adjustments, and up to an additional \$12.5 million in contingent payment payable if the Dental business segment achieves certain revenue targets in fiscal year 2025 (the “Transaction”). The Transaction closed on May 31, 2024.

STERIS intends to use the proceeds primarily to repay debt.

## Forward-Looking Statements

This Current Report on Form 8-K may contain statements concerning certain trends, expectations, forecasts, estimates, or other forward-looking information affecting or relating to STERIS or its industry, products or services that are intended to qualify for the protections afforded “forward-looking statements” under the Private Securities Litigation Reform Act of 1995 and other laws and regulations. Forward-looking statements speak only as of the date the statement is made and may be identified by the use of forward-looking terms such as “may,” “will,” “expect,” “anticipates,” “plans,” “estimates,” “projects,” “targets,” “forecasts,” “outlook,” “impact,” “potential,” “confidence,” “improve,” “optimistic,” “deliver,” “orders,” “backlog,” “comfortable,” “trend” and “seeks,” or the negative of such terms or other variations on such terms or comparable terminology. Many important factors may cause actual results to differ materially from those in the forward-looking statements including, without limitation, statements related to the expected benefits of and timing of completion of the restructuring plan, disruption of production or supplies, changes in market conditions, political events, pending or future claims or litigation, competitive factors, technology advances, actions of regulatory agencies, and changes in laws, government regulations, labeling or product approvals or the application or interpretation thereof. Other risk factors are described in our other securities filings, including Item 1A of our Annual Report on Form 10-K for the year ended March 31, 2024. Many of these important factors are outside of STERIS’s control. No assurances can be provided as to any result or outcome of any outcome regarding matters described in STERIS’s securities filings or otherwise with respect to any action, administrative proceedings, government investigations, litigation, warning letters, cost reduction initiatives, strategies, earnings or revenue trends or future financial results. References to products are summaries of the products and should not be considered the specific terms of the product clearance or literature. Unless legally required, STERIS does not undertake to update or revise any forward-looking statements even if events make clear that any projections, express or implied, will not be realized. Other potential risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements include, without limitation, (a) STERIS’s ability to realize the expected benefits of the Transaction, including the earnout payment, (b) the impact of public health crises on STERIS’s operations, supply chain, material and labor costs, performance, results, prospects, or value, (c) STERIS’s ability to achieve the expected benefits regarding the accounting and tax treatments of the redomiciliation to Ireland, (d) operating costs, Customer loss and business disruption (including, without limitation, difficulties in maintaining relationships with employees, Customers, clients or suppliers) being greater than expected, (e) STERIS’s ability to successfully integrate acquired businesses into its existing businesses, including unknown or inestimable integration costs, impairments, or increases in expected integration costs or difficulties in connection with the integration of acquired businesses, (f) uncertainties related to tax treatments under the TCJA and the IRA, (g) the possibility that the OECD Model Rules could increase tax uncertainty and adversely impact STERIS’s provision for income taxes and the effective rate and subject STERIS to additional income tax in jurisdictions who adopt Pillar Two Model Rules, (h) STERIS’s ability to continue to qualify for benefits under certain income tax treaties in light of ratification of more income tax treaty rules (through the MLI) in many jurisdictions where STERIS has operations, (i) changes in tax laws or interpretations that could increase our consolidated tax liabilities, including changes in tax laws that would require STERIS being treated as a domestic corporation for United States federal tax purposes, (j) the potential for increased pressure on pricing or costs that leads to erosion of profit margins, including as a result of inflation, (k) the possibility that market demand will not develop for new technologies, products or applications or services, or business models, or that it will take longer, cost more or produce lower benefits than anticipated, (l) the possibility that application of laws, compliance with laws, court rulings, certifications, regulations, or regulatory actions, including without limitation, (m) the possibility of the same relating to FDA, EPA or other regulatory authorities, government investigations, the outcome of such investigations, pending or threatened FDA, EPA or other regulatory warning notices, actions, requests, inspections or suits, or the outcome of any

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pending or threatened litigation brought by private parties, or other requirements or standards may delay or prevent new product or service introductions, affect the production, supply and/or marketing of existing services, result in costs to STERIS that may not be covered by insurance, or otherwise affect STERIS's performance, results, prospects or value, (m) the potential of international unrest, including the Russia-Ukraine or Israel-Palestine military conflicts, economic downturn or effects of currencies, tax assessments, tariffs and/or other trade barriers, adjustments or anticipated rates, raw material costs or availability, benefit or retirement plan costs, or other compliance costs, (n) the possibility of reduced demand, or reductions in the rate of growth in demand, for STERIS's products and services, (o) the possibility of delays in receipt of orders, order cancellations, or delays in the production or shipment of ordered products, due to supply chain issues or otherwise, or in the provision of services, or the possibility that anticipated growth, cost savings, new product acceptance, performance or approvals, or other benefits may not be achieved, or that transition, labor, competition, timing, execution, impairments, regulatory, government or other issues or risks associated with STERIS's businesses, industry or initiatives including, without limitation, the matters described in STERIS's various securities filings, may adversely impact STERIS's performance, results, prospects or value, (q) the impact on STERIS and its operations, or tax liabilities, of Brexit or the exit of the United Kingdom from the EU, and the Company's ability to respond to such impacts, (r) the impact on STERIS's operations of any legislation, regulations or orders, including but not limited to any new trade or tax legislation (including CAMT and excise tax on stock buybacks), regulations or orders, that may be implemented by the Treasury Department, administration or Congress, or of any responses thereto, (s) the possibility that anticipated financial results, including of recent acquisitions, of STERIS's restructuring efforts, or of recent divestitures, including anticipated productivity improvement, cost savings, growth synergies and other anticipated benefits, will not be realized, or will be other than anticipated, (t) the level of STERIS's indebtedness limiting financial flexibility or increasing future borrowing costs, (u) rating agency actions or other occurrences that could affect STERIS's existing debt or its ability to borrow funds at rates favorable to STERIS or at all, (v) the effects of changes in credit availability, including as well as the ability of STERIS's Customers and suppliers to adequately access the credit markets, on STERIS's operations or at all, when needed, and (w) the possibility that our expectations about the pre-tax savings resulting from the restructuring plan, the number of positions eliminated pursuant to the restructuring plan and the costs, including cash expenditures associated with the restructuring plan may not be realized on the timeline or timeline at all.

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused to be signed on its behalf by the undersigned hereunto duly authorized.

STERIS plc

By /s/ J. Adam Zangerle

J. Adam Zangerle

Senior Vice President, General Counsel  
Company Secretary

Dated: May 31, 2024