



**CHARTER OF THE  
AUDIT & FINANCE COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
ENDO INTERNATIONAL plc**

**Adopted as of April 27, 2021**

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**I. PURPOSE OF THE COMMITTEE**

The purpose of the Audit & Finance Committee (the “Committee”) of the Board of Directors (the “Board”) of Endo International plc (the “Company”) shall be to assist the Board in fulfilling its (1) legal and fiduciary obligations with respect to matters involving the accounting, auditing, financial reporting, internal control and financial compliance functions of the Company and its subsidiaries; (2) oversight responsibility relating to: (i) the integrity of the Company’s financial statements; (ii) the effectiveness of the Company’s internal control over financial reporting; (iii) the Company’s compliance with legal and regulatory requirements (which is also the responsibility of the Compliance Committee); (iv) the independent registered public accounting firm’s qualifications, independence, and performance; and (v) the performance of the Company’s internal auditing department; and (3) oversight of the Company’s financing policies and practices, risk management and capital structure.

The Committee shall oversee the audit efforts of the Company’s independent registered public accounting firm (the “independent auditor”) and internal auditors and, in that regard, shall take such actions as it may deem necessary to satisfy itself that the Company’s auditors are independent of management. It is the objective of the Committee to maintain free and open means of communications among the Board, the independent auditor, the internal auditors and the financial and senior management of the Company and to determine that all parties are aware of their respective responsibilities.

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall consist of three or more independent directors as determined from time to time by the Board. Members shall not serve on more than two other public company audit committees unless the Board determines that such simultaneous service would not impair the ability of such member to serve on the Committee. Each member of the Committee shall be an “independent” director within the meaning of the Irish Companies Act of 2014 (the “Irish Companies Act”) and be qualified to serve on the Committee pursuant to the requirements of The Nasdaq Global Select Market (“Nasdaq”), Rule 10A-3 of the Securities Exchange Act of 1934, as amended, and any additional requirements that the Board deems appropriate. At least one member of the Committee shall be an “audit committee financial expert,” as defined by Securities and Exchange Commission (“SEC”) rules.

Consistent with the appointment of other Board committees, the members of the Committee shall be elected by the Board at the annual organizational meeting of the Board or at

such other time as may be determined by the Board. Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

The chairperson of the Committee shall be designated by the Board upon recommendation of the Nominating, Governance & Corporate Responsibility Committee; *provided* that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

### **III. MEETINGS AND PROCEDURES OF THE COMMITTEE**

The Committee shall meet at least quarterly and with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities. As part of its purpose to foster open communications, the Committee shall meet at least annually with management, the head of the internal auditing department and the Company's independent auditor in separate executive sessions to discuss any matters that the Committee or each of these groups or persons believe should be discussed privately. In addition, the Committee should meet or confer quarterly with the independent auditor and management to review the Company's periodic financial statements prior to their filing with the SEC.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

### **IV. SUBCOMMITTEES**

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole. All such delegations must be authorized through a Committee approved action.

### **V. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

#### ***A. Selection and Evaluation of Independent Auditor***

The Committee shall have the following duties and responsibilities with respect to the independent auditor:

- (a) To review and approve the appointment, compensation and retention of the Company's independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services.
- (b) To oversee the audit efforts of the Company's independent auditor (including resolution of disagreements between management and the independent auditor).
- (c) To review and approve the Company's independent auditor's annual engagement letter, including the proposed fees contained therein.
- (d) To review the performance of the Company's independent auditor and make decisions regarding the replacement or termination of the independent auditor when circumstances warrant.
- (e) To review the independence of the Company's independent auditor by, among other things:
  - (i) requiring the independent auditor to deliver to the Committee, at least annually, a formal written statement delineating (i) the firm's internal quality control procedure; (ii) any material issues raised by the most recent internal quality control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (iii) all relationships between the independent auditor and the Company (to assess the auditors' independence);
  - (ii) actively engaging in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditor and take appropriate action to satisfy itself of the auditors' independence;
  - (iii) determining that the independent audit firm has a process in place to address the rotation of the lead partner and other audit partners serving the Company as required under the SEC independence rules; and
  - (iv) pre-approving all audit and permitted non-audit services provided by the independent auditor. The Committee may delegate pre-approval authority to a member of the Committee and the decisions of any Committee member to whom pre-approval authority is delegated must be presented to the full Committee at its next scheduled meeting.

### ***B. Oversight of Annual Audit and Quarterly Reviews***

The Committee shall have the following duties and responsibilities with respect to annual audit and quarterly reviews of the Company's financial statements:

- (a) To review and accept the annual audit plan of the Company's independent auditor.

(b) To confirm through private discussions with the Company's independent auditor that no restrictions by management are being placed on the scope of the independent auditor's work.

(c) To review with management and the Company's independent auditor such critical accounting policies (and changes therein) of the Company, including any financial reporting issues which could have a material impact on the Company's financial statements, as are deemed appropriate for review by the Committee prior to any interim or year-end filings with the SEC or other regulatory body.

(d) To review and discuss any critical audit matters with the Company's independent auditor.

(e) To review and discuss the Company's interim financial statements included in Quarterly Reports on Form 10-Q ("Form 10-Q"), including Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A"), with management and the independent auditor prior to the filing of the Company's Form 10-Q. Also, the Committee should discuss the results of the quarterly review and any other matters required to be communicated to the Committee by the independent auditor under the standards of the Public Company Accounting Oversight Board (the "PCAOB") (United States).

(f) To review and discuss earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.

(g) To review and discuss the Company's annual audited financial statements, including the MD&A, with management and the independent auditor prior to the filing of the Company's Annual Report on Form 10-K (the "Form 10-K"). Also, the Committee should discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditor under the standards of the PCAOB (United States).

(h) To review, upon completion, the audited financial statements prepared by the Company in accordance with the Irish Companies Act.

(i) To recommend to the Board that the audited financial statements be included in the Company's Form 10-K.

### ***C. Oversight of Financial Reporting Process and Internal Controls***

The Committee shall have the following duties and responsibilities with respect to the Company's financial reporting process and internal controls:

(a) To review and discuss the Company's internal control over financial reporting with management and the independent auditor, including:

- (i) management's annual assessment of the effectiveness of internal control over financial reporting, including any significant deficiencies or material weaknesses identified, and the independent auditor's report on the effectiveness of the Company's internal control over financial reporting;

- (ii) the nature of any deficiencies in internal control over financial reporting and any differences between management's assessment of the deficiencies and the independent auditor's assessment;
- (iii) disclosures made by management as part of the quarterly certification process in connection with each Form 10-K and Form 10-Q; and
- (iv) any significant changes in internal control over financial reporting.

(b) To receive periodic reports from the Company's independent auditor and management to assess the impact on the Company of significant accounting or financial reporting developments proposed by the Financial Accounting Standards Board, the SEC, or other regulatory body, or any other significant accounting or financial reporting related matters that may have a bearing on the Company.

(c) To establish and maintain free and open means of communication between and among the Board, the Committee, the Company's independent auditor, the Company's internal auditing department and management.

#### ***D. Oversight of Internal Audit***

The Committee shall have the following duties and responsibilities with respect to internal audits:

- (a) To approve the annual internal audit plan and budget.
- (b) To review the results of internal audits.
- (c) To review and concur on the appointment, replacement or dismissal of the head of the internal auditing department.
- (d) To review and approve the Internal Audit charter.

#### ***E. Oversight of Finance Matters***

The Committee shall periodically review, with management, the Company's (i) financing policies and practices, risk management and capital structure, (ii) tax structure and strategies, (iii) investment and derivatives policies and (iv) significant changes to the finance function's organization.

#### ***F. Other Matters***

The Committee shall have the following duties and responsibilities with respect to other matters:

- (a) To review legal and regulatory matters with the general counsel, and outside counsel when appropriate, including any matters that may have a material impact on the financial statements of the Company.

(b) To review and approve the Committee report as required by the SEC to be included in the Company's annual proxy statement.

(c) To review and approve related party transactions in accordance with the Company's Related Party Transactions Policy.

(d) To review the Company's systems, policies and practices with respect to enterprise risk management, which may include risks relating to fraud, cybersecurity, privacy and data security.

(e) To establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting and auditing matters.

(f) To set clear hiring policies for employees or former employees of the independent auditor.

In addition to the activities described above, the Committee will perform such other functions as necessary or appropriate in its or the Board's business judgment under applicable law, the Company's Memorandum and Articles of Association and the resolutions or other directives of the Board.

## **VI. EVALUATION OF THE COMMITTEE**

The Committee shall, on an annual basis, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend any proposed changes to the Board for its approval. The Committee shall address all matters that the Committee considers relevant to its performance.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended changes to this Charter and any other applicable policies, procedures or governing documents.

## **VII. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities or otherwise at the request of the Board, and may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary. The Committee shall determine the appropriate funding needed by the Committee for payment of (1) compensation to the independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Company; (2) compensation to any advisers employed by the Committee; and (3) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

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While the Committee has the duties and responsibilities set forth in this Charter, the Committee is not responsible for planning or conducting the audit or for determining whether the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law. It is the responsibility of the Committee to resolve disagreements, if any, between management and the independent auditor.

Adopted by the Board of Directors of  
Endo International plc  
on April 27, 2021