



**CHARTER OF THE  
COMPLIANCE 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 Compliance Committee (the “Committee”) of the Board of Directors (the “Board”) of Endo International plc (the “Company”) shall be to assist the Board by providing oversight of regulatory, compliance (including interactions with healthcare professionals), product safety and quality and legal matters that may impact the Company.

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall consist of three or more independent directors as determined from time to time by the Board under the listing standards of The Nasdaq Global Select Market, and any additional requirements that the Board deems appropriate.

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 as often as it determines necessary to carry out its duties and responsibilities. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

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.

The Committee shall regularly have “executive sessions” without members of management present.

#### **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**

The Committee shall oversee management’s implementation of the Company’s Compliance Program, including:

- (a) The Chief Compliance Officer’s direct access to senior management and the allocation of sufficient funding, resources and staff to the Compliance Program;
- (b) The Company’s Code of Conduct, written compliance policies and procedures and mechanisms for employees to seek guidance and report concerns;
- (c) The Company’s systems and processes to periodically assess, monitor and audit its Compliance Program, to investigate alleged misconduct and to promote and enforce its standards;
- (d) The Company’s compliance with applicable product safety and quality standards, anti-bribery and corruption laws, and regulations regarding interactions with healthcare professionals and government officials, as well as any ongoing agreements entered into with governmental or regulatory authorities relating to compliance; and
- (e) The Company’s efforts to promote an ethical culture.

The Committee shall periodically receive from, and discuss with, the Chief Compliance Officer:

- (a) Updates on compliance matters;
- (b) Aggregate-level reports on all investigations including referable investigative matters (“RIMs”) (as defined in the Company’s standard operating procedure for investigations) and ethics hotline complaints, as well as an individual-level reports on key RIMs; and
- (c) Other information that the Chief Compliance Officer may deem relevant to the Compliance Program such as compliance monitoring trends or updates on external developments.

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.

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While the members of the Committee have the duties and responsibilities set forth in this Charter, 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.

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