

STERIS plc  
Form DEFM14A  
January 31, 2019  
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**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) Title of each class of securities to which transaction applies:
  
- (2) Aggregate number of securities to which transaction applies:
  
- (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):
  
- (4) Proposed maximum aggregate value of transaction:
  
- (5) Total fee paid:

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) Amount Previously Paid:
  
- (2) Form, Schedule or Registration Statement No.:
  
- (3) Filing Party:
  
- (4) Date Filed:

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Dear STERIS Shareholder:

You are cordially invited to attend a Court Meeting and a General Meeting of the shareholders of STERIS plc ( STERIS or the Company ), to be held at 9:00 a.m. United Kingdom time (4:00 a.m. Eastern time) and 9:15 a.m. United Kingdom time (4:15 a.m. Eastern time) (or as soon thereafter as the Court Meeting is concluded or adjourned), respectively, on February 28, 2019 at 21 Tudor Street, London EC4Y 0DJ, United Kingdom (the Court Meeting and the General Meeting are referred to as the Shareholder Meetings ).

On November 6, 2018, STERIS announced that it intended to redomicile from the United Kingdom to Ireland (the Redomiciliation ), to be achieved through the insertion of a new Irish public limited company, which we refer to as STERIS Ireland, on top of STERIS pursuant to a Court-approved scheme of arrangement under English law (the Scheme ). The Scheme will result in each STERIS ordinary share being cancelled and re-issued to STERIS Ireland, and STERIS shareholders will receive one STERIS Ireland ordinary share for each STERIS share they hold. Following the Scheme becoming effective, the STERIS shares will be delisted from the New York Stock Exchange and STERIS will be re-registered as a private limited company.

STERIS Ireland expects that, following the Scheme becoming effective, STERIS Ireland ordinary shares will be listed for trading on the New York Stock Exchange under the symbol STE.

We are asking our shareholders to approve the Scheme and certain other related proposals. The Scheme will be approved if a majority in number of the STERIS shareholders present and voting at the Court Meeting (whether in person or by proxy), which majority represents at least 75% in value of the STERIS shares held by such STERIS shareholders, approve such proposal. In addition, a capital reduction and certain other matters related to the implementation of the Scheme will require approval by the passing of a special resolution at the General Meeting to be held immediately after the Court Meeting. We are also asking our shareholders to approve, by means of a special resolution to be proposed at the General Meeting, a proposal to create distributable profits in STERIS Ireland following the Scheme becoming effective. Under Irish law, STERIS Ireland may only make dividends and other distributions (and, generally, share repurchases and redemptions) from distributable profits. A special resolution requires the approval of STERIS shareholders representing at least 75% of the total voting rights of those STERIS shareholders who (being entitled to do so) vote on the relevant resolution (whether in person or by proxy).

**STERIS'S BOARD OF DIRECTORS HAS DETERMINED THAT ALL PROPOSALS TO BE VOTED UPON AT THE SHAREHOLDER MEETINGS ARE IN THE BEST INTERESTS OF THE COMPANY AND ITS SHAREHOLDERS AND UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR APPROVAL OF THE SCHEME AND OTHER PROPOSALS AT THE SHAREHOLDER MEETINGS.**

**More information about the Redomiciliation, the Scheme and the proposals described above is contained in the accompanying proxy statement/prospectus. We urge you to carefully read this proxy statement/prospectus, including the Annexes and the documents incorporated by reference, before voting. In particular, we urge you to read the section captioned Risk Factors beginning on page 18 and the section captioned Explanatory Statement beginning on page 31.**

The close of the Company's stock transfer books on January 25, 2019 has been fixed as the record date for determining the STERIS shareholders entitled to receive notice of the Shareholder Meetings. The close of the Company's stock transfer books on January 25, 2019 will also serve as the record date for determining the STERIS shareholders holding their shares through DTC book-entry (i.e. non-record beneficial holders) who are entitled to vote at the Shareholder Meetings.



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Due to the requirements of English law relating to schemes of arrangement, a different record date will serve for determining those STERIS shareholders of record (i.e. shareholders whose STERIS shares are held directly in their name with STERIS's transfer agent) entitled to vote at the Shareholder Meetings. Accordingly, the voting record date for STERIS shareholders of record will be determined by reference to STERIS's register of shareholders at 6:00 p.m. United Kingdom time (1:00 p.m. Eastern time) on the day which is two days (excluding any part of a day which is not a working day) before the date of the Court Meeting or, if the Court Meeting is adjourned, 6:00 p.m. United Kingdom time (1:00 p.m. Eastern time) on the day which is two days (excluding any part of a day which is not a working day) before the date fixed for the adjourned meeting.

**Your vote is important. Whether or not you plan to attend the Shareholder Meetings, please vote as promptly as possible by telephone, through the Internet or by requesting paper Forms of Proxy to complete, sign and return by mail. Details of the deadlines for when your vote(s) must be submitted are described in the accompanying proxy statement/prospectus. If you attend the Shareholder Meetings, you may revoke your proxy and vote your shares in person.**

We look forward to seeing you at the Shareholder Meetings and appreciate your support.

Sincerely,

WALTER M ROSEBROUGH, JR.

*President and Chief Executive Officer*

DR. MOHSEN M. SOHI

*Chairman of the Board*

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**NOTICE OF COURT MEETING**

**IN THE HIGH COURT OF JUSTICE  
BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES**

**CR 2019 - 000104**

**COMPANIES COURT (ChD)**

**DEPUTY INSOLVENCY AND COMPANIES COURT JUDGE BARNETT**

**IN THE MATTER OF**

**STERIS PLC**

**and**

**IN THE MATTER OF THE COMPANIES ACT 2006**

NOTICE IS HEREBY GIVEN that, by an order dated January 25, 2019 made in the above matter, the Court has given permission for a meeting to be convened of the holders of Scheme Shares (as defined in the scheme of arrangement hereinafter mentioned) (the **Court Meeting**) for the purpose of considering and approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 dated January 31, 2019 (the **Scheme**) proposed to be made between STERIS plc (the **Company**) and the holders of Scheme Shares (as defined in the Scheme) and that such meeting will be held at 21 Tudor Street, London EC4Y 0DJ, United Kingdom on February 28, 2019 at 9:00 a.m. United Kingdom time (4:00 a.m. Eastern Time), at which place and time all holders of Scheme Shares are requested to attend.

A copy of the Scheme and a copy of the explanatory statement required to be furnished pursuant to Section 897 of the Companies Act 2006 in relation to the Scheme are included in the accompanying proxy statement/prospectus.

At the Court Meeting, the following resolution will be proposed:

That the scheme of arrangement, dated January 31, 2019 (the **Scheme**), between the Company and the holders of the Scheme Shares (as defined in the Scheme), a print of which has been produced to this meeting and, for the purposes of identification, signed by the chairman of the Court Meeting, in its original form or with or subject to any modification, addition or condition approved or imposed by the Court and jointly consented to by the Company and STERIS Ireland (as defined in the Scheme), be approved and the directors of the Company be authorised to take all such actions as they consider necessary or appropriate for carrying the Scheme into effect.

Voting on the resolution will be by poll and not a show of hands, which may be conducted as the chairman of the Court Meeting shall determine.

**Holders of Scheme Shares entitled to attend and vote at the Court Meeting may vote in person at the Court Meeting or they may appoint another person, whether a shareholder of the Company or not, as their proxy to attend, speak and vote in their place. A Court Meeting Form of Proxy for use at the meeting is enclosed with this notice and instructions for appointing a proxy by other methods is set out herein and in the proxy statement/prospectus of the Company of which this notice forms part. The appointment of a proxy shall not**

**prevent a holder of Scheme Shares from attending and voting at the Court Meeting.**

Holders of Scheme Shares are entitled to appoint a proxy in respect of some or all of their shares. You may appoint the chairman of the Court Meeting (being one of the directors of the Company as provided towards the end of this notice) as your proxy in respect of the Court Meeting using the Court Meeting Form of Proxy. To designate a different person to be your proxyholder, sign and submit your own form of proxy that complies with the requirements set out in this notice and the proxy statement/prospectus of which this notice forms part.

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Holders of Scheme Shares are also entitled to appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by such holder. You may not appoint more than one proxy to exercise rights attached to any one share. Holders of Scheme Shares who return the Court Meeting Form of Proxy duly executed and completed shall appoint the proxy in respect of all their Scheme Shares.

Holders of Scheme Shares who wish to appoint more than one proxy in respect of their shareholding should sign and submit their own forms of proxy, as required, that comply with the requirements set out in this notice and the proxy statement/prospectus of which this notice forms part (or contact Georgeson LLC at 1-888-206-5970 for further information). Calls to the helpline number are toll-free. Multiple proxy appointments should be returned together in the same envelope. Holders of Scheme Shares should also read the instructions provided with this notice or otherwise and note the principles that shall be applied in relation to multiple proxies.

**If you are submitting a completed Court Meeting Form of Proxy, it is requested that Court Meeting Form of Proxy (together with any power of attorney or authority under which they are signed, or a duly certified copy of such power of attorney or other authority, if applicable) be submitted to Vote Processing c/o Broadridge Financial Solutions Inc. ( Broadridge ), 51 Mercedes Way, Edgewood, New York 11717, so as to be received by no later than 9:00a.m. on February 26 (or, in the case of an adjournment of the Court Meeting, not later than 48 hours (excluding any part of a day which is not a working day) before the time and date set for the adjourned Court Meeting) but if forms are not so submitted they may be handed to the chairman at the Court Meeting before the taking of the poll. Further instructions for returning the Court Meeting Form of Proxy or voting by internet or phone are set out on the front of the Court Meeting Form of Proxy.**

**If more than one valid proxy appointment is submitted, the appointment received most recently before the latest time for the receipt of proxies will take precedence. If it cannot be determined which appointment was received most recently none of them shall be treated as valid. Unless you specifically instruct otherwise, your proxy may also vote or abstain as he or she thinks fit on any other business which may properly come before the Court Meeting (including any procedural motion or resolution not listed herein).**

The term *working day* means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in England and Wales.

The close of the Company's stock transfer books on January 25, 2019 has been fixed as the record date for determining the STERIS shareholders entitled to receive notice of the Court Meeting. The close of the Company's stock transfer books on January 25, 2019 will also serve as the record date for determining the STERIS shareholders holding their shares through DTC book-entry (i.e. non-record beneficial holders) who are entitled to vote at the Court Meeting.

Due to the requirements of English law relating to schemes of arrangement, a different record date will serve for determining those STERIS shareholders of record (i.e. shareholders whose STERIS shares are held directly in their name with STERIS's transfer agent) entitled to vote at the Court Meeting. Accordingly, the voting record date for STERIS shareholders of record will be determined by reference to STERIS's register of shareholders at 6:00 p.m. United Kingdom time (1:00 p.m. Eastern time) on February 26, 2019 or, if the Court Meeting is adjourned, 6:00 p.m. United Kingdom time (1:00 p.m. Eastern time) on the day which is two days (excluding any part of a day which is not a working day) before the date fixed for the adjourned meeting.

By the said order, the Court has appointed Dr. Mohsen M. Sohi or failing him, any director of the Company to act as chairman of the meeting and has directed the chairman to report the result of the meeting to the Court.



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The Scheme will be subject to the subsequent sanction of the Court.

***STERIS'S BOARD OF DIRECTORS HAS UNANIMOUSLY DETERMINED THAT THE PROPOSAL TO BE VOTED UPON AT THE COURT MEETING IS IN THE BEST INTERESTS OF THE COMPANY AND ITS SHAREHOLDERS AND UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR APPROVAL OF THE RESOLUTION.***

Dated January 31, 2019

Jones Day  
21 Tudor Street  
London EC4Y 0DJ

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**Notes:**

1. For instructions on how to vote their shares, STERIS shareholders holding their shares through DTC book-entry (i.e. non-record beneficial holders) are referred to paragraph 14.7 of the Explanatory Statement ( Voting Shares Held in Street Name. ) contained in the Explanatory Statement in the proxy statement/prospectus of which this notice forms part.
2. A Court Meeting Form of Proxy is enclosed for use by shareholders of record at this meeting. To be valid, the completed Court Meeting Form of Proxy should be returned in accordance with its instructions and the instructions set out herein and in the proxy statement/prospectus of which this notice forms part so as to arrive at Vote Processing, c/o Broadridge Financial Solutions Inc., 51 Mercedes Way, Edgewood, New York 11717. Broadridge must receive your Court Meeting Form of Proxy or your electronic or telephonic proxy appointment not later than 9:00 a.m. on February 26, 2019, or if the Court Meeting is adjourned or postponed, Broadridge must receive your Court Meeting Form of Proxy not later than 48 hours (excluding any part of a day which is not a working day) before the time and date set for any rescheduled meeting. If appointing a proxy electronically or telephonically, you must communicate your instructions no later than 48 hours before the time and date set for the adjourned meeting. If your Court Meeting Form of Proxy is not returned by the relevant time, it may be handed to the chairman before the start of the Court Meeting and will still be valid.
3. In the case of joint holders of record of ordinary shares, the vote of the person whose name first appears in the register of shareholders of the Company, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s).
4. In the case of a shareholder of record which is a company, the Court Meeting Form of Proxy must be executed under its common seal or signed on its behalf by an officer of that company or an attorney for that company.
5. The term working day means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in England and Wales.

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**NOTICE OF GENERAL MEETING**

**STERIS plc**

*(Registered in England and Wales No. 09257343)*

(the **Company** )

**NOTICE IS HEREBY GIVEN** that a General Meeting of the Company will be held on February 28, 2019 at 21 Tudor Street, London EC4Y 0DJ, United Kingdom at 9:15 a.m. United Kingdom time (4:15 a.m. Eastern time) (or as soon thereafter as the meeting of the holders of the Scheme shares convened with the permission of the Court for 9:00 a.m. United Kingdom time (4:00 a.m. Eastern time) on the same date and at the same place shall have concluded or been adjourned) for the purpose of considering and passing of the following two resolutions which will be proposed as special resolutions. Defined terms used in this notice, unless otherwise defined, shall have the meaning given to them in the accompanying proxy statement/prospectus of which this notice forms part:

**Proposal 1 - Special resolution to approve the Scheme and certain ancillary matters**

**That:**

- A. the Scheme of Arrangement dated January 31, 2019 ( **Scheme** ) proposed to be made between the Company and holders of Scheme Shares (as defined in the Scheme) in its original form in the proxy statement/prospectus of the Company and STERIS Limited (a private limited company with company number 595593 organized under the laws of Ireland, which will be re-registered as an Irish public limited company and renamed STERIS plc before the Scheme becomes effective) ( **STERIS Ireland** ) dated January 31, 2019 ( **Prospectus** ) (a print of which has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification), or with or subject to any modification, addition or condition (including, without limitation, any modification or addition approved or imposed by the Court), be and is hereby approved, and the directors of the Company be and are hereby authorised to take all such action on behalf of the Company as they consider necessary, desirable or appropriate for carrying into effect the Scheme; and
- B. for the purpose of giving effect to the Scheme:
1. the share capital of the Company be reduced by cancelling and extinguishing all of the Scheme Shares (as defined in the Scheme);
  2. forthwith and contingently upon the reduction of share capital referred to in sub-paragraph 1 above taking effect and notwithstanding anything to the contrary in the articles of association of the Company:
    - (a) the reserve arising in the books of account of the Company as a result of the reduction of share capital referred to in sub-paragraph 1 above be capitalised and applied in paying up in full at par such number of new ordinary shares of 10 pence each (the **New STERIS Ordinary Shares** ) as shall be equal to the aggregate number of the Scheme Shares

cancelled pursuant to sub-paragraph 1 above, which shall be allotted and issued credited as fully paid to STERIS Ireland and/or its nominee(s); and

- (b) the directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to give effect to this special resolution and accordingly to effect the allotment of the New STERIS Ordinary Shares, provided that (i) the maximum aggregate nominal amount of the shares which may be allotted under this authority shall be the aggregate nominal amount of the said New STERIS Ordinary Shares created pursuant to sub-paragraph 2(a) above, (ii) this authority shall expire on the fifth anniversary of the date of this resolution (unless previously revoked, varied or renewed) and (iii) this authority shall be in addition and without prejudice to any other authority under the said section 551 of the Companies Act 2006 previously granted and in force on the date on which this resolution is passed; and

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- C. with effect from the passing of this resolution, the articles of association of the Company be altered by the adoption and inclusion of the following new Article 159:

**159 Scheme of Arrangement**

- 159.1 In this Article 159, references to the **Scheme** are to the scheme of arrangement dated January 31, 2019 between the Company and the holders of Scheme Shares (as defined in the Scheme) under Part 26 of the Companies Act 2006 in its original form or with or subject to any modification, addition or condition approved or imposed by the Court and agreed by the Company and STERIS Limited (a private limited company with company number 595593 organized under the laws of Ireland, which will be re-registered as an Irish public limited company and renamed STERIS plc before the Scheme becomes effective) ( **STERIS Ireland** ). Expressions defined in the Scheme or (if not so defined in the Scheme) defined in the proxy statement/prospectus of the Company and STERIS Ireland dated January 31, 2019 circulated with the Scheme containing the explanatory statement required pursuant to Section 897 of the Companies Act 2006, shall have the same meanings where used in this Article.
- 159.2 Notwithstanding any other provision of these Articles, if the Company issues any Ordinary Shares (other than to STERIS Ireland or its nominee(s) or as it shall direct) after the adoption of this Article and at or before the Reduction Record Time, such shares shall be issued subject to the terms of the Scheme (and shall be Scheme Shares for the purposes thereof) and the original or any subsequent holder or holders of such shares shall be bound by the Scheme accordingly.
- 159.3 Notwithstanding any other provision of these Articles, subject to the Scheme becoming effective, if any Ordinary Shares are issued to any person or his nominee (a **New Shareholder** ) (other than to STERIS Ireland or its nominee(s) or as STERIS Ireland shall direct) after the Reduction Record Time (the **Post-Scheme Shares** ), they shall be immediately transferred to STERIS Ireland (or to such person as it may direct) free of all liens, equitable interests, charges, encumbrances, rights of pre-emption and any other third party rights or interests whatsoever in consideration for the allotment, issue or transfer free of all liens, equitable interests, charges, encumbrances, rights of pre-emption and any other third party rights or interests whatsoever to the New Shareholder of such number of fully paid ordinary shares in the capital of STERIS Ireland as would have been allotted and issued to such New Shareholder under the Scheme had such Post-Scheme Shares been Scheme Shares, provided that:
- (i) if the Company is advised that the allotment, issue or transfer of any ordinary shares of STERIS Ireland pursuant to this Article would or may infringe the laws of a jurisdiction outside the United Kingdom, Ireland or the United States of America or would or may require the

Company or STERIS Ireland to comply with any governmental or other consent or any registration, filing or other formality or requirement with which STERIS Ireland is in its opinion unable to comply or compliance with which STERIS Ireland regards as unduly onerous, the Company may, in its sole discretion, determine that such ordinary shares of STERIS Ireland shall be sold, in which event STERIS Ireland shall appoint a person to act pursuant to this Article and such person shall be authorised on behalf of such holder

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to procure that any shares in respect of which STERIS Ireland has made such a determination, as soon as practicable following the allotment, issue or transfer of such shares, be sold at the best price which can reasonably be obtained at the time of sale and the net proceeds of such sale (after the deduction of all expenses and commissions, including any value added tax payable thereon) shall be paid to such holder;

- (ii) the number of ordinary shares of STERIS Ireland issued to a New Shareholder may be adjusted by the Directors of STERIS Ireland on any reorganisation of or material alteration to the share capital of either the Company or STERIS Ireland (including, without limitation, any subdivision and/or consolidation) effected after the close of business on the Scheme Effective Date. References in this Article to Ordinary Shares or ordinary shares of STERIS Ireland shall, following such adjustment, be construed accordingly;
- (iii) the par value of ordinary shares of STERIS Ireland issued to a New Shareholder following the Scheme becoming effective will be \$0.001 per share or such other par value as the directors of STERIS Ireland shall determine;
- (iv) no fraction of an ordinary share of STERIS Ireland shall be allotted or issued pursuant to this Article and the fractional entitlement of each New Shareholder who would otherwise have been entitled to a fraction of such ordinary shares of STERIS Ireland shall be rounded down to the nearest whole number of STERIS Ireland ordinary shares;
- (v) to give effect to any transfer of Post-Scheme Shares, the Company may appoint any person as attorney for the New Shareholder to transfer the Post-Scheme Shares to STERIS Ireland and/or its nominee(s) and do all such other things and execute and deliver all such documents as may in the opinion of the attorney be necessary or desirable to vest the Post-Scheme Shares of STERIS Ireland and/or its nominee(s) and pending such vesting to exercise all such rights attaching to the Post-Scheme Shares as STERIS Ireland may direct in relation to any dealings with, or disposal of, such share (or any interest therein), exercising any rights attached thereto or receiving any distribution or other benefit accruing or payable in respect thereof. If an attorney is so appointed, the New Shareholder shall not thereafter (except to the extent that the attorney fails to act in accordance with the directions of STERIS Ireland) be entitled to exercise any rights attaching to the Post-Scheme Shares unless so agreed by STERIS Ireland. The attorney shall be empowered to execute and deliver as transferor a form of transfer or other instrument or instruction of transfer on behalf of the

New Shareholder (or any subsequent holder) in favor of STERIS Ireland and the Company may give a good receipt for the consideration for the Post-Scheme Shares and may register STERIS Ireland and/or its nominee(s) as holder thereof and issue to it certificates for the same. The Company shall not be obliged to issue a certificate to the New Shareholder for the Post-Scheme Shares;

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- 159.4 STERIS Ireland shall issue and allot any ordinary shares of STERIS Ireland in respect of any shares transferred pursuant to this Article 159 within 14 days of the issue of the Post-Scheme Shares to the New Shareholder. The ordinary shares of STERIS Ireland to be issued and allotted pursuant to this Article 159 shall be issued in certificated or uncertificated form as STERIS Ireland may determine in its absolute discretion;
- 159.5 notwithstanding any other provision of these Articles, neither the Company nor the Directors shall register the transfer of any Scheme Shares effected between the Reduction Record Time and the Scheme Effective Date other than to STERIS Ireland or as STERIS Ireland shall direct in writing; and
- 159.6 if the Scheme shall not have become effective by June 30, 2019 (or such later date (if any) as the Company and STERIS Ireland may agree) and the Court may approve, this Article 159 shall be of no effect.

**Proposal 2 - Special resolution to approve the creation of distributable profits within STERIS Ireland**

**That:**

subject to the Scheme becoming effective, and STERIS Ireland (and/or its nominee(s)) being registered as the owner of the New STERIS Ordinary Shares, distributable profits of STERIS Ireland be created under Irish law by reducing the nominal value and cancelling the associated company capital paid-up on each of the ordinary shares of STERIS Ireland issued pursuant to the Scheme from \$75 to \$0.001.

***STERIS S BOARD OF DIRECTORS HAS UNANIMOUSLY DETERMINED THAT THE PROPOSALS TO BE VOTED UPON AT THE GENERAL MEETING ARE IN THE BEST INTERESTS OF THE COMPANY AND ITS SHAREHOLDERS AND UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR APPROVAL OF THE SPECIAL RESOLUTION AND THE DISTRIBUTABLE PROFITS RESOLUTION.***

BY ORDER OF THE BOARD

J. Adam Zangerle

*Company Secretary*

STERIS PLC

Rutherford House

Stephensons Way

Chaddesden

Derby

England DE21 6LY

January 31, 2019

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**Notes to the Notice of General Meeting:**

**1. Entitlement to attend and vote**

The close of the Company's stock transfer books on January 25, 2019 has been fixed as the record date for determining the STERIS shareholders entitled to receive notice of the General Meeting. The close of the Company's stock transfer books on January 25, 2019 will also serve as the record date for determining the STERIS shareholders holding their shares through DTC book-entry (i.e. non-record beneficial holders) who are entitled to vote at the General Meeting.

Due to the requirements of English law relating to schemes of arrangement, a different record date will serve for determining those STERIS shareholders of record (i.e. shareholders whose STERIS shares are held directly in their name with STERIS's transfer agent) entitled to vote at the General Meeting. Accordingly, the voting record date for STERIS shareholders of record will be determined by reference to STERIS's register of shareholders at 6:00 p.m. United Kingdom time (1:00 p.m. Eastern time) on February 26, 2019 or, if the Court Meeting is adjourned, 6:00 p.m. United Kingdom time (1:00 p.m. Eastern time) on the day which is two days (excluding any part of a day which is not a working day) before the date fixed for the adjourned meeting.

**2. Voting by STERIS shareholders holding their shares through DTC book-entry (i.e. non-record beneficial holders)**

For instructions on how to vote their shares, STERIS shareholders holding their shares through DTC book-entry (i.e. non-record beneficial holders) are referred to paragraph 14.7 of the Explanatory Statement ( "Voting Shares Held in Street Name. ") contained in the Explanatory Statement in the proxy statement/prospectus of which this notice forms part.

**3. Attending in person**

Shareholders of record who wish to attend the meeting in person should note that the meeting will be held at 9:15 a.m. United Kingdom time (4:15 a.m. Eastern Time) on February 28 (or as soon thereafter as the Court Meeting (as defined in the document of which this Notice forms part) has concluded or been adjourned) at 21 Tudor Street London EC4Y 0DJ United Kingdom. Any corporation which is a shareholder of record can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.

**4. Appointment of proxies by shareholders of record**

If you are a shareholder of record of the Company at the applicable time set out in Note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a General Meeting Form of Proxy with this notice of meeting. You can appoint a proxy using the procedures set out in these notes.

The appointment of a proxy shall not prevent the shareholder of record from attending and voting in person if he/she wishes to do so.

## Edgar Filing: STERIS plc - Form DEFM14A

A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You may appoint Walter M Rosebrough, Jr., Dr. Mohsen M. Sohi, Michael J. Tokich and J. Adam Zangerle, and each of them, with full power of substitution, as your proxies in respect of the General Meeting using the General Meeting Form of Proxy. To designate a different person to be your proxyholder, sign and submit your own form of proxy that complies with the requirements set out in this notice, the proxy statement/prospectus of which this notice forms part and regulation 69 of STERIS' s articles of association.

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You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should sign and submit your own forms of proxy, as required, that comply with the requirements set out in this notice, the proxy statement/prospectus of which this notice forms part and regulation 69 of STERIS's articles of association (or contact Georgeson LLC at 1-888-206-5970 for further information). Each different proxy appointment form must be received by Broadridge Financial Solutions Inc. ( **Broadridge** ) no later than 9:15 a.m. on February 26. If the General Meeting is adjourned, the General Meeting Form of Proxy or your electronic or telephonic proxy appointment must be received, properly completed with respect to the business to be conducted at the General Meeting, not later than 48 hours (excluding any part of a day which is not a working day) before the time and date set for the adjourned General Meeting. Details of how to appoint a proxy electronically or telephonically are set out herein and on the front of the General Meeting Form of Proxy or in other voting information you may receive, including in the explanatory statement contained in the joint proxy statement/prospectus of which this notice forms part.

Abstentions and broker non-votes are tabulated in determining the votes present at a meeting for purposes of determining a quorum at the General Meeting. An abstention or a broker non-vote will have no effect with respect to approving the Scheme and related matters as the abstention or broker non-vote will not be counted in determining the number of votes cast.

If STERIS shareholders sign and return a General Meeting Form of Proxy or appoint a proxy electronically or telephonically but do not tell the proxy how to vote, their proxy will vote in favor of the resolutions. Unless STERIS shareholders specifically instruct otherwise, their proxy may also vote or abstain as he or she thinks fit on any other business which may properly come before the General Meeting.

The term "working day" means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in England and Wales.

**5. Electronic appointment of proxies by shareholders of record**

As an alternative to completing the hard copy General Meeting Form of Proxy, a STERIS Shareholder of record may appoint a proxy or proxies electronically by visiting [www.proxyvote.com](http://www.proxyvote.com) or calling 1-800-690-6903. In order to utilise this service you will be requested to provide the meeting Control Number, your shareholder reference number (SRN) and PIN. These details can be found on the hard copy General Meeting Form of Proxy. For an electronic proxy appointment to be valid, the appointment must be received by Broadridge no later than 9:15 a.m. United Kingdom time (4:15 a.m. Eastern time) on February 26, 2019.

**6. Appointment of proxy using hard copy General Meeting Form of Proxy by shareholders of record**

The General Meeting Form of Proxy explains, how to direct your proxy, how to vote on each resolution or withhold your vote.

To appoint a proxy using the General Meeting Form of Proxy, the form must be:

completed and signed;



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sent or delivered to Broadridge (together with any power of attorney or other authority under which it is signed, or a duly certified copy of such power of attorney or other authority); and

received by Broadridge by post or (during normal working hours only) by hand no later than 48 hours before the time appointed for the General Meeting. If the General Meeting is adjourned, the General Meeting Form of Proxy or your electronic or telephonic proxy appointment must be received, properly completed not later than 48 hours (excluding any part of a day which is not a working day) before the time and date set for the adjourned General Meeting.

In the case of a shareholder of record which is a company, the General Meeting Form of Proxy must be executed under its common seal or signed on its behalf by an officer of that company or an attorney for that company.

Any power of attorney or any other authority under which the General Meeting Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the General Meeting Form of Proxy.

**7. Appointment of proxy by joint shareholders of record**

In the case of joint holders of record, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the person whose name first appears in the register of shareholders of the Company will be accepted.

**8. Changing proxy instructions if you are a shareholder of record**

To change your proxy instructions simply submit a new proxy appointment using the methods set out above. The cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

If you submit more than one valid proxy appointment, the appointment received most recently before the latest time for the receipt of proxies will take precedence. If it cannot be determined which appointment was received most recently, none of them shall be treated as valid.

**9. Termination of proxy appointments by shareholders of record**

In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Broadridge. In the case of a shareholder of record which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Broadridge no later than 48 hours (excluding any part of a day which is not a working day) before the time appointed for holding the meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.



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Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

### 10. **Issued shares and total voting rights**

As at the close of business on December 31, 2018 (being the latest practicable date prior to issue of this notice), the Company's issued share capital comprised 84,572,022 ordinary shares of £0.10 each and 100,000 preferred shares of £0.10 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as of December 31, 2018 is 84,572,022.

The holders of the preference shares have no right to attend, speak or 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 in respect of the preference shares and will not be entitled to receive any notice of meetings. It is expected that the preference shares will remain in place until after the Scheme becomes Effective and will then be redeemed.

### 11. **Documents available for inspection**

Copies of the Company's existing articles of association as proposed to be amended by the Special Resolution set out in this notice are available for inspection at the registered office of the Company during normal business hours on any weekday (excluding Saturdays, Sundays and United Kingdom public holidays), until the opening of business on the day on which the meeting is held and will also be available at the place of the meeting for at least 15 minutes prior to and during the meeting.

**None of the U.S. Securities and Exchange Commission, or the SEC, the U.K. Financial Conduct Authority, the Central Bank of Ireland nor any state securities commission has approved or disapproved any of the transactions described in this proxy statement/prospectus or the securities to be issued under this proxy statement/prospectus or passed upon the adequacy or accuracy of this proxy statement/prospectus. Any representation to the contrary is a criminal offense. This proxy statement/prospectus does not constitute an offer to buy or sell, or a solicitation of an offer to buy or sell, any securities, or a solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. For the avoidance of doubt, this proxy statement/prospectus does not constitute an offer to buy or sell securities or a solicitation of an offer to buy or sell any securities in the United Kingdom, Ireland or any other state in the European Economic Area or a solicitation of a proxy under the laws of England and Wales or the laws of Ireland. This proxy statement/prospectus is not intended to be, and is not, a prospectus or an offer document for the purposes of the U.K. Financial Conduct Authority's Prospectus Rules or Listing Rules or for the purposes of the Irish Company Act, the Prospectus Directive (2003/71/EC) Regulations 2005 of Ireland, as amended, or the Prospectus Rules issued by the Central Bank of Ireland.**

The accompanying proxy statement/prospectus is dated January 31, 2019, and is first being mailed to STERIS shareholders on or about January 31, 2019.

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**THIS PROXY STATEMENT/PROSPECTUS  
INCORPORATES IMPORTANT ADDITIONAL INFORMATION**

The accompanying proxy statement/prospectus incorporates by reference important business and financial information about STERIS from documents that are not included in or delivered with the proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You can obtain the documents incorporated by reference in the accompanying proxy statement/prospectus by requesting them in writing or by telephone at the following address and telephone number.

**STERIS plc**

**Attn: Investor Relations**

**c/o 5960 Heisley Road**

**Mentor, Ohio 44060**

In addition, if you have questions about the Redomiciliation, the Scheme or the Shareholder Meetings, or if you need to obtain copies of the accompanying proxy statement/prospectus, Forms of Proxy or other documents incorporated by reference in the proxy statement/prospectus, you may contact the company listed below. You will not be charged for any of the documents you request.

**Georgeson LLC**

**1290 Avenue of the Americas, 9<sup>th</sup> Floor**

**New York, NY 10104**

**Banks, Brokers and Shareholders**

**Call Toll-Free (888) 206-5970**

**If you would like to request documents, please do so by February 18, 2019, in order to receive them before the Shareholder Meetings.**

For a more detailed description of the information incorporated by reference in the accompanying proxy statement/prospectus and how you may obtain it, see the section captioned "Where You Can Find More Information" beginning on page 124 of the accompanying proxy statement/prospectus.

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**ABOUT THIS PROXY STATEMENT/PROSPECTUS**

This proxy statement/prospectus constitutes a prospectus of STERIS Ireland under Section 5 of the Securities Act of 1933 (the Securities Act ) with respect to the STERIS Ireland ordinary shares to be issued to STERIS shareholders as part of the Scheme. This proxy statement/prospectus is also accompanied by notices of the Shareholder Meetings of STERIS at which STERIS shareholders will be asked to consider and vote upon and approve the Scheme and special resolutions giving effect to, among other things, a capital reduction that will give effect to the Redomiciliation (as defined in this proxy statement/prospectus) and certain related proposals, and the creation of distributable profits within STERIS Ireland.

No person has been authorized to provide you with information that is different from what is contained in, or incorporated by reference into, this proxy statement/prospectus, and, if given or made, such information must not be relied upon as having been authorized. This proxy statement/prospectus does not constitute an offer to sell, or the solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any circumstances in which such offer or solicitation is unlawful. The distribution or possession of the proxy statement/prospectus in or from certain jurisdictions may be restricted by law. You should inform yourself about and observe any such restrictions, and neither STERIS nor STERIS Ireland accepts any liability in relation to any such restrictions.

Neither the distribution of this proxy statement/prospectus nor the issuance by STERIS Ireland of STERIS Ireland ordinary shares in connection with the Scheme shall, under any circumstances, create any implication that there has been no change in the affairs of STERIS Ireland since the date of this proxy statement/prospectus or that the information contained in this proxy statement/prospectus is correct as of any time subsequent to its date.

Information contained in this proxy statement/prospectus regarding STERIS and STERIS Ireland has been provided by STERIS.

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**GLOSSARY**

Unless otherwise indicated or the context requires, all references in this proxy statement/prospectus to:

**2015 Notes** means the aggregate principal amount of \$350.0 million of senior notes issued and sold by Old STERIS on May 15, 2015 in a private placement to certain institutional investors in an offering that was exempt from the registration requirements of the Securities Act.

**2017 Notes** means the aggregate principal amount of \$95.0 million, 99.0 million and £75.0 million of senior notes issued and sold by STERIS on February 27, 2017 in a private placement to certain institutional investors in an offering that was exempt from the registration requirements of the Securities Act.

**Amendments** means the Structural Amendments and the Change of Control Amendments.

**Board** means STERIS's board of directors or STERIS Ireland's board of directors, as the context suggests.

**Borrower Amendment** means the amendment to the Credit Agreement to designate STERIS Ireland and Synergy Health Limited as additional borrowers under the Credit Agreement.

**Brexit** means the withdrawal of the United Kingdom from the European Union.

**Broadridge** means Broadridge Financial Solutions Inc.

**Capital Reduction** means the reduction of the Company's share capital under section 648 of the Companies Act provided for by the Scheme.

**Change of Control Amendment** means the amendment to the Existing Debt Agreements to permit the Redomiciliation.

**Code** means the U.S. Internal Revenue Code of 1986, as amended.

**Combination** means the combination between Old STERIS and Synergy which closed on November 2, 2015 and as a result of which STERIS became the holding company of Old STERIS and Synergy.

**Companies Act** means the U.K. Companies Act 2006, as amended.

Conditions means the conditions to the Scheme described on page 34 of this proxy statement/prospectus.

Covenant Amendments means the amendments to the covenants in the Existing Debt Agreements so that they apply to STERIS Ireland and its subsidiaries.

Court means the High Court of Justice in England and Wales.

Court Hearing means the hearing by the Court to sanction the Scheme and confirm the Capital Reduction.

Court Meeting means the meeting of STERIS shareholders convened pursuant to an order of the Court under section 896 of the Companies Act for the purpose of considering and approving the Scheme (with or without amendment), and any adjournment thereof, notice of which is set out on page iii of this proxy statement/prospectus.