



**CHARTER OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
ENDO INTERNATIONAL plc  
ADOPTED AS OF NOVEMBER 6, 2018**

---

**I. PURPOSE OF THE COMMITTEE**

The purposes of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Endo International plc (the “Company”) shall be to oversee the Company’s compensation and employee benefit plans and practices, including its executive compensation plans and its incentive-compensation program, and equity-based long-term incentive awards under the Company’s shareholder approved stock incentive plans. Annually, the Committee will produce a report on executive compensation as required by the Securities and Exchange Commission (“SEC”) to be included in the Company’s annual proxy statement or annual report on Form 10-K filed with the SEC.

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall consist of three or more directors (or their delegates) as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of The Nasdaq Global Select Market (“Nasdaq”), and any additional requirements that the Board deems appropriate. Members of the Committee shall also qualify as “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and, to the extent deemed necessary or appropriate by the Board to administer performance-based compensation, “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and shall satisfy any other necessary standards of independence under the federal securities and tax laws.

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.

The chairperson of the Committee shall be designated by the Board upon recommendation of the Nominating & Governance 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.

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.

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

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than two times annually. 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.

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 to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

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. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

The Committee shall have the following scope of duties and responsibilities:

- (a) To set, and then review at least annually, the goals and objectives of the Company's executive compensation plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.
- (b) To interpret, implement, administer, review and approve all aspects of remuneration to the Company's key officers (as defined in the provisions of Section 16 of the Exchange Act 1934) and direct reports to the Chief Executive Officer (CEO), collectively hereinafter referred to as "the Company's Key Officers".
- (c) To develop, approve, administer and recommend to the Board and the Company's stockholders for their approval (to the extent such approval is required by any applicable law, regulation or Nasdaq rule) all stock option and other equity-based compensation plans of the Company and all related policies and programs.
- (d) To review and approve annually the corporate goals and objectives relevant to compensation of the CEO, evaluate annually the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation. The Committee may solicit feedback from the Board as to its evaluation of the CEO's performance and if it does so, the Committee shall take such feedback into account when preparing its final evaluation of the CEO's performance. The Committee shall consult with the Chairman of the Board (so long as the Chairman is independent) regarding the Committee's

evaluation of the CEO's performance and the Committee's recommendation for the CEO's compensation. The Committee shall report its evaluation of the CEO's performance and its recommendation for the CEO's compensation to the Board, which compensation shall be approved by the entire Board (other than the CEO). The annual evaluation of the CEO's performance as well as developmental feedback shall be communicated to the CEO by the Committee chairperson and the Chairman of the Board so long as the Chairman is independent.

(e) To review and approve annually the corporate goals and objectives relevant to compensation of the Company's Key Officers, evaluate annually performance in light of those goals and objectives, and approve compensation level based on this evaluation.

(f) To review and approve all employment agreements, severance arrangements and change in control agreements or provisions for the CEO and the Company's Key Officers.

(g) To approve individual recommendations and grant any shares, stock options or other equity-based awards under all equity-based long-term incentive stock plans that are outside the approved guidelines for such grants, and exercise such power and authority as may be required or permitted under such plans.

(h) To perform such duties and responsibilities as may be assigned to the Committee under the terms of any executive compensation plan and practice.

(i) To review and approve perquisites or other supplemental benefits for the CEO and the Company's Key Officers.

(j) To review and approve the Company's management succession plan for the CEO and the Company's Key Officers.

(k) To review and approve compensation paid to the Company's directors.

(l) To produce a Committee report on executive compensation as required by the SEC to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.

(m) To report to the Board no less frequently than annually.

(n) To review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval. This Charter is in all respects subject and subordinate to the Company's Certificate of Incorporation and Bylaws, as such documents may be amended from time to time, and all applicable laws.

(o) To evaluate its own performance on an annual basis and report the results of such review to the Board.

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 Certificate of Incorporation, the Memorandum and Articles of Association

and the resolutions or other directives of the Board. The Committee may form and delegate authority to subcommittees as the Committee may deem appropriate.

## **V. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISORS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary. The Committee shall have the sole authority to retain or terminate any compensation consultant to assist the Committee in carrying out its responsibilities, including sole authority to oversee the consultant's work and approve the consultant's fees and other retention terms, such fees to be borne by the Company.

The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:

- (a) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- (b) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (c) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (d) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (e) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- (f) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with a Key Officer of the Company.

The Committee shall conduct the independence assessment with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, other than: (i) in-house legal counsel; and (ii) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of the Company's Key Officers or directors of the Company, and that is available generally to all salaried employees; or providing information that either is not customized for the Company or that is customized based on

parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

Nothing herein requires a compensation consultant, legal counsel or other compensation adviser to be independent, only that the Committee consider the enumerated independence factors before selecting or receiving advice from a compensation consultant, legal counsel or other compensation adviser. The Committee may select or receive advice from any compensation consultant, legal counsel or other compensation adviser it prefers, including ones that are not independent, after considering the six independence factors outlined above.

Nothing herein shall be construed: (1) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Committee; or (2) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

Adopted by the Board of Directors of  
Endo International plc  
on November 6, 2018

\* \* \*