

**ALLERGAN PLC**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**  
**OF THE BOARD OF DIRECTORS**  
**CHARTER**

**I. Statement of Purpose**

The Nominating and Corporate Governance 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 (i) to promote a strong Board that can provide the necessary oversight and support (including through diligence around nominations and re-nominations, board education and development, board leadership development and succession planning, committee structure and membership, and overseeing an annual self-assessment process); and (ii) to promote a governance framework that provides the necessary diligence but does not constrict Board focus on critical business and strategic issues (including through balanced corporate governance guidelines and committee charters).

**II. Organization**

A. *Members.* The Committee shall be composed of at least two members. Each of the Committee’s members shall (i) meet the requirements for nominating and governance committee members as set forth in the listing rules of the New York Stock Exchange (“NYSE”) and any other requirements of applicable law and (ii) have experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee. No person may be made a member of the Committee if his or her service on the Committee would violate any restriction on service imposed by any rule or regulation of the United States Securities and Exchange Commission (“SEC”).

B. *Term and Committee Chair.* The Board 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 Committee, and the Committee Chair shall preside over the meetings of the Committee.

**III. Responsibilities**

The following shall be the principal responsibilities of the Committee:

A. *Director Selection Criteria.* The Committee shall develop and recommend to the Board criteria to be considered in selecting director nominees, which shall reflect at a minimum any requirements of applicable law or listing rules and the qualification criteria specified in the Corporate Governance Guidelines. The criteria shall reflect the present and anticipated future needs of the Company, and all candidates shall be evaluated under the same criteria regardless of who has nominated the candidate.

B. *Director Recruitment.* The Committee shall identify, in consultation with the Chairman of the Board and the Chief Executive Officer, and screen potential nominees to fill

positions on the Board. The Committee shall consider potential director candidates recommended by shareholders of the Company in accordance with the procedures set forth in the Company's Corporate Governance Guidelines, organizational documents, and applicable law. As part of this responsibility, the Committee shall be responsible for (i) conducting candidate searches; (ii) interviewing prospective candidates; (iii) conducting, subject to applicable law, any and all inquiries into the background and qualifications of any candidate for the Board; (iv) reviewing potential conflicts of prospective Board members; and (v) investigating such candidate's compliance with the independence and other qualification requirements established by the Board. The Committee shall also oversee the nomination of director candidates by shareholders in accordance with the Company's organizational documents and applicable law.

*C. Consideration of Incumbent Directors for Further Term and of Director Resignation.* In connection with its annual recommendation of director nominees, the Committee shall assess the contributions of incumbent directors eligible for nomination for a further term under the same criteria as all other director nominees and with a view toward the anticipated future needs of the Company. The Committee shall review the suitability of continued service of each Board member when he or she has a significant change in status, such as an employment change, and shall recommend whether such director should resign. The Committee shall also assist the Board in determining and monitoring whether each director is an "independent director" within the meaning of any rules and laws applicable to the Company.

*D. Recommendation to Board.* The Committee shall recommend to the Board all nominees to be proposed by the Company for election to the Board, as well as actions with respect to individuals nominated by third parties. The Committee shall recommend to the Board nominees to fill vacancies occurring on the Board or Board committees or newly created directorships. The Committee shall also recommend to the Board whether to accept any resignation tendered by a director, as required by the Company's Corporate Governance Guidelines.

*E. Director Compensation.* The Committee shall advise the Board with respect to proposed changes in Board or committee compensation, not less frequently than bi-annually. In considering director compensation, the Committee may take into consideration the relative responsibilities of directors in serving on the Board and its various committees. The Committee may review the status of the Board's compensation in relation to other similarly situated companies and may retain an outside advisor to do so. Directors who are Company employees shall not be compensated for their services as directors.

*F. Governance Guidelines.* At least annually, the Committee shall review, and make recommendations to the board with respect to changes to, the Company's Corporate Governance Guidelines, Memorandum and Articles of Association, this Charter and the charters of the Company's other committees. The Committee shall recommend to the Board corporate governance guidelines addressing, among other matters, the size, composition and responsibilities of the Board and its Committees, including its oversight of management and consultations with management. It shall also be the responsibility of the Committee to assist the Board in overseeing compliance with the Corporate Governance Guidelines.

*G. Board Leadership, Succession Planning and Director Development.* Annually, the Committee shall evaluate the Board leadership structure and shall determine whether the role of the Chairman shall be held by an independent director, a management executive chair or the Chief Executive Officer. The Committee shall recommend the structure to the Board for the Board's [election or appointment] of the Chairman of the Board. If the role of Chairman of the Board is not held by an independent director, the Committee shall also recommend the duties and a candidate for the Board to [elect or appoint] as a lead director. Annually, the Committee shall consider the needs of the Company going forward, the results of the annual Board and Committee evaluations and other relevant data to assess Board skills and leadership capabilities. Based on such consideration, the Board shall work with management to provide orientation for new directors and continuing education for the Board and its committees. Further, in designing continuing education, the Committee shall consider the leadership capabilities of existing directors to ensure that there are sitting directors who are ready to fill the roles of Chairman of the Board, lead director, and committee chairs should one of those directors vacate his or her position unexpectedly.

*H. Advice as to Committee Membership and Operations.* The Committee shall advise the Board with respect to the charters, structure and operations of the various committees of the Board and qualifications for membership thereon, including policies for removal of members and assignment of members among other committees of the Board. The Committee shall also make recommendations to the Board regarding which directors should serve on the various committees, and which directors should be appointed as Chairpersons of such committees.

*I. Evaluation of the Board and the Committee.* The Committee shall recommend to the Board a process for annual evaluations of the performance of the Board and its standing committees, and shall lead the process implemented for conducting such evaluations. The Committee shall ask all directors to comment on the Board's performance. The Committee Chair shall report the Committee's conclusions to the Board at least annually and may make recommendations to the Chairman of the Board regarding changes that the Committee deems appropriate for consideration by the Board. Similarly, 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.

*J. Access to Records, Input, Consultants and Others.* The Committee shall have the authority and responsibility to retain, oversee and terminate outside legal counsel, any search firm used to identify director candidates or other advisors or consultants (each, a "Consultant") 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.

*K. 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 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.

L. *Delegation.* The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more of its members as appropriate.

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