

ACTAVIS PLC

BOARD OF DIRECTORS CORPORATE

GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of Actavis plc (“Actavis”) has adopted these Corporate Governance Guidelines to promote the effective functioning of the Board and its committees.

I. Composition of Board of Directors

1. Size of Board. The Board believes that it should generally have no fewer than 5 and no more than 14 members. The size of the Board may be increased or decreased if determined to be appropriate by the Board.

2. Board Membership Criteria. The Board seeks members from diverse professional and personal backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity. The Nominating and Corporate Governance Committee is responsible for identifying, screening and recommending candidates to the Board for Board membership. This assessment will include an examination of whether the individual is independent, as well as consideration of diversity, skills and experience in the context of the needs of the Board. When formulating its Board membership recommendations, the Nominating and Corporate Governance Committee shall also consider advice and recommendations from others as it deems appropriate.

3. Independent Directors. A majority of the Board will be comprised of directors who satisfy the independence requirements of the New York Stock Exchange and applicable law. The Board will determine annually, based on all of the relevant facts and circumstances, whether each director satisfies the criteria for independence and must disclose each of these determinations in its filings. The Board has developed categorical standards to assist it in determining whether a director has a material relationship with Actavis, and thus is not independent. These standards are set forth in Exhibit A to these Corporate Governance Guidelines. Each independent director shall notify the Chairman of the Nominating and Corporate Governance Committee, as soon as practicable, in the event his or her circumstances change in a manner that may affect the Board’s evaluation of his or her independence.

4. Director Service on other Public Company Boards. Although the Board does not have a formal policy, independent directors are encouraged to limit the number of other boards (excluding non-profit) on which they serve. Directors should advise the chair of the Nominating and Corporate Governance Committee before accepting an invitation to serve on the board of another company. If the Nominating and Corporate Governance Committee determines a conflict of interest exists by serving on the Board of another company, the director is expected to act in accordance with the Nominating and Corporate Governance Committee’s recommendation.

5. New Directors. Nominees for directors will be identified, screened and recommended by the Nominating and Corporate Governance Committee in accordance with the policies and principles in its charter, and presented to the full Board.

6. Directors' Tenure, Retirement and Succession.

(a) Term Limits. The Board does not favor term limits for directors, but believes that it is important to monitor overall Board performance. The Nominating and Corporate Governance Committee shall review, at least annually, the performance of each current director and consider the results of such evaluation when determining whether or not to recommend the nomination of such director for an additional term.

(b) Retirement Policy. The Board does not believe that there should be fixed criteria requiring automatic retirement from the Board. The Board believes that age should not be a barrier to service of any director maintaining the interest, commitment and ability to serve on the Board and that each Board member should be evaluated based on his or her abilities and contributions to the Board.

(c) Resignation Policy – Non-independent Directors. Upon the resignation, removal or retirement of a non-independent director as an officer of Actavis, the Nominating and Corporate Governance Committee shall review the appropriateness of the affected director remaining on the Board given the changed circumstances. The affected director is expected to act in accordance with the Nominating and Corporate Governance Committee's recommendation following such review.

II. Conduct

1. Directors' Duties. The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of Actavis and its stockholders. In discharging that responsibility, the Board also considers the concerns of its other stakeholders and interested parties, including the Company's employees, customers, suppliers and partners. The directors rely on the honesty and integrity of Actavis' officers, employees, outside advisors and independent auditors in making its decisions.

Directors are expected to attend Board meetings, meetings of committees on which they serve and meetings of stockholders absent exceptional cause, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Directors are expected to review meeting materials prior to Board, committee and stockholder meetings and, when possible, should communicate in advance of meetings any questions or concerns that they wish to discuss so that management will be prepared to address the same. Each director's attendance at, and preparation for, Board meetings, stockholder meetings and meetings of committees on which they serve, shall be considered by the Nominating and Corporate Governance Committee when recommending director nominees.

2. Board Meetings.

(a) Selection of Agenda Items. The Chairman, with the assistance of the Secretary, should establish the agenda for Board meetings. Each Board member may suggest items for inclusion on the agenda.

(b) Executive Sessions. The non-employee directors will meet at least three (3) times per year in regularly scheduled executive sessions to discuss such topics as the non-employee directors may determine. The independent Chairman of the Board shall preside over these sessions. If there is no independent Chairman present, the lead independent director shall preside over these sessions. If there is no lead independent director present, the Chairperson of the Nominating and Corporate Governance Committee shall preside over these sessions.

(c) Distribution of Materials. Actavis shall distribute, sufficiently in advance of meetings to permit meaningful review, any written materials that are important to the Board's understanding of the agenda items and other topics to be considered at a Board meeting. In the event of a pressing need for the Board to meet on short notice or if such materials would otherwise contain highly confidential or sensitive information, it is recognized that written materials may not be available in advance of the meeting.

(d) Attendance of Non-Directors. The Board encourages the Chief Executive Officer to bring members of management from time to time into Board meetings to (i) provide management insight into items being discussed by the Board which involve the manager; (ii) make presentations to the Board on matters which involve the manager; and (iii) bring managers with significant potential into contact with the Board. Attendance of management personnel at Board meetings is at the discretion of the Board. Should the Chief Executive Officer desire to add additional members of management as attendees on a regular basis, this should be suggested to the Board for its concurrence.

(e) Number of Meetings. The Board shall hold a minimum of four (4) meetings per year.

3. Share Ownership by Directors. In 2011, the Board adopted stock ownership guidelines for directors. These guidelines require directors to hold Actavis stock in an amount at least equal in value to four times their annual base director's fee. Vested and unvested stock, as well as other shares of stock actually owned by a director, are included in the calculation.

4. Director Compensation. The Nominating and Corporate Governance Committee, in accordance with the policies and principles set forth in its charter, will recommend the form and amount of director compensation. The Nominating and Corporate Governance Committee will periodically review directors' fees and other compensation, including how such compensation relates to director compensation for companies of comparable size and complexity. Directors who are employees of Actavis or any of its affiliates shall not receive any compensation for their services as directors.

5. Continuing Director Education. Actavis shall provide an orientation program for new directors and a continuing education program for all members of the Board. All directors are invited to participate in the orientation and continuing education programs. These programs shall include programs by senior management on Actavis' strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Conduct, its management structure and executive officers and its internal and independent auditors.

6. Assessing Board Performance. The Board in conjunction with the Nominating and Corporate Governance Committee will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee will ask all directors to comment as to the Board's performance and will report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year. The Nominating and Corporate Governance Committee will utilize the results of this self-evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and making recommendations to the Board with respect to assignments of Board members to various committees.

7. Access to Officers and Employees. Board members have complete and open access to Actavis' management and outside advisors. Board member contact with such individuals shall be handled in a manner that would not be disruptive to the business operation of Actavis.

8. Interaction with Third Parties. The Board believes that management should speak for Actavis and that the Chairman should speak for the Board. Each director shall refer all inquiries from institutional investors, analysts, the press or customers to the Chief Executive Officer or his or her designee.

9. Authority to Retain Independent Advisors. The Board and each committee has the power to hire independent legal, financial or other advisors as they may deem appropriate, without consulting or obtaining the approval of any officer of Actavis in advance. Actavis shall pay the fees and expenses of any such advisors.

10. Confidentiality. The Board believes maintaining confidentiality of information and deliberations is an imperative. Information learned during the course of service on the Board is to be held confidential and used solely in furtherance of Actavis' business.

11. Ethics and Conflicts of Interest. The Board expects its directors, officers and other employees to act ethically at all times and to acknowledge adherence to the Company's Code of Conduct. Any waiver of the Code of Conduct for directors and executive officers may be made only by the Board of Directors and must be promptly disclosed to shareholders. Directors are expected to avoid any actions or interests that conflict with an interest of the Company, or that gives the appearance of a conflict. If any actual or potential conflict of interest arises for a director, the director shall promptly inform the Chief Executive Officer and the Chair of the Nominating and Corporate Governance Committee.

III. Committee Issues

1. Board Committees. The Board will have at all times an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. Each of these Committees will consist solely of independent directors satisfying applicable legal, regulatory and stock exchange requirements. Committee members will be appointed by the Board upon recommendation of the Nominating and Corporate Governance Committee with consideration of the desires of individual directors. The Board may, from time to time, establish or maintain additional committees as it deems necessary or appropriate. Each of these committees shall adopt a charter outlining the responsibilities of such committee.

2. Rotation of Committee Assignments and Chairs. Committee assignments and the designation of committee chairs should be based on each director's knowledge, interests and areas of expertise. The Board does not favor mandatory rotation of committee assignments or chairs. The Board believes experience and continuity are more important than rotation. Committee members and chairs should be reviewed annually and may be rotated in response to changes in the membership of the Board and in all cases should be rotated only if rotation is likely to increase committee performance.

3. Frequency and Length of Committee Meetings. The committee chair, in consultation with the committee members, will determine the frequency and length of the committee meeting consistent with any requirements set forth in the committee's charter.

4. Committee Agendas. The committee chair, in consultation with the committee members and management, will develop the committee's agenda. Any director, however, may recommend the inclusion of specific agenda items for any committee meeting, regardless of whether the director is a member of such committee.

IV. Chief Executive Officer Evaluation

1. CEO Performance Review. At least annually, the non-employee directors will, in conjunction with the Compensation Committee, review the performance of the CEO in light of Actavis' goals and objectives.

2. Succession Planning. Periodically, in conjunction with the Compensation Committee, the Board will review succession plans for the CEO and other senior executives. Succession planning will address both succession in the ordinary course and contingency planning in case of unexpected events. The Compensation Committee will conduct an annual review and approve corporate goals and objectives relevant to Chief Executive Officer's compensation and set the Chief Executive Officer's compensation level based on this evaluation.

EXHIBIT A

ACTAVIS DIRECTOR INDEPENDENCE STANDARDS

It is the policy of the board of directors (the "Board"), of Actavis, that a majority of the members of the Board (each, a "Director," and together "Directors"), be independent of Actavis and of Actavis's management. For a Director to be deemed "independent," the Board shall affirmatively determine that the Director has no material relationship with Actavis or any member of the senior management of Actavis or his or her affiliates. The Board has adopted the following categorical standards to assist it in the determination of each Director's independence. The Board will determine the independence of any Director with a relationship with Actavis that is not covered by these standards and Actavis will disclose the basis of such determinations and the identity of all directors who have been determined to be independent in Actavis's annual proxy statements.

1. A Director will not be considered independent if the Director:

- is, or has been within the last three years, an employee of Actavis;
- has received during any twelve-month period within the last three years, more than \$100,000 in direct compensation from Actavis, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent on continued service);
- is a current partner or employee of a firm that is Actavis's external auditor;
- was within the last three years a partner or employee of Actavis's external auditor and personally worked on Actavis's audit during that time;
- is, or has been within the last three years, employed as an executive officer of a company where any of Actavis's present executive officers serves or served on that company's compensation committee;
- is a current employee or general partner of an entity that has made payments to, or received payments from, Actavis for property or services in an amount that, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of either company's consolidated gross revenues;
- is a current employee or general partner of an entity that is indebted to Actavis, or to which Actavis is indebted, and the total amount of such indebtedness, exceeds the greater of \$1 million or 2% of either company's consolidated gross revenues; or
- is affiliated with or employed by a tax-exempt entity that received more than 2% of its annual contributions or more than \$1,000,000 in a single fiscal year from Actavis, any of its executive officers or any affiliate of an executive officer, within the preceding twelve-month period.

2. A Director will not be considered independent if an immediate family member of the Director:

- is, or has been within the last three years, an executive officer of Actavis;
- has received during any twelve-month period within the last three years, more than \$100,000 in direct compensation from Actavis. Compensation received by an immediate family member for service as a non-executive employee of Actavis will not be considered in determining independence under this test;
- is a current partner of a firm that is Actavis's external auditor;
- is a current employee of Actavis's external auditor and participates in the firm's audit, assurance or tax compliance practice;
- was, within the last three years a partner or employee of Actavis's external auditor and personally worked on Actavis's audit during that time;
- is, or has been within the last three years, employed as an executive officer of a company

where any of Actavis's present executive officers serves or served on that company's compensation committee;

- is a current executive officer or general partner, of an entity that has made payments to, or received payments from, Actavis for property or services in an amount that, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of either company's consolidated gross revenues;
- is a current executive officer or general partner, of an entity that is indebted to Actavis, or to which Actavis is indebted, and the total amount of such indebtedness, exceeds the greater of \$1 million or 2% of either company's consolidated gross revenues; or
- is affiliated with or employed by a tax-exempt entity that received more than 2% of its annual contributions or more than \$1,000,000 in a single fiscal year from Actavis, any of its executive officers or any affiliate of an executive officer, within the preceding twelve-month period.

For purposes of these standards:

- an "affiliate" of a director or an executive officer means any entity that controls, is controlled by or is under common control with, such director or executive officer;
- "executive officer" means an "officer" within the meaning of Rule 16a-1(f) under the Securities Exchange Act of 1934;
- "immediate family" means spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law and anyone (other than employees) sharing a person's home, but excluding any person who is no longer an immediate family member as a result of legal separation or divorce, or death or incapacitation; and
- any reference to Actavis in the foregoing standards shall be deemed to include Actavis and all of its subsidiaries.

The Board shall undertake an annual review of the independence of all non-employee Directors. In advance of the meeting at which this review occurs, each non-employee Director shall be asked to provide the Board with full information regarding the Director's business and other relationships with Actavis and with senior management and their affiliates to enable the Board to evaluate the Director's independence. Directors have an affirmative obligation to inform the Board of any material changes in their circumstances or relationships that may impact their designation by the Board as "independent." This obligation includes all business relationships between, on the one hand Directors or members of their immediate family, and, on the other hand, Actavis or members of senior management and their affiliates.