

**ALLERGAN PLC**  
**AUDIT & COMPLIANCE COMMITTEE OF THE BOARD OF DIRECTORS**  
**CHARTER**

**I. Statement of Purpose**

The Audit and Compliance Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of Allergan plc (the “Company”). The purpose of the Committee is to assist the Board in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing, financial reporting and compliance practices of the Company and to perform such other duties as may be required by the Board. The Committee’s duties and responsibilities include oversight of (i) the accounting and financial reporting processes and systems of internal accounting and financial controls of the Company; (ii) the integrity of the financial statements of the Company; (iii) the quarterly reviews and annual independent audit of the Company’s financial statements, the engagement of the independent auditor and the annual evaluation of the independent auditor’s qualifications, services, performance and independence; (iv) the independence and performance of the independent auditor, including retention, termination, and monitoring the qualifications of the independent auditor; (v) the performance of the Company’s internal audit function; (vi) the compliance by the Company with legal and regulatory requirements; (vii) the implementation and effectiveness of the Company’s disclosure controls and procedures; and (viii) the evaluation of the Company’s risk and policies for risk management and assessment, including material litigation instituted against the Company and resolution of any compliance issues. The Committee shall foster an open avenue of communication among the independent auditor, the internal audit department, financial and senior management, and the Board. The Committee shall also prepare the report of the Committee required to be included in the Company’s annual proxy statement.

In discharging its responsibilities, the Committee is not itself responsible for the planning or conduct of audits or for any determination that the Company’s financial statements are complete and accurate or in accordance with generally accepted accounting principles. This is the responsibility of management and the independent auditors.

**II. Organization**

A. *Charter.* At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board for approval.

B. *Members.* The Committee shall be composed of at least three members. Each of the Committee’s members shall meet the independence and financial literacy requirements for audit committee members set forth in the listing rules of the New York Stock Exchange (“NYSE”), and any additional requirements under the rules and regulations of the Securities and Exchange Commission (the “SEC”) and other applicable law. In addition, at least one member shall have accounting or related financial management expertise, or shall otherwise qualify as an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K. A Committee member may not simultaneously serve on the audit committees of more than two other public companies without the consent of the Board. The Nominating and Corporate Governance

Committee shall assess the qualifications of the Committee members and nominees, and shall recommend to the Board membership for the Committee based on such assessment.

C. *Term and Committee Chair.* The Board, based on the recommendation of the Nominating and Corporate Governance Committee, shall appoint the members of the Committee for such term or terms as the Board may determine. The members of the Committee may be replaced or removed by the Board at any time in the Board's sole discretion. The Board shall appoint a Committee Chair (the "Committee Chair") based on the recommendation of the Nominating and Corporate Governance Committee, and the Committee Chair shall preside over the meetings of the Committee.

D. *Meetings.* The Committee shall ensure that sufficient opportunities exist for its members to meet separately with each of (i) management, including the Global Chief Compliance Officer, (ii) the independent auditors, and (iii) the head (and any other senior personnel, as appropriate) of the Company's internal audit function, in each case with only those persons specified in (i), (ii) or (iii), respectively, present.

### **III. Responsibilities**

The following shall be the principal responsibilities of the Committee:

#### *A. Engagement, Oversight and Evaluation of Independent Auditor.*

(1) Authority Over Independent Auditor. The Committee shall select, subject to shareholder ratification, if required by the Board, and, where appropriate, replace, the independent auditor, approve the compensation and terms of engagement of the independent auditor, and evaluate and oversee the independent auditor's performance. The independent auditor shall report directly to the Committee.

(2) Procedures for Pre-Approval of Audit and Non-Audit Services. The Committee shall approve procedures for the pre-approval of audit and non-audit services by the independent auditor and, as necessary, any audit services on which the independent auditor expressly relies.

(3) Engagement of Independent Auditor. The Committee shall, prior to commencement of the annual independent audit, review with management, the internal auditors, and the independent auditors the audit objective and the proposed scope of the audit plan and fees, including the auditor's and management's responsibilities, the areas of business to be examined, the adequacy of the personnel to be assigned to the audit and other factors that may affect the timelines of such audit, any other firms performing audit procedures, the accounting policies and procedures to be followed, special areas to be investigated and the adequacy of the program for integration of the independent and internal audit efforts. The Committee shall give due consideration to whether the independent auditor's performance of non-audit services is legally permissible and compatible with the auditor's independence and the Committee shall, in accordance with the procedures for pre-approval approved by the Committee (and any *de minimis* exceptions permitted by applicable law), review and pre-approve all audit and permitted non-audit services.

(4) Review of Independence and Performance of Independent Auditor. The Committee

shall, on an annual basis, evaluate the qualifications, performance and independence of the independent auditor, including review of the lead partner and taking into account the opinions of management and the head (and any other senior personnel, as appropriate) of the internal audit function. In connection with this assessment, the Committee shall obtain and review, at least annually, a report by the independent auditor describing all relationships between the auditor and the Company that may impact the objectivity and independence of the firm, and discuss with the auditor the potential effects of any disclosed relationship on independence. The Committee shall also, at least annually, obtain and review from the independent auditor: (i) a report describing (a) the auditor's internal quality-control procedures and (b) any material issues raised by the auditor's most recent internal quality control review, peer review (if applicable), or any inquiry or investigation by governmental or professional authorities, within the preceding five years, with regards to one or more independent audits carried out by the auditor, and the steps taken to deal with any such issues; and (ii) any other reports, and at such frequency, as required by applicable law or the standards of the Public Company Accounting Oversight Board (United States) (the "PCAOB"). The Committee shall present its conclusions to the Board and, if so determined by the Committee, recommend that the Board take additional action, including rotating the lead partner or the independent auditor, to satisfy itself of the qualifications, performance and independence of the independent auditor.

(5) Reports and Access. The Committee shall receive and review all reports prepared by the independent auditor, and shall ensure that the independent auditor has full access to the Committee and the Board during its performance of the annual audit to report on any and all appropriate matters. The Committee shall periodically consult, as appropriate, with the independent auditor out of the presence of management about internal controls and the accuracy of the organization's financial statements.

*B. Oversight of the Company's Internal Audit Function.*

(1) Review of Capacity and Performance of Internal Audit Function. The Committee shall review, at least annually, the experience and qualifications of the senior members of the internal audit function, including the responsibilities, staffing, budget and quality control procedures of the internal audit function. The Committee shall discuss with management, the head of internal audit and the independent auditors the scope and plans for internal audit, including the areas of business to be examined, the adequacy of the personnel to be assigned to the audit and other factors that may affect the timelines of such audits, the procedures to be followed, special areas to be investigated and the adequacy of the program for integration of the independent and internal audit efforts. The Committee also shall review the significant reports to management prepared by the internal audit function and management's responses.

(2) Succession Planning. The Committee shall review financial and accounting personnel succession planning within the Company, including the appointment and replacement of the senior internal auditing executive, and shall make recommendations to the Board regarding the same.

*C. Financial Statement and Disclosure Matters.*

(1) Oversight of Internal Control over Financial Reporting, Accounting Policies. The Committee shall review, with management and the independent auditor, the Company's overall system of internal control, including (i) management's annual assessment of the adequacy and effectiveness of the Company's internal control over financial reporting and the related report issued by the independent auditors; (ii) any significant deficiencies or material weaknesses in the design or operation of the Company's internal control over financial reporting; (iii) any fraud (regardless of materiality) involving management or other employees having a significant role in the internal control over financial reporting; and (iv) any changes in the Company's internal control over financial reporting during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, such internal control over financial reporting. The Committee shall also review with the independent auditor (i) the Company's critical accounting policies and practices; (ii) material changes in the Company's selection or application of accounting principles, the effects of alternative applications, or treatments of accounting principles on the Company's financial statements and other public disclosures, and the application or treatment preferred by the independent auditor; (iii) the effect of new or proposed regulatory and accounting initiatives on the Company's risks and liabilities, financial statements and other public disclosures and internal controls; (iv) any material written communications between the independent auditor and management, and any difficulties the auditor may have encountered (or is encountering) in the course of its audit work, including any restrictions on the scope of work or access to requested information, and any significant disagreements with management; and (v) any other matters that are significant to the integrity and oversight of the Company's financial reporting process, including any other issues required to be discussed by applicable law, PCAOB Auditing Standard No. 16 or any other applicable standards of the PCAOB.

(2) Review of Quarterly SEC Filings. The Committee shall review and discuss with management and the independent auditor the financial information to be included in the Company's Quarterly Reports on Form 10-Q, including the disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and any other matters required to be communicated to the Committee by the independent auditors under applicable standards of the PCAOB or applicable law or listing standards in connection with such filing. The Committee shall also discuss the results of the independent auditors' review of the Company's quarterly financial information.

(3) Review of Annual SEC Filings. The Committee shall review and discuss with management and the independent auditor the audited financial information to be included in the Company's Annual Report on Form 10-K (or the annual report to shareholders if distributed prior to the filing of the Form 10-K), including the disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and shall discuss with the independent auditor the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditors under applicable standards of the PCAOB or applicable law or listing standards in connection with such filing. Based on such review and discussion, the Committee shall determine whether to recommend to the Board that the audited financial statements be included in the Company's Form 10-K.

(4) Review of Disclosure Controls and Procedures. As part of its review of the Company's Annual and Quarterly SEC Filings, the Committee shall review with the applicable

senior executives, management's conclusions about the effectiveness of the Company's disclosure controls and procedures, including any material non-compliance with them.

(5) Other Risk Assessment and Risk Management. The Committee shall review and discuss with management, internal audit, the finance department, the legal department and the independent auditors the Company's major financial risk and enterprise exposures and the steps management has taken to monitor and control such exposures, including the Company's procedures and any related policies with respect to risk assessment and risk management.

(6) Preparation of Report for Proxy Statement. The Committee shall produce the report required to be included in the Company's annual proxy statement.

*D. Compliance Oversight Responsibilities.*

(1) Establishment of Procedures Regarding Accounting, Internal Control and Auditing Concerns and Investigations. The Committee shall establish procedures for the receipt, retention and treatment of concerns received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of the Company of such concerns. The Committee shall review any such concerns, and shall receive reports regarding the investigation of such concerns pursuant to such procedures.

(2) Oversight of the Global Compliance Program. The Committee shall obtain from the Global Chief Compliance Officer, the General Counsel, and/or when necessary, the head of internal audit, no less frequently than quarterly, reports on the Company's Global Compliance Program, including confirmation that the Company and its affiliated entities are in conformity with applicable legal requirements and the Company's Code of Conduct. The Committee shall periodically, but not less frequently than annually, review with management, including the General Counsel and the Global Chief Compliance Officer, the implementation and effectiveness of the Company's Global Compliance Program. It shall be the responsibility of the Committee to review the appointment and performance of the Global Chief Compliance Officer and recommend the replacement of the Global Chief Compliance Officer, as necessary. The Committee shall assist the Board with oversight of significant healthcare-related regulatory and legal requirements and compliance issues.

(3) Discussion of Legal and Compliance Matters. The Committee shall discuss with appropriate members of management, including the head of internal audit, the General Counsel, the Global Chief Compliance Officer and, if appropriate, the independent auditor any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements and accounting or auditing matters. The Committee shall also meet periodically, and may request to meet separately, with the General Counsel, the Global Chief Compliance Officer and other appropriate legal staff of the Company and, if appropriate, the Company's outside counsel, to review any legal matters that may have a material impact on the Company's financial statements or the Company's compliance policies. Each of the General Counsel and the Global Chief Compliance Officer has express authority to communicate personally with the Chair of the Committee about any such matters as appropriate.

(4) Review of Certain Transactions with Directors, Officers and Other Related Persons. The Committee shall, in accordance with the Company's policy regarding related person transactions, review and, where required, approve or ratify the Company's transactions with directors, officers of the Company or, as defined in such policy, other related persons.

(5) Compliance with the Corporate Integrity Agreement. The Committee shall review and oversee the Global Compliance Program's review of any Corporate Integrity Agreement(s) (the "CIA" or "CIAs", as applicable) between the Company and the Office of Inspector General of the U.S. Department of Health and Human Services. For each reporting period in which the CIA remains in effect, the Committee shall (i) select the compliance expert to perform the compliance program review as may be set forth in the CIA; (ii) obtain and review a compliance program review report as may be set forth in the CIA; and (iii) adopt a resolution, signed by each member of the Committee, summarizing its review and oversight of the Company's Global Compliance Program as it relates to compliance with U.S. federal health care program requirements, Food and Drug Administration requirements, and the obligations of the CIA.

E. *Committee Performance Evaluation.* The Committee shall evaluate its performance on an annual basis and develop criteria for such evaluation. The Committee Chair shall report the Committee's conclusions to the Board and may make recommendations for improvement to the Board.

F. *Access to Records, Input, Consultants and Others.* The Committee shall have the authority and responsibility to investigate any matter brought to its attention and shall have the requisite authority to retain, oversee and terminate outside legal counsel, accounting advisors or other advisors or consultants (each, a "Consultant"), at the Company's expense, to assist the Committee in performing its duties, to approve the terms of any such engagement and to set the fees paid to such Consultant. Except as explicitly prohibited by this charter, the listing rules of NYSE or applicable law, the Committee may also solicit input from any directors, officers or employees of the Company, and may request that any officer or other employee of the Company meet with any members of, or Consultants to, the Committee. The Committee shall have full access to all books, records, facilities and personnel of the Company.

G. *Funding.* The Committee shall have the authority to determine the appropriate funding (which shall be supplied by the Company at the request of the Committee) for the payment of compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, including the independent auditor, to any Consultants engaged by the Committee, and for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

H. *Delegation.* The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more of its members, as appropriate. The Committee may delegate the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting.

I. *Other Duties.* The Committee shall also carry out such other duties that may be delegated to it by the Board from time to time.