

**ALLERGAN PLC  
QUALITY AND INNOVATION COMMITTEE  
OF THE BOARD OF DIRECTORS  
CHARTER**

**I. Statement of Purpose**

The Quality and Innovation Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Allergan plc (the “Company”). The purpose of the Committee is to assist the Board with its oversight responsibilities regarding:

- (i) the Company’s compliance with quality systems and other legal and regulatory requirements related to product safety and quality and environmental, health and safety matters; and
- (ii) the Company’s strategy, activities, results and investment in product research and development and innovation initiatives.

**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 two members. Each of the Committee’s members shall be a non-employee director of the Company and shall be free of any relationship that, in the opinion of the Board, would interfere with the member’s individual exercise of his or her judgment. All members of the Committee shall have a general understanding of current good manufacturing practices and applicable compliance and quality standards in the pharmaceutical industry. Such understanding may be obtained through formal education and training or prior relevant work experience within the pharmaceutical industry.

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 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. 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. *Compliance Oversight.* The Committee shall periodically review the adequacy of the Company’s internal controls, policies, procedures and programs related to ensuring compliance

with the legal and regulatory requirements related to product safety and quality and environmental, health and safety matters. Such legal and regulatory requirements include any and all laws or regulations applicable to the Company, its facilities, products and employees related to (i) the import, export, development, manufacturing, marketing, distribution and sale of the Company's products (including the Federal Food, Drug and Cosmetic Act of 1938 and the regulations promulgated thereunder, and similar laws outside of the United States), (ii) the health or safety of the Company's employees or other persons at the Company's facilities (including the Federal Occupational, Safety and Health Act of 1970 and the regulations promulgated thereunder) and (iii) the treatment, storage, disposal, generation, handling and transportation of hazardous wastes or substances or the release of such wastes or substances into the environment. In order to carry out this duty, the Committee shall meet periodically with senior operations and quality executives and review reports from such executives. The Committee may ask other members of the Company's management, legal counsel and others (as appropriate) to attend the Committee's meetings and provide pertinent information as necessary.

B. *Social Contract Oversight.* The Committee shall periodically review the adequacy of the Company's compliance with its Social Contract with Patients. In order to carry out this duty, the Committee shall meet periodically with senior executives and review reports from such executives. The Committee may ask other members of the Company's management, legal counsel and others (as appropriate) to attend the Committee's meetings and provide pertinent information as necessary.

C. *R&D-Based Performance Goal Certification.* The Committee shall review with management and, upon request of the Compensation Committee of the Board, certify to the Compensation Committee of the Board the achievement of research and development-based performance goals as may be set forth in any of the Company's long term incentive plans from time to time.

D. *Conduct Further Inquiries as Needed.* As needed, the Committee shall conduct or advise the Company to conduct further inquiries into matters under its oversight or otherwise reported to it for the purpose of discharging its duties and responsibilities and ensuring the adequacy of the Company's policies, procedures and programs for fulfilling its obligations under the laws and regulations pertaining to product safety and quality and environmental, health and safety matters.

E. *Review of the Company's Relevant Organizational Structure.* The Committee shall periodically review the Company's organizational structure and qualifications of key personnel in the supply chain, regulatory compliance, environmental, health and safety, and quality functions.

F. *Review of Research and Development Initiatives.* The Committee shall review, evaluate and report to the Board regarding the Company's strategy, activities, results and investment in product research and development and innovation initiatives. Such review may include discussion of emerging science and technology issues and trends, review of internal and external product development or research projects, and discussion of the Company's intellectual property strategies.

G. *Committee Review.* Periodically, the Committee shall review its performance and effectiveness and report to the Board as appropriate. In order to execute its duties effectively, Committee members may enhance their understanding and knowledge of the areas the Committee oversees by attending relevant educational programs at the expense of the Company.

H. *Access to Records, Input, Consultants and Others.* The Committee shall have the authority and responsibility to retain, oversee and terminate outside legal counsel, any compensation consultant 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, as described in Section I below. Except as explicitly prohibited by this charter, the New York Stock Exchange listing rules or applicable law, the Committee may (i) solicit input from any directors, officers or employees of the Company and (ii) request that any officer or other employee of the Company, including the Company’s senior compensation, financial or human resources executives, the Company’s outside counsel, the Company’s independent auditor or any other person, meet with any members of, or Consultants to, the Committee, but such officers, employees and executives shall not participate in the discussion or deliberation unless invited to do so by the Committee. The Committee may also exclude from its meetings any persons it deems appropriate, including but not limited to, any non-management director who is not a member of the Committee. The Committee shall have full access to all books, records, facilities and personnel of the Company.

I. *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.

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

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

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