



**CHARTER OF THE
COMPENSATION & HUMAN CAPITAL COMMITTEE
OF THE BOARD OF DIRECTORS OF
ENDO INTERNATIONAL plc**

Adopted as of April 27, 2021

I. PURPOSE OF THE COMMITTEE

The purpose of the Compensation & Human Capital Committee (the “Committee”) of the Board of Directors (the “Board”) of Endo International plc (the “Company”) shall be to develop and implement the Company’s (i) executive compensation philosophy, (ii) compensation and employee benefit plans and programs, including its executive compensation plans, stock incentive plans and its cash-based incentive-compensation program, (iii) director compensation and (iv) management development and succession.

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of three or more independent directors 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 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), 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. 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.

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. If deemed appropriate, the Committee may also delegate such power and authority to members of management in consultation with a designated member of the Committee for actions associated with employees other than the Company's officers (as defined in the provisions of Section 16 of the Exchange Act and hereinafter referred to as "executive officers"). All such delegations must be authorized through a Committee approved action; 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.

V. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

A. *Executive Compensation*

The Committee shall have the following duties and responsibilities with respect to executive compensation:

- (a) To develop and implement the Company's executive compensation philosophy.
- (b) To review and approve annually the corporate goals and objectives relevant to compensation of the Chief Executive Officer (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.

(c) To review and approve annually the corporate goals and objectives relevant to compensation of the executive officers, evaluate annually performance in light of those goals and objectives, and approve the executive officers' compensation based on this evaluation.

(d) To review the Company's compensation programs and policies, including incentive compensation arrangements, as they relate to risk management and risk-taking, to determine whether such compensation programs and policies are reasonably likely to have a material adverse effect on the Company.

(e) To review and discuss with management the Company's disclosures under the caption "Compensation Discussion and Analysis" to be included in the Company's proxy statement or annual report on Form 10-K.

(f) To review and approve a Committee report on executive compensation as required by the Securities and Exchange Commission to be included in the Company's annual proxy statement or annual report on Form 10-K.

(g) To review and advise the Board regarding the Company's submission to a shareholder vote of matters relating to compensation, including the results of the Company's advisory "say-on-pay" vote on executive compensation required by Section 14A of the Exchange Act and the frequency of such say-on-pay vote.

(h) To review and approve perquisites or other supplemental benefits for the CEO and other executive officers.

(i) To review and approve all employment agreements, severance arrangements and change in control agreements or provisions for the CEO and other executive officers.

B. Compensation and Benefit Plans

The Committee shall have the following duties and responsibilities with respect to compensation and benefit plans:

(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 approve individual recommendations and grant any shares, stock options, cash-based awards or other equity-based awards under all stock incentive plans, and exercise such power and authority as may be required or permitted under such plans.

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

(d) To develop, approve, administer and recommend to the Board and the Company's shareholders for their approval (to the extent such approval is required by any applicable law, regulation or Nasdaq rule) all stock option and stock incentive plans of the Company and all related policies and programs.

C. Director Compensation

The Committee shall review and approve the compensation paid to the Company's directors.

D. Management Development and Succession

The Committee shall have the following duties and responsibilities with respect to management development and succession:

(a) To review matters relating to management development and human capital, including key initiatives, policies and practices regarding diversity, equity and inclusion, as well as employee health and safety; and to coordinate with the Nominating, Governance & Corporate Responsibility Committee to the extent such matters relate to the Company's annual report on Corporate Responsibility.

(b) To review and approve the Company's management succession plan for the CEO and other executive officers.

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 have the sole authority to retain or terminate any compensation consultant to assist the Committee in carrying out its responsibilities, including sole authority to supervise 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 an executive 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 executive 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.

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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