

ALLERGAN PLC
CHARTER FOR THE MERGERS AND ACQUISITIONS COMMITTEE OF
THE BOARD OF DIRECTORS

I. Statement of Purpose

The Mergers and Acquisitions Committee (the “Committee”) of the Board of Directors (the “Board”) of Allergan plc (the “Company”) shall have the authority to review and assess, recommend and approve mergers, acquisitions, dispositions, investments, joint ventures, collaborations, partnerships, licensing arrangements or similar transactions or arrangements, whether by transfer of equity, assets, or otherwise (each a “Transaction”) proposed by the Company’s management, as set forth herein. The Committee is authorized to approve any Transaction in which the total consideration to be paid or received, including any milestone payments, royalties, earn-out payments or other contingent payments, whether in cash, stock, or a combination thereof (the “Total Consideration”), does not exceed \$2.0 billion, or such other limit as may be established from the Board from time to time.

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 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”).

C. *Term, Meetings 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 Committee shall meet as often as necessary to carry out its responsibilities. 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. In the event the Committee Chair is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

III. Responsibilities

The following shall be the principal responsibilities of the Committee:

A. *Candidate Transaction Review.* Review Transaction strategies and candidate Transactions with the Company’s management.

B. *Transaction Approvals.* Authorize and approve Transactions by the Company in which the Total Consideration does not exceed \$2.0 billion, or such other limit as may be established from the Board from time to time, subject to Section III.D.

C. *Advise and make Recommendations to the Board.* Advise and make recommendations to the Board regarding Transaction strategies and candidate Transactions in which the Total Consideration would equal or exceed \$2.0 billion, or such other limit as may be established from the Board from time to time.

D. *Advise and make Recommendations to Management.* Advise and make recommendations to the Company's management regarding Transaction strategies and candidate Transactions for which management has the requisite authority to act; provided that no recommendation will be necessary as a pre-approval.

E. *Performance Review of Completed Transactions.* Periodically review the performance of completed Transactions with the Company's management in the manner the Committee deems necessary and appropriate.

F. *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.

G. *Books and Records.* The Committee shall have full access to all books, records, facilities, personnel and management of the Company.

H. *Charter.* Have all such other rights and powers as may be lawfully delegated to it by the Board, not in conflict with specific powers conferred by the Board upon any other committee appointed by it.

I. *Reports.* The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.

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