Risk Factors Comparison 2024-05-29 to 2023-05-26 Form: 10-K

Legend: **New Text** ~~Removed Text~~ Unchanged Text Moved Text Section

This section describes certain risk factors that could affect our business, financial condition and results of operations. You should consider these risk factors when evaluating the forward- looking statements contained in this Annual Report on Form 10-K, because our actual results and financial condition might differ materially from those projected in the forward- looking statements should these risks occur. We face other risks besides those highlighted below. These other risks include additional uncertainties not presently known to us or that we currently believe are immaterial, but may ultimately have a significant impact. In addition, the impacts of **ongoing geopolitical conflicts, including** the ~~COVID-~~ **Russia** ~~- 19 pandemic, Russia' s invasion of~~ Ukraine **and Israel- Hamas military conflicts,** and the ongoing inflationary environment may also exacerbate any of these risks, which could have a material effect on us. Although the risks are organized by headings, and each risk is discussed separately, many are interrelated. Should any of these risks, described below or otherwise, actually occur, our business, financial condition, performance, prospects, value, or results of operations could be negatively affected. LEGAL, REGULATORY AND TAX RISKS Doing Business Internationally Compliance with multiple, and potentially conflicting, international laws and regulations, import and export limitations, anti- corruption laws, and exchange controls may be difficult, burdensome or expensive. We are subject to compliance with various laws and regulations, including the U. S. Foreign Corrupt Practices Act, the U. K. Bribery Act, and similar anti- bribery laws, which generally prohibit companies and their intermediaries from making improper payments to officials for the purpose of obtaining or retaining business. We are also subject to limitations on trade with persons in sanctioned countries. While our employees and agents are required to comply with these laws, we cannot assure you that our internal policies and procedures will always protect us from violations of these laws, despite our commitment to legal compliance and corporate ethics. Changes in economic climate may adversely affect us. Adverse economic cycles or conditions, and Customer, regulatory or government ~~response~~ **responses** to those cycles or conditions, have affected and could further affect our results of operations. The onset of these cycles or conditions may not be foreseeable and there can be no assurance when they will begin to improve after they occur. There also can be no assurance as to the strength or length of any recovery from a business downturn or recession. Credit and liquidity problems may make it difficult for some businesses to access credit markets and obtain financing and may cause some businesses to curtail spending to conserve cash in anticipation of persistent business slowdowns and liquidity needs. If our Customers have difficulty financing their purchases due to tight credit markets or related factors or because of other operational or utilization problems they may be experiencing or otherwise decide to curtail their purchases, our business could be adversely affected. Our exposure to bad debt losses could also increase if Customers are unable to pay for products previously ordered and delivered. Some of our Customers are governmental entities or other entities that rely on government healthcare systems or government funding. If government funding for healthcare becomes limited or restricted in countries in which we operate, including as a result of the impacts of **a** ~~the COVID- 19~~ pandemic **or its residual effects** , our Customers may be unable to pay their obligations on a timely basis or to make payment in full and it may become necessary to increase reserves. In addition, there can be no assurance that there will not be an increase in collection difficulties. Prospectively, additional adverse effects resulting from these conditions may include decreased healthcare utilization, further pricing pressure on our products and services, and / or weaker overall demand for our products and services, particularly capital products. The effects of geopolitical instability, including as a result of **the** Russia **-** ~~' s invasion of~~ Ukraine **and Israel- Hamas military conflicts** , may adversely affect us and create significant risks and uncertainties for our business, with the ultimate impact dependent on future developments, which are highly uncertain and unpredictable. Ongoing geopolitical instability, including as a result of **the** Russia **-** ~~' s invasion of~~ Ukraine **and Israel- Hamas military conflicts** , has negatively impacted, and could in the future negatively impact, the global and U. S. economies, including by causing supply chain disruptions, rising energy costs, volatility in capital markets and foreign currency exchange rates, rising interest rates and heightened cybersecurity risks. The extent to which such geopolitical instability adversely affects our business, financial condition and results of operations, as well as our liquidity and capital profile, will depend on future developments, which are highly uncertain and unpredictable. If geopolitical instability adversely affects us, it may also have the effect of heightening other risks related to our business. In response to the military conflict between Russia and Ukraine that began in February 2022, the United States and other North Atlantic Treaty Organization member states, as well as non- member states, announced targeted economic sanctions on Russia. The long- term impact on our business resulting from the disruption of trade in the region caused by the conflict and associated sanctions and boycotts is uncertain at this time due to the fluid nature of the ongoing military conflict and response. The potential impacts include supply chain and logistics disruptions, financial impacts including volatility in foreign exchange and interest rates, increased inflationary pressure on raw materials and energy, and other risks, including an elevated risk of cybersecurity threats and the potential for further sanctions. We have stopped commercial operations in Russia and Belarus, which includes shipments to Customers and purchases of cobalt- 60 from our Russian supplier. A long- term disruption in cobalt- 60 sourced from Russia may negatively impact gamma processing capacity or increase costs in certain portions of our AST operations. The COVID- 19 pandemic disrupted our operations and could have a material adverse effect on our business and financial condition if further significant disruptions occur. The COVID- 19 pandemic, along with the response to the pandemic by governmental and other actors, disrupted our operations. We ~~have~~ experienced temporary mandatory and voluntary facility closures in certain jurisdictions in which we operate **and** ~~. Furthermore, we have~~ experienced less demand for certain of our products and services as a result of reduced volume of medical procedures, and other factors, which we believe was exacerbated by the impact of stay- at- home orders and government responses to COVID- 19. Additionally, the COVID- 19

outbreak ~~has~~ caused ~~temporary~~ disruptions and rising costs in our labor supply and supply chain and distribution network. ~~Long~~ **The impact of the COVID** ~~- term facility closures~~ **19 pandemic and its residual effects continues to evolve and its ultimate duration, severity and disruption to** ~~or~~ **our business** ~~other restrictions could materially adversely affect our ability to adequately staff~~ , **Customers and** supply **chain, and the related financial** ~~or otherwise maintain our operations. Such restrictions also may have a substantial~~ impact ~~on our Customers and our sales cycles~~ **to us, cannot be accurately forecasted at this time** . ~~The~~ **For instance, the enduring effects of the** COVID- 19 pandemic may put pressure on overall spending for our products and services, and may cause our Customers to modify spending priorities or delay or abandon purchasing decisions. Moreover, because a large number of our employees have ~~been~~ **worked** and ~~will~~ **are expected to** continue to work from home routinely, we may be subject to increased vulnerability to cyber and other information technology risks. We have modified, and may further modify, our business practices in response to the risks and negative impacts associated with the COVID- 19 pandemic. However, there can be no assurance that these measures will be temporary or successful ~~. The impact of the COVID- 19 pandemic continues to evolve and its ultimate duration, severity and disruption to our business, Customers and supply chain, and the related financial impact to us, cannot be accurately forecasted at this time. Should such additional significant disruptions occur and continue for an extended period, the adverse effect on our business, results of operations and financial condition could be more severe. Additionally, weak economic conditions, the pace for economic recovery, and rising inflation, could result in extended weak demand for our products and services~~ . Furthermore, future public health crises are possible and could involve some or all of the risks discussed above. Healthcare Laws and Reimbursement Changes in healthcare laws or government and other third- party payor reimbursement levels to healthcare providers, or failure to meet healthcare reimbursement or other requirements, might negatively impact our business. We sell many of our products and services to hospitals and other healthcare providers and pharmaceutical manufacturers. Many of these Customers are subject to or supported by government programs or receive reimbursement for services from third- party payors, such as government programs, including Medicare and Medicaid in the U. S., private insurance plans, and managed care programs. Reimbursement systems vary significantly by country. Government- managed healthcare systems control reimbursement for healthcare services in many countries. Public budgetary constraints may significantly impact the ability of hospitals, pharmaceutical manufacturers, and other Customers supported by such systems to purchase our products. Government or other third- party payors may deny or change coverage, reduce their current levels of reimbursement for healthcare services, or otherwise implement measures to regulate pricing or contain costs. In addition, our costs may increase more rapidly than reimbursement levels or permissible pricing increases or we may not satisfy the standards or requirements for reimbursement. Various additional ~~health~~ **healthcare** ~~care~~ reform proposals have emerged at the federal and state level, and we are unable to predict which, if any, of those proposals will be enacted. Product and Service Related Regulations and Claims We are subject to extensive regulatory requirements and must receive and maintain regulatory clearance or approval for many products and operations. Failure to receive or maintain, or delays in receiving, clearance or approvals may negatively impact our revenues, profitability, financial condition, or value. Our operations are subject to extensive regulation in the countries where we do business. In the United States, our products and services are regulated by the FDA and other regulatory authorities. In many foreign countries, sales of our products and services are subject to extensive regulations that may or may not be comparable to those of the FDA. In Europe, our products are regulated primarily by country and community regulations of those countries within the European Economic Area and must conform to the requirements of those authorities. Government regulation applies to nearly all aspects of testing, manufacturing, safety, labeling, storing, recordkeeping, reporting, promoting, distributing, and importing or exporting of medical devices, products, and services. In general, unless an exemption applies, a sterilization, decontamination or medical device or product or service must receive regulatory approval or clearance before it can be marketed or sold. Modifications to existing products or the marketing of new uses for existing products also may require regulatory approvals, approval supplements or clearances. If there are delays in and / or we are unable to obtain any required approvals, approval supplements or clearances for any modification to a previously cleared or approved device, we may be required to cease manufacturing and sale, or recall or restrict the use of such modified device, pay fines, or take other action until such time as appropriate clearance or approval is obtained. Any ~~elongation~~ **protraction** or de- prioritization or delay in regulatory review could materially affect our ongoing device design, development, and commercialization plans. Regulatory agencies may refuse to grant approval or clearance, or review and disagree with our interpretation of approvals or clearances, or with our decision that regulatory approval is not required or has been maintained. Regulatory submissions may require the provision of additional data and may be time consuming and costly, and their outcome is uncertain. Regulatory agencies may also change policies, adopt additional regulations, or revise existing regulations, each of which could prevent or delay approval or clearance of devices, or could impact our ability to market a previously cleared, approved, or unregulated device. Our failure to comply with the regulatory requirements of the FDA or other applicable regulatory requirements in the United States or elsewhere might subject us to administratively or judicially imposed sanctions. These sanctions include, among others, warning letters, fines, civil penalties, criminal penalties, loss of tax benefits, injunctions, product seizure, recalls, suspensions or restrictions, re- labeling, detention, and / or debarment. Our products are subject to recalls and restrictions, even after receiving United States or foreign regulatory clearance or approval. Ongoing medical device reporting regulations require that we report to appropriate governmental authorities in the United States and / or other countries when our products cause or contribute to a death or serious injury or malfunction in a way that would be reasonably likely to contribute to a death or serious injury if the malfunction were to ~~recur~~ **reoccur** . Governmental authorities can require product recalls or impose restrictions for product design, manufacturing, labeling, clearance, or other issues. For the same reasons, we may voluntarily elect to recall or restrict the use of a product. Any recall or restriction could divert managerial and financial resources and might harm our reputation among our Customers and other healthcare professionals who use or recommend our products and services. We may be adversely affected by product liability claims or other legal actions or regulatory or compliance matters. We face an inherent business risk of exposure to product liability claims and other legal and regulatory

actions. A significant increase in the number, severity, amount, or scope of these claims and actions may, as described above with respect to recalls and restrictions, result in substantial costs and harm our reputation or otherwise adversely affect product sales and our business. Product liability claims and other legal and regulatory actions may also distract management from other business responsibilities. We are also subject to a variety of other types of claims, proceedings, investigations, and litigation initiated by government agencies or third parties and other potential risks and liabilities. These include compliance matters, product regulation or safety, taxes, employee benefit plans, employment discrimination, health and safety, environmental, antitrust, customs, import / export, government contract compliance, financial controls or reporting, intellectual property, allegations of misrepresentation, false claims or false statements, commercial claims, claims regarding promotion of our products and services, or other similar or different matters. Any such claims, proceedings, investigations or litigation, regardless of the merits, might result in substantial costs, restrictions on product use or sales, or otherwise ~~injure~~ **negatively impact** our business. Administratively or judicially imposed or agreed sanctions might include warning letters, fines, civil penalties, criminal penalties, loss of tax benefits, injunctions, product seizure, recalls, suspensions or restrictions, re- labeling, detention, and / or debarment. We also might be required to take actions such as payment of substantial amounts, or revision of financial statements, or to take, or be subject to, the following types of actions with respect to our products, services, or business: redesign, re- label, restrict, or recall products; cease manufacturing and selling products; seizure of product inventory; comply with a court injunction restricting or prohibiting further marketing and sale of products or services; comply with a consent decree, which could result in further regulatory constraints; dedication of significant internal and external resources and costs to respond to and comply with legal and regulatory issues and constraints; respond to claims, litigation, and other proceedings brought by Customers, users, governmental agencies, and others; disruption of product improvements and product launches; discontinuation of certain product lines or services; or other restrictions or limitations on product sales, use or operation, or other activities or business practices. Some product replacements or substitutions may not be possible or may be prohibitively costly or time consuming. The impact of any legal, regulatory, or compliance claims, proceeding, investigation, or litigation, is difficult to predict. We maintain product liability and other insurance with coverages believed to be adequate. However, product liability or other claims may exceed insurance coverage limits, fines, penalties and regulatory sanctions may not be covered by insurance, or insurance may not continue to be available or available on commercially reasonable terms. Additionally, our insurers might deny claim coverage for valid or other reasons or may become insolvent. Our business and financial condition could be adversely affected by difficulties in acquiring or maintaining a proprietary intellectual ownership position. To maintain our competitive position for our products, we need to obtain patent or other proprietary rights for new and improved products and to maintain and enforce our existing patents and other proprietary rights. We typically apply for patents in the United States and in strategic other countries. We may also acquire patents through acquisitions. We may encounter difficulties in obtaining or protecting patents. We rely on a combination of patents, trademarks, trade secrets, know- how, and confidentiality agreements to protect the proprietary aspects of our technology. These measures afford only limited protection, and competitors may gain access to our intellectual property and proprietary information. Litigation may be necessary to enforce or defend our intellectual property rights, to protect our trade secrets, and to determine the validity and scope of our proprietary rights. Litigation may also be brought against us claiming that we have violated the intellectual property rights of others. Litigation may be costly and may divert management' s attention from other matters. Additionally, in some foreign countries with weaker intellectual property rights, it may be difficult to maintain and enforce patents and other proprietary rights or defend against claims of infringement. Tax Risks We might be adversely impacted by tax legislation or challenges to our tax positions. We are subject to the tax laws at the federal, state or provincial, and local government levels in the many jurisdictions in which we operate or sell products or services. Tax laws might change in ways that adversely affect our tax positions, effective tax rate and cash flow. The tax laws are extremely complex and subject to varying interpretations. We are subject to tax examinations in various jurisdictions that might assess additional tax liabilities against us. Our tax reporting positions might be challenged by relevant tax authorities, we might incur significant expense in our efforts to defend those challenges, and we might be unsuccessful in those efforts. Developments in examinations and challenges might materially change our provision for taxes in the affected periods and might differ materially from our historical tax accruals. Any of these risks might have a materially adverse impact on our business operations, our cash flows and our financial position or results of operations. Current economic and political conditions make tax rules in any jurisdiction subject to significant change. The U. S. Tax Cuts and Jobs Act (the " TCJA ") was signed into law on December 22, 2017. Guidance continues to be issued clarifying the application of this new legislation and new changes have been proposed, and in many instances finalized, with respect to a number of income tax provisions (including foreign tax credit regulations) in the U. S. that could increase our total tax expense. In addition, beginning January 1, 2022, the limitation on deductibility of interest expense, which generally limits a deduction for interest expense to 30 % of taxable income (subject to certain adjustments), must be determined by reducing taxable income by depreciation and amortization deductions, which may limit our ability to deduct interest expense in the future. We cannot predict the overall impact that the additional guidance and recent changes may have on our business. Some jurisdictions have raised tax rates **,** and it is reasonable to expect that other global taxing authorities will be reviewing current legislation for potential modifications in reaction to the implementation of the TCJA, current economic conditions, and COVID- 19 response costs. In August 2022, President Biden signed the Inflation Reduction Act (the " IRA ") into law. One of the provisions in the IRA added a corporate alternative minimum tax (" CAMT ") to the U. S. Internal Revenue Code of 1986, as amended (the " Code "), beginning for fiscal years 2023. If income tax liability in the U. S. is lower than the income tax liability calculated under the CAMT provisions, we will be subject to additional income taxes in the United States. In addition, the IRS added excise tax on certain stock buybacks by publicly traded corporations. Even though the excise tax mostly impacts publicly traded companies organized in the U. S., under certain circumstances, the excise tax may be imposed on stock buybacks by a non- U. S. based publicly traded company like us. In addition, further changes in the tax laws of other jurisdictions will likely arise, including as a result of the base erosion and profit

shifting (" BEPS ") project undertaken by the Organization for Economic Cooperation and Development (" OECD "). The OECD, which represents a coalition of member countries, has issued recommendations that, in some cases, would make substantial changes to numerous long- standing tax positions and principles. Following the issuance of such recommendation, in December 2022, the European Union issued a directive to adopt Global Base Erosion laws (a / k / a GloBE or Pillar Two) in the EU member countries, in most cases beginning in fiscal year 2024. Many other non- EU member countries agreed to adopt GloBE between fiscal years 2024 and 2025. The GloBE rules, once implemented in the EU and other jurisdictions, could subject us to additional income taxes in those jurisdictions if our effective corporate tax rate in those jurisdictions (determined under the GloBE rules) is below 15 %. Accordingly, the GloBE rules could increase tax uncertainty and adversely impact our provision for income taxes. In addition, the GloBE rules have certain transition period provisions that apply to certain intercompany transactions occurring between December 1, 2021 and the effective date of the GloBE rules in a given jurisdiction. These transition period provisions may have an adverse impact on our effective tax rate, and subject us to additional income tax, in some of the jurisdictions who adopt the GloBE rules. Our tax rate is uncertain and may vary from expectations, which could have a material impact on our results of operations and earnings per share. There can be no assurance that we will be able to maintain any particular worldwide effective corporate tax rate. We cannot give any assurance as to what our effective tax rate will be in the future because of, among other things, uncertainty regarding the tax policies of the jurisdictions in which we and our affiliates operate. Our actual effective tax rate may vary from our expectations, and such variance may be material. Additionally, tax laws or their implementation and applicable tax authority practices in any particular jurisdiction could change in the future, possibly on a retroactive basis, and any such change could have a material adverse impact on us and our affiliates. In addition, the GloBE rules, which **have been or** are expected to be implemented in most of the jurisdictions where we have operations, and the CAMT may adversely impact our effective corporate tax rate. Changes in tax treaties and trade agreements could negatively impact our costs, results of operations and earnings per share. Legislative and regulatory action may be taken in the U. S. which, if ultimately adopted, could override or otherwise adversely impact tax treaties upon which we rely or broaden the circumstances under which STERIS plc would be considered a U. S. resident, each of which could materially and adversely affect our tax obligations. We cannot predict the outcome of any specific legislative or regulatory proposals. However, if proposals were adopted that had the effect of disregarding our organization in Ireland or limiting our ability as an Irish company to take advantage of tax treaties with the U. S., we could be subject to increased taxation and / or potentially significant expense. On June 7, 2017, several countries, including many countries that we operate and have subsidiaries in, adopted the OECD' s Multilateral Convention to Implement Tax Treaty Related Measures to Prevent Base Erosion and Profit Shifting (the" MLI"), which generally is meant to prevent treaty abuse, improve dispute resolution, prevent the artificial avoidance of permanent establishment status and neutralize the effect of hybrid mismatch agreements. The MLI came into ~~effect~~ **affect** on July 1, 2018. The MLI may modify ~~affected~~ **effected** tax treaties making it more difficult for us to obtain advantageous tax- treaty benefits. The number of affected tax treaties could eventually be significant. To date, ~~about~~ **more than** 100 jurisdictions have joined the BEPS MLI, out of which **most** ~~about 79~~ jurisdictions have ratified, accepted, or approved the MLI, and it covers around **1,** ~~1850~~ **850** bilateral tax treaties. Signatories include jurisdictions from all continents and all levels of development and other jurisdictions are also actively working towards signature. As a result, our income may be taxed in jurisdictions where it is not currently taxed and at higher rates than it is currently taxed, which may increase our effective tax rate. Existing free trade laws and regulations provide certain beneficial duties and tariffs for qualifying imports and exports, subject to compliance with the applicable classification and other requirements. Changes in laws and regulations or policies governing the terms of foreign trade, and in particular, increased trade restrictions ~~, including as a result of the COVID- 19 pandemic~~ , tariffs or taxes on imports from countries where we manufacture products could have a material adverse impact on our business and financial results. Proposed legislation relating to the denial of U. S. federal or state governmental contracts to U. S. companies that redomicile abroad could adversely affect our business. Various U. S. federal and state legislative proposals that would deny governmental contracts to redomiciled companies may adversely affect us if adopted into law. We are unable to predict the likelihood that any such proposed legislation might become law, the nature of regulations that may be promulgated under any future legislative enactments, or the effect such enactments or increased regulatory scrutiny could have on our business. The U. S. Internal Revenue Service (the " IRS ") may not agree that we are a non- U. S. corporation for U. S. federal tax purposes. Although we are organized under the laws of Ireland and are a tax resident in Ireland for Irish tax purposes, the IRS may assert that we should be treated as a U. S. corporation (and, therefore, a U. S. tax resident) for U. S. federal tax purposes pursuant to Section 7874 of the Code (" Section 7874 "). For U. S. federal tax purposes, a company generally is considered to be a tax resident in the jurisdiction of its organization. Because we are organized under the laws of Ireland, we would generally be classified as a non- U. S. corporation (and, therefore, a non- U. S. tax resident) under these rules. Section 7874, however, provides an exception to this general rule under which a non- U. S. organized entity may be treated as a U. S. corporation for U. S. federal tax purposes. If we were to be treated as a U. S. corporation for U. S. federal tax purposes, we could be subject to substantial additional U. S. tax liability. Additionally, if we were treated as a U. S. corporation for U. S. federal tax purposes, non- U. S. holders of our ordinary shares would be subject to U. S. withholding tax on the gross amount of any dividends we paid to such shareholders. For Irish tax purposes, we are expected, regardless of any application of Section 7874, to be treated as an Ireland tax resident. Consequently, if we are treated as a U. S. corporation for U. S. federal tax purposes under Section 7874, we could be liable for both U. S. and Ireland taxes, which could have a material adverse effect on our financial condition and results of operations. BUSINESS AND OPERATIONAL RISKS Our businesses are highly competitive, and if we fail to compete successfully, our revenues and results of operations may be hurt. We operate in a highly competitive global environment. Our businesses compete with other broad- line manufacturers, as well as many smaller businesses specializing in particular products or services, primarily on the basis of brand, design, quality, safety, ease of use, serviceability, price, product features, warranty, delivery, service, and technical support. We face increased competition from

new infection prevention, sterile processing, contamination control, surgical support, cleaning consumables, gastrointestinal endoscopy accessories, contract sterilization, and other products and services entering the market. Competitors and potential competitors also are attempting to develop alternate technologies and sterilizing agents, as well as disposable medical instruments and other devices designed to address the risk of contamination. Consolidations among our healthcare and pharmaceutical Customers may result in a loss of Customers or more significant pricing pressures. A number of our Customers have consolidated. These consolidations are due in part to healthcare cost reduction measures initiated by competitive pressures as well as legislators, regulators and third- party payors. This may result in greater pricing pressures on us and in some cases loss of Customers. Additional consolidations could result in a loss of Customers or more significant pricing pressures. **Supply chain disruption** ~~Decreased availability or increased costs of raw materials or energy supplies or other supplies~~ might increase our production costs ~~or~~ **,** limit our production capabilities or curtail our operations. We purchase raw materials, fabricated and other components, and energy supplies from a variety of suppliers. Key raw materials include stainless steel, organic and inorganic chemicals, fuel, cobalt- 60 and EO, and key components include plastic components, as well as various electronics including control boards and computer chips. The availability and prices of raw materials and energy supplies are subject to volatility and are influenced by worldwide economic conditions, speculative action, world supply and demand balances, inventory levels, availability of substitute materials, currency exchange rates, anticipated or perceived shortages, and other factors. Also, certain of our key materials and components have a limited number of suppliers. Some are single- sourced in certain regions of the world, such as cobalt- 60 and EO, which are necessary to our AST operations. Changes in regulatory requirements regarding the use of, **or** the unavailability or short supply of **,** these products might disrupt or cause shutdowns of portions of our AST operations or have other adverse consequences. Shortages in supply, increased regulatory or security requirements, or increases in the price of raw materials, components and energy supplies may adversely affect us. In response to the active **Russia- Ukraine military** conflict ~~between Russian and Ukraine~~ , we have stopped purchasing cobalt- 60 from our Russian supplier. A long- term disruption in cobalt- 60 sourced from Russia may negatively impact gamma processing capacity or increase costs in certain portions of our AST operations. Our operations, and those of our suppliers, are subject to a variety of business continuity hazards and risks, any of which could interrupt production or operations or otherwise adversely affect our performance, results, or value. Business continuity hazards and other risks include: explosions, fires, earthquakes, public health crises, ~~inclement~~ **extreme** weather **conditions** , and other disasters; utility or other mechanical failures; unscheduled downtime; labor difficulties; inability to obtain or maintain any required licenses or permits; disruption of communications; data security, preservation and redundancy disruptions; inability to hire or retain key management or employees; disruption of supply or distribution; and regulation of the safety, security or other aspects of our operations. The occurrence of these types of events has disrupted and may in the future disrupt or shut down operations, or otherwise adversely impact the production or profitability of a particular facility, or our operations as a whole. ~~Certain casualties~~ **These events** also might cause personal injury and loss of life, or severe damage to or destruction of property and equipment, and for ~~casualties~~ **injuries** occurring at our facilities **or as a result of actions of our employees** , result in liability claims against us. Although we maintain property and casualty insurance and liability and similar insurance of the types and in the amounts that we believe are customary for our industries, our insurance coverages have limits and we are not fully insured against all potential hazards and risks incident to our business. Expectations relating to ~~ESG~~ **Corporate Responsibility** considerations expose us to potential liabilities, increased costs, reputational harm and other adverse effects on our business. Many governments, regulators, investors, employees, Customers and other stakeholders are increasingly focused on ESG considerations relating to businesses, including climate change and greenhouse gas emissions, human capital and diversity, equity and inclusion. We make statements about our ESG priorities and initiatives through information provided on our website, press statements and other communications. Responding to these ESG considerations and implementation of these **laws, regulations and other** initiatives involves risks and uncertainties **,** requires **significant** investments and is impacted by factors that may be outside our control. In addition, some stakeholders may disagree with our priorities and initiatives and the focus of stakeholders may change and evolve over time. Stakeholders also may have very different views on where ESG focus should be placed, including differing views of regulators in various jurisdictions in which we operate. Any failure, or perceived failure, by us to achieve our goals, further our initiatives, adhere to our public statements, comply with federal, state or international ESG laws and regulations or meet evolving and varied stakeholder expectations and standards could result in legal and regulatory proceedings against us that could materially adversely affect our business, reputation, results of operations, financial condition and stock price. As we continue to focus on developing our ESG practices, such practices may not meet the standards of all of our stakeholders and advocacy groups may campaign for further changes. Many of our Customers are also committing to **, and may become subject to legal or regulatory requirements with respect to,** long- term targets to reduce greenhouse gas emissions within their supply chains **and associated emissions reporting** . If we are unable to support Customers in **fulfilling these obligations or** achieving ~~these~~ reductions, we may lose revenue if our Customers find other suppliers who are better able to support such ~~reductions~~ **efforts** . A failure, or perceived failure, to respond to expectations of all key stakeholders could cause harm to our business and reputation and have a negative impact on the market price of our ordinary shares. Further, organizations that provide information to investors on corporate governance and related matters have developed ratings processes for evaluating companies on ESG matters. Such ratings are used by some investors to inform their investment or voting decisions. Unfavorable ESG ratings could lead to negative investor sentiment toward us and / or our industry, which could have a negative impact on our access to and costs of capital. We may be adversely affected by global climate change or by existing and future legal, regulatory or market responses to such change. The long- term effects of climate change are difficult to assess and predict. The impacts may include physical risks (such as rising sea levels or frequency and severity of extreme weather conditions), social and human effects (such as population dislocations or harm to health and well- being), compliance costs and transition risks (such as regulatory or technology changes) and other adverse effects. The effects could impair, for example, the availability and cost of certain products, commodities and energy

(including utilities), which in turn may impact our ability to procure goods or services required for the operation of our business at the quantities and levels we require. We may bear losses as a result of, for example, physical damage to or destruction of our facilities (such as distribution or fulfillment centers), loss or spoilage of inventory, and business interruption due to weather events that may be attributable to climate change, which could materially and adversely affect our business operations, financial position or results of operation. There has also been an increased focus from regulators and stakeholders on greenhouse gas emissions and climate- related risks. Both the standard setting and regulatory landscapes are extremely complex and present significant compliance challenges. Many different organizations are promulgating reporting standards and rules that focus on addressing greenhouse gas emissions and climate- related topics. In March ~~2022~~ **2024** , the SEC ~~published~~ **adopted** its ~~proposed~~ **final** rule, " The Enhancement and Standardization of Climate- Related Disclosures for Investors, " which sets forth certain prescriptive rules that **would** ~~, if implemented as proposed, will~~ significantly increase our reporting obligations and cost of compliance **. Subsequently, the SEC voluntarily stayed the implementation of such rules pending the completion of judicial review by the Court of Appeals for the Eighth Circuit, and it is unclear whether the final rules will be implemented in whole, in part or at all** . On January 5, 2023, the European Commission' s Corporate Sustainability Reporting Directive (" CSRD ") became effective. The CSRD expands the number of companies required to publicly report ESG- related information ~~and ,~~ defines the ESG- related information that companies are required to ~~report~~ **disclose** in accordance with European Sustainability Reporting Standards (" ESRS ") **and imposes additional assurance obligations with respect to such disclosures** . While CSRD rules are prescriptive for the types of data to be reported, the standards to quantify and qualify such data are still developing and uncertain, and may impose increased costs on us related to complying with our reporting obligations and increase risks of non- compliance with ESRS and the CSRD. Our operations are subject to regulations and permitting, which may be changed or amended by the relevant authorities, and which may limit or eliminate our current operations or increase the complexity, burden, or expense of compliance and regulated materials or processes that we use in our operations may become the focus of litigation. Our AST segment is a technology- neutral contract sterilization service that offers our Customers a wide range of sterilization modalities through a worldwide network of over 50 contract sterilization and laboratory facilities. One of the modalities offered by our AST operations is ~~ethylene oxide (~~EO ~~)~~ sterilization. In the United States, several regulators, including the EPA, FDA, and agencies at the state and local level, play a role in regulating the use of EO sterilization. In 2016, the EPA changed the cancer risk basis for EO and determined that EO is carcinogenic to humans. ~~Recent announcements~~ **Announcements** of the temporary or permanent closure of EO sterilization facilities operated by others have been associated with state and / or local regulatory or other legal action related to EO emissions at those facilities. Our AST operations have taken and will continue to take measures to comply with all applicable emissions regulations and to reduce emissions. However, no assurance can be given that current or future legislative or regulatory action, or current or future litigation to which we are or may become a party, will not significantly increase the costs of conducting our EO contract sterilization operations or curtail or eliminate the use of EO in our contract sterilization operations. A significant reduction in our EO contract sterilization activities may have a material adverse effect on our financial condition and results of operations. Further, we could be liable for **material** damages and fines as a result of legislative or regulatory action or litigation, and any liability could exceed our insurance and indemnification coverage, if any, and have a material adverse effect on our financial condition. Additionally, for many medical devices, EO sterilization may be the only current method of sterilization that effectively sterilizes and does not damage the device during the sterilization process. In the event of regulatory, legislative, or legal action that curtails or eliminates EO sterilization, there could be a shortage of medical devices and consequently a decline in surgical procedures. A decline in surgical procedures could result in a decline in demand for the products and services provided by our Healthcare business, which may have a material adverse effect on our financial condition and results of operations. Our EO sterilization operations subject us to claims of liability and associated adverse effects. Some current or past operators of EO sterilization facilities, including us, have been the target of litigation on behalf of private plaintiffs alleging personal and other injuries as a result of exposure to emissions from such facilities **and** ~~. Certain of those operators~~ have experienced adverse judgments and entered into settlements. These developments may increase the likelihood that we will continue to be subject to these claims or that we will be subject to more claims on behalf of similar plaintiffs in the future. Although we believe we have valid defenses to such claims, there can be no assurance that we will prevail on the merits, as the outcome of trials before juries and other aspects of litigation can be highly unpredictable. The financial impact of litigation, particularly mass tort action lawsuits, is also difficult to predict and a judgment entered or settlement reached in one case is not representative of the outcome of other comparable cases. Regardless of the merits of the claims at issue or the ultimate outcome of a case, any litigation related to our EO operations could be costly to defend, could result in an increase of our insurance premiums, and could exhaust available insurance coverage. Furthermore, defense of litigation may result in diversion of management attention from other priorities, which could have a material adverse effect. If our continuing efforts to create a ~~lean~~ **Lean** business and in- source production to reduce costs are not successful, our profitability may be hurt or our business otherwise might be adversely affected. We have undertaken various activities to incorporate ~~lean~~ **Lean** concepts and practices to more efficiently operate our business, including in- sourcing. We continue to look for opportunities to in- source production that is currently provided by third parties. These activities may not produce the full efficiencies and cost reduction benefits that we expect or efficiencies and benefits might be delayed. Implementation costs also might exceed expectations. Increases in costs of doing business may have a material adverse effect on our financial condition and results of operations. A pandemic or similar public health ~~crises~~ **crisis** ~~, such as COVID- 19,~~ could have a material adverse impact on **our** ability to staff our operations. As supplier to Healthcare and Life Sciences Customers, we fell within a " critical infrastructure " sector, and were also considered an essential business and therefore were exempt under various stay - at - home / shelter - in - place orders associated with COVID- 19. These exemptions, however, may not ~~persist~~ **be available** in another pandemic or similar health crisis and there can be no assurance that in such a crisis, we will be able to operate in the same **manner** ~~. During the COVID- 19 pandemic, our~~

~~employees continued to work because of the importance of our operations to the health and well- being of citizens in the countries in which we operate, and we implemented telework policies wherever possible for appropriate categories of employees~~ . While ~~based on our response to the current COVID- 19 pandemic,~~ we believe that we have developed appropriate measures to ensure the health and well- being of our employees for ~~similar or~~ future health crises, there can be no assurances that our measures will be sufficient to protect our employees in our workplace or that they may not otherwise be exposed to an illness outside of our workplace. If a **large or otherwise impactful** number of our ~~essential~~ employees become ill, incapacitated or are otherwise unable or unwilling to continue working during the current or any future health crises, our operations may be adversely impacted. Our business and results of operations may be adversely affected if we are unable to recruit and retain qualified management and other personnel or other compliance matters adversely impact our personnel. Our continued success depends, in large part, on our ability to hire and retain highly qualified people and if we are unable to do so, our business and operations may be impaired or disrupted. Labor market conditions, particularly in the United States, are challenging. The ~~undersupply~~ **shortage** of highly qualified people has led to increased competition, which has led to higher costs and other labor- related difficulties. There is no assurance that we will be successful in attracting or retaining replacements to fill vacant positions, successors to fill retirements or employees moving to new positions, or other highly qualified personnel. In addition, legal, regulatory or compliance matters create significant distraction or diversion of significant or unanticipated resources or attention that could have a material adverse effect on the responsibilities and retention of qualified employees. We could experience a failure of a key information technology system, process or site or a breach of information security, including a cybersecurity breach or failure of one or more key information technology systems, networks, processes, associated sites or service providers. We rely extensively on information technology (**“** IT **”**) systems to conduct business, including but not limited to ~~interact~~ **interacting** with Customers and suppliers, fulfilling orders, generating invoices, collecting and making payments, shipping products, providing Customer support, and fulfilling contractual obligations. In addition, we rely on networks and services, including internet sites, cloud and software- as- a- service solutions, data hosting **, electronic payment systems,** and processing facilities and tools and other hardware, software and technical applications and platforms **, including some that employ artificial intelligence (“ AI ”)** , some of which are managed, hosted, provided and / or used by third- parties or their vendors, to assist in conducting our business. While we have been the previous target of cyberattacks and security breaches, none of these attacks or breaches to date have had a material adverse effect on the Company. We cannot guarantee that future cyberattacks, if successful, will not have a material effect on our business or financial results. Numerous and evolving cybersecurity threats continue to pose potential risks to the security of our IT systems, networks and services, as well as the confidentiality, availability and integrity of our data. Some of our products, services, and information technology systems contain or use open- source software, which poses additional risks, including potential security vulnerabilities, licensing compliance issues, and quality issues. A security breach, whether of our products, of our Customers’ network security and systems or of third- party hosting services, could impact the use of such products and the security of information stored therein. While we have made investments seeking to address these threats, including monitoring of networks and systems, hiring of experts, employee training and security policies for employees and third- party providers, the techniques used in these attacks change frequently and may be difficult to detect for periods of time and we may face difficulties in anticipating and implementing adequate preventative measures. When cybersecurity incidents occur, we expect to follow our incident response ~~protocols~~ **policy** and address them in accordance with applicable governmental regulations and other legal requirements. Our response to these incidents and our investments to protect our information technology infrastructure and data may not shield us from significant losses and potential liability or prevent any future interruption or breach of our systems. **We maintain cybersecurity liability insurance with terms, conditions, and limits believed to be adequate. However, cybersecurity- related liability or other claims may exceed insurance coverage limits, fines, penalties and regulatory sanctions may not be covered by insurance, or insurance may not continue to be available or available on commercially reasonable terms. Additionally, our insurers might deny claim coverage for valid or other reasons or may become insolvent.** If our IT systems are damaged or cease to function properly, the networks or service providers we rely upon fail to function properly, or we or one of our third- party providers suffer a loss or disclosure of our business or stakeholder information due to any number of causes ranging from catastrophic events or power outages to improper data handling or security breaches **or other cyber incidents,** and our business continuity plans do not effectively address these failures on a timely basis, we may be exposed to reputational, competitive and business harm as well as litigation and regulatory action. In **the past, our Customers and resellers of our products have experienced cybersecurity attacks and incidents that have impacted their ability to do business, process payments and sell products, and there can be no assurance that future cybersecurity attacks and incidents affecting our Customers and resellers will not impact our business if and when they occur. In** addition, **a large number of our employees, as well as** ~~the~~ **those** ~~COVID- 19 pandemic~~ **of our Customers and suppliers, continue to work remotely, which** may increase the risk of ~~such~~ **IT systems** ~~vulnerability~~ **vulnerabilities** and attacks **and** ~~, including~~ unauthorized access ~~or attacks exploiting the fact that a large number~~ of **information** ~~employees are working remotely~~ . Furthermore, there has also been an increase in ~~cyber~~ **cybersecurity** incidents that appears to be associated with the Ukraine- Russia military conflict **. Other future or ongoing conflicts could also result in increases in cybersecurity incidents** . Enforcement of the General Data Protection Regulation (“ GDPR ”) was effective as of May 2018. The GDPR is focused on the protection of personal data not merely the privacy of personal data. The GDPR **has** ~~creates~~ **created** a range of ~~new~~ compliance obligations and ~~will~~ **can impose** ~~significantly~~ -- **significant** ~~increase~~ financial penalties for noncompliance (including possible fines of up to 4 % of global annual revenues for the preceding financial year or € 20 million (whichever is higher) for the most serious infringements). **Other legislative** ~~Net sales and profitability of our~~ **or** ~~Dental segment are highly dependent on~~ **governmental regulatory requirements may come into effect that may similarly increase our compliance obligations** ~~our~~ **or significantly increase our exposure to financial penalties** ~~relationships with a limited number of large distributors. The~~

~~distribution network in the U. S. dental industry is concentrated, with relatively few distributors of consumable products accounting~~ for **noncompliance** ~~a significant share of the sales volume to dentists. Historically, the top three Customers of Cantel' s Dental segment accounted for more than 40. 0 % of its revenues. The loss of a significant amount of business from any of these Customers would have a material adverse effect on our Dental segment. In addition, because our Dental segment products are primarily sold through third- party distributors and not directly to end users, we cannot control the amount and timing of resources that our distributors devote to our products. There can be no assurance that there will not be a loss or reduction in business from one or more of our major Customers. In addition, we cannot assure that revenues from Customers that have accounted for significant revenues in the past, either individually or as a group, will reach or exceed historical levels in any future period~~ . RISKS RELATED TO BUSINESS DEVELOPMENT We engage in acquisitions and affiliations, divestitures, and other business arrangements. Our growth may be adversely affected if we are unable to successfully identify, price, and integrate strategic business candidates or otherwise optimize our business portfolio. Our success depends, in part, on strategic acquisitions and joint ventures, which are intended to complement or expand our businesses, divestiture of non- strategic businesses **, such as our planned divestment of the Dental segment,** and other assets, and other actions intended to optimize our portfolio of businesses. This strategy depends upon our ability to identify, appropriately price, and complete these types of business development transactions or arrangements and to obtain any necessary financing. In the last several fiscal years we have made a number of acquisitions and dispositions. There can be no assurance that any acquisition or disposition will ultimately prove to be a strategic success. Also, we may be unable to find or consummate future acquisitions and divestitures at acceptable prices and terms. We continually evaluate potential business developments opportunities in the ordinary course of business. Our success with respect to these recent and future acquisitions will depend on our ability to integrate the businesses acquired, retain key personnel, realize identified cost synergies, manage the expanded business footprint and otherwise execute our strategies. Our success will also depend on our ability to develop satisfactory working arrangements with our strategic partners in joint ventures or other affiliations, or to divest or realign businesses. Competition for strategic business candidates may result in increases in costs and price for acquisition candidates and market valuation issues may reduce the value available for divestiture of non- strategic businesses. These types of transactions are also subject to a number of other risks and uncertainties, including: delays in realizing or failure to realize anticipated benefits of the transactions; **a termination or delay in the consummation of acquisition or disposition transactions by counterparties;** diversion of management' s time and attention from other business concerns; difficulties in retaining key employees, Customers, or suppliers of the acquired or divested businesses; difficulties in maintaining uniform standards, controls, procedures and policies, or other integration or divestiture difficulties **, including those that may expose us to greater cybersecurity risk** ; adverse effects on existing business relationships with suppliers or Customers; other events contributing to difficulties in generating future cash flows; risks associated with the assumption of contingent or other liabilities of acquisition targets or retention of liabilities for divested businesses and difficulties in obtaining financing. Our **business realignment initiatives may not be as successful as anticipated. We execute organizational realignments to support our growth and cost management strategies. We also engage in initiatives aimed to increase productivity, efficiencies and cash flow and to reduce costs. We commit significant resources to identify, develop and retain key employees to maintain uninterrupted leadership and direction. If we are unable to successfully manage these and other organizational changes, the ability to complete such activities and realize anticipated synergies or cost savings as well as our results of operations and financial condition could be materially adversely affected. We cannot offer assurances that any of these initiatives will be beneficial to the extent anticipated, or that the estimated efficiency improvements, incremental cost savings or cash flow improvements will be realized as anticipated or at all. Our** acquisition activity and ability to grow organically may be adversely affected if we are unable to continue to access the financial markets. ~~Our recent~~ **We have financed** acquisitions ~~have been financed largely~~ through cash on hand, borrowings under our bank credit facilities and through public note offerings. Future acquisitions or other capital requirements and investments will necessitate additional cash. To the extent our existing sources of cash are insufficient to fund these or other future activities, we have and may need to raise additional funds through new or expanded borrowing arrangements or equity **issuances** . There can be no assurance that we will be able to obtain additional funds beyond those available under existing bank credit facilities on terms favorable to us, or at all, or that such facilities can be replaced when they terminate. The integration of acquired businesses into STERIS may not be as successful as anticipated. **We** ~~In recent years we~~ have made ~~several~~ large acquisitions of ~~business~~ **businesses** , including the acquisitions of Cantel Medical and Key Surgical. The integration of acquired businesses into STERIS involves numerous operational, strategic, financial, accounting, legal, tax and other risks; potential liabilities associated with the acquired businesses; and uncertainties related to design, operation and integration of internal controls over financial reporting. Difficulties in integrating acquired businesses into STERIS may result in the business performing differently than expected, in operational challenges, in strategic changes or in the failure to realize anticipated expense- related efficiencies. STERIS' s existing businesses could also be negatively impacted by the integration actions. Potential difficulties that may be encountered in the integration process include, among other factors: • the inability to successfully integrate the business of an acquired business into STERIS in a manner that permits STERIS to achieve the full revenue and cost savings anticipated from the acquisition; • complexities associated with managing the larger, more complex, integrated business; • not realizing anticipated operating synergies or incurring unexpected costs to realize such synergies; • integrating personnel from acquired businesses into STERIS while maintaining focus on providing consistent, high- quality products and services; • potential unknown liabilities and unforeseen expenses associated with the acquisition; • loss of key employees; • integrating relationships with Customers, vendors and business partners; • performance shortfalls as a result of the diversion of management' s attention caused by integration activities; and • the disruption of, or the loss of momentum in, an acquired business and STERIS' **s** ongoing business or inconsistencies in standards, controls, procedures and policies. Past and future business acquisitions may not be as accretive to STERIS' s earnings per share and cash flow from operations per share,

which may negatively affect the market price of STERIS ~~Shares~~ **shares** . Past and future acquisitions may not be as accretive to STERIS' s earnings per share and cash flow from operations per share as expected. Future events and conditions could decrease or delay any expected accretion, result in dilution or cause greater dilution than is currently expected, including adverse changes in market conditions, production levels, operating results, competitive conditions, laws and regulations affecting STERIS, capital expenditure obligations, higher than expected integration costs, lower than expected synergies and general economic conditions. Any decrease or delay of any accretion to ~~,~~ STERIS' s earnings per share or cash flow from operations per share could cause the price of the STERIS ~~'~~ **'** s ordinary shares to decline. We incurred a substantial amount of additional debt to complete the Cantel Medical acquisition. Our debt level may limit our financial and business flexibility. We funded the cash portion of the Cantel Medical acquisition consideration, as well as the refinancing, prepayment, replacement, redemption, repurchase, settlement upon conversion, discharge or defeasance of certain existing indebtedness of Cantel and its subsidiaries, transaction expenses, general corporate expenses and working capital needs, through the incurrence of approximately $ 2. 1 billion of new indebtedness, which includes $ 1. 350 billion of senior notes issued April 1, 2021 and a new delayed draw term loan agreement in the amount of $ 750 million. We also refinanced or settled approximately $ 1. 0 billion of Cantel ~~'~~ **'** s long- term indebtedness, including convertible debt ~~, outstanding~~ . As of March 31, ~~2023~~ **2024** , STERIS had approximately $ 3. ~~1~~ **2** billion of indebtedness outstanding. STERIS' s ability to repay all the forgoing obligations will depend on, among other things, STERIS' s financial position and performance, as well as prevailing market conditions and other factors beyond our control. Our increased indebtedness could have important consequences to our shareholders, including increasing STERIS' s interest obligations, general adverse economic and industry conditions, limiting our ability to obtain additional financing to fund future working capital, capital expenditures and other general corporate requirements, requiring the use of a substantial portion of our cash flow from operations for the payment of principal and interest on indebtedness, thereby reducing our ability to use our cash flow to fund working capital, acquisitions, capital expenditures and general corporate matters, including dividend payments and stock repurchases, limiting our flexibility in planning for, or reacting to, changes in ~~its~~ **our** business and our industry and creating a disadvantage compared to our competitors with less indebtedness. STERIS has incurred and expects to incur significant transaction and related costs in connection with business acquisitions and dispositions, which may be in excess of those anticipated. STERIS has incurred substantial expenses in connection with the negotiation and completion of past business acquisitions and dispositions, including Cantel Medical ~~and~~ **,** Key Surgical **and the planned divestment of the Dental segment** , and expects to incur similar costs for any future business acquisitions or dispositions. STERIS expects to incur non- recurring costs associated with the integrations of recent acquisitions into STERIS and working towards achieving the desired synergies of such acquisitions. These fees and costs have been, and may continue to be, substantial. The non- recurring expenses include, among others, employee retention costs, fees paid to financial, legal and accounting advisors, and severance and benefit costs. STERIS also expects to incur and has incurred costs to consolidate facilities and systems. Additional unanticipated costs may be incurred in the integration of any acquired business. Although STERIS expects that the elimination of duplicative costs, as well as the realization of other efficiencies related to the integration of acquired businesses, should allow STERIS to offset integration- related costs over time, this net benefit may not be achieved in the near term, or at all. The costs described above, as well as other unanticipated costs and expenses, could have a material adverse effect on the financial condition and operating results. We may fail to realize all of the anticipated benefits of an acquired business, or those benefits may take longer to realize than expected. The success of an acquisition depends, in part, on our ability to realize the anticipated benefits and cost savings from combining the businesses. The anticipated benefits and cost savings of an acquisition may not be realized fully or at all, may take longer to realize than expected, may require more non- recurring costs and expenditures to realize than expected or could have other adverse effects that we do not currently foresee. Assumptions that we have made with respect to acquisitions, such as with respect to anticipated operating synergies or the costs associated with realizing such synergies, significant long- term cash flow generation, and the continuation of our investment grade credit profile, may not be realized. The post- acquisition integration process may result in the loss of key employees, the disruption of ongoing business, changes in strategy or inconsistencies in standards, controls, procedures, and policies. There could be potential unknown liabilities and unforeseen expenses associated with acquisitions that were not discovered while performing due diligence. Although we conduct what we believe to be a prudent level of investigation regarding the operating and financial condition of the businesses, product or service lines, assets or technologies we purchase, an unavoidable level of risk remains regarding their actual operating and financial condition, as well as their strategic fit. We may not be able to ascertain actual value or understand potential liabilities until or after we actually assume operation control of these businesses, product or service lines, assets or technologies. We have recorded goodwill and other intangible assets that could become impaired and result in material non- cash ~~changes~~ **charges** to our results of operation in the future. Our total assets include goodwill, intangibles and other long- lived assets. If we determine that these items have become impaired in the future, it may have a material adverse effect on our financial condition and results of operations. As of March 31, ~~2023~~ **2024** , we had recorded goodwill of $ 4 billion and other intangible assets, net of accumulated amortization of $ ~~3~~ **2** billion. Goodwill represents the excess of purchase price over the estimated fair value assigned to the net tangible and identifiable intangible assets of a business acquired. Goodwill is evaluated for impairment annually or more frequently, if indicators of impairment exist. If the impairment evaluations for goodwill indicate the carrying amount exceeds the estimated fair value, an impairment loss is recognized in an amount equal to that excess. Our operating results may be significantly impacted from both the impairment and the underlying trends in the business that triggered the impairment. During the second quarter of fiscal 2023, in connection with the preparation of our quarterly consolidated financial statements, we identified and recognized a goodwill impairment loss of $ 490. 6 million related to goodwill that arose with respect to **the** Dental segment acquired in the Cantel acquisition.