

Allergan plc Board of Directors Corporate Governance Guidelines

I. Roles and Responsibilities of the Board of Directors

The Board of Directors (the “Board”), elected by the shareholders, is the ultimate decision-making body of Allergan plc (the “Company”), except with respect to matters reserved to the shareholders. The primary function of the Board is oversight. The Board, in exercising its business judgment, acts as an advisor and counselor to senior management and defines and enforces standards of accountability, all with a view to enabling senior management to execute their responsibilities fully and in the best interests of the Company. In determining the best interests of the Company, the Board may consider the Company’s mission to provide high quality, affordable human medicines, the balanced interests of all shareholders, and the perspectives of other stakeholders such as employees, prescribers, and the communities where the Company operates.

Consistent with that function, the following are the primary responsibilities of the Board:

- Overseeing and reviewing the Company’s strategic direction and objectives with a view toward creating long-term, sustainable high performance in order to create value for shareholders, people using the medicines provided by the Company and other stakeholders;
- Attracting, retaining, evaluating and compensating the Chief Executive Officer (the “CEO”) and other key executives, and planning for CEO and key executive succession;
- Overseeing management’s processes to foster innovation and facilitate strong operational performance;
- Overseeing management’s processes for accounting and financial reporting, financial controls, identifying and monitoring appropriate risk parameters, compliance with applicable laws and regulations, safeguarding the Company’s assets, and setting a tone of business integrity; and
- Recruiting well-qualified directors to serve on the Board, developing and appointing Board leadership, and structuring board processes so as to allow the Board to operate effectively.

In performing its oversight function, the Board is entitled to rely on the advice, reports and opinions of management, counsel, auditors, scientists, engineers, medical doctors and other outside experts. In that regard, the Board and its committees shall be entitled to engage all such experts, as they deem appropriate, with respect to any matters subject to their authority. The Company shall pay the costs of the Board’s retaining such experts and no prior notice to, or approvals by, the Company shall be required.

A. Board Leadership

The Board from time to time as appropriate shall consider the best form of leadership to discharge its duties. In determining the appropriate form of leadership, the Board shall consider the recommendations of the Nominating and Corporate Governance Committee.

The Board shall annually elect a chair of the Board (the “Chairman”) based on the recommendation of the Nominating and Governance Committee as a result of its annual review of the Company’s Board leadership structure. The Chairman shall be a member of the Board and may or may not be an officer or employee of the Company. The principal duty of the Chairman is to lead and oversee the Board.

When the Chairman is not an Independent Director, the Board shall also annually appoint a Lead Independent Director based on the recommendation of the Nominating and Corporate Governance Committee. The Lead Independent Director shall be an independent member of the Board, and the principal duties of the Lead Independent Director are set forth below.

Unless otherwise determined by the Board, when a Lead Independent Director is appointed, his or her responsibilities shall include:

- Coordinating the activities of the other Independent Directors, including the calling of meetings of the Independent Directors and/or other non-management directors (and the establishment of the agendas and schedules for such meetings), with or without the presence of management;
- Presiding at all meetings of the Board at which the Chairman is not present, including executive sessions;
- Serving as liaison between the Chairman and the Independent Directors;
- Serving as liaison between management (including any Executive Chairman) and the Independent Directors;
- Serving as the Board’s liaison for consultation and communication with major shareholders, as appropriate;
- Approving the agenda for Board meetings, Board pre-read materials, meeting calendars and schedules;
- Recommending the retention of advisers and consultants;
- Facilitating director discussions of the Chairman and CEO’s leadership of the Board and the Company, and participating in evaluations of the Chairman and CEO’s annual performance against Company objectives which are led by the Compensation Committee;
- Leading the CEO succession planning process;
- Communicating regularly with each director to be certain that each director’s views, competencies and priorities are understood; and

- Performing such other duties as the Board may determine from time to time.

Such person(s) shall also lead the work of the Board when the management directors are excluded from the Board's work, such as when the management directors have a conflict of interest. The method for determining the presiding director of non-management executive sessions shall be disclosed in accordance with the listing rules of the New York Stock Exchange (the "Listing Rules").

Unless otherwise determined by the Board, when the Chairman is an Independent Director, and if at such time there is no Lead Independent Director, the Chairman's duties shall also include:

- Coordinating the activities of the other Independent Directors, including the calling of meetings of the Independent Directors and/or other non-management directors (and the establishment of the agendas and schedules for such meetings), with or without the presence of management;
- Serving as liaison between management and the Independent Directors;
- Serving as the Board's liaison for consultation and communication with major shareholders, as appropriate;
- Approving Board pre-read materials, meeting calendars and schedules;
- Recommending the retention of advisers and consultants;
- Facilitating director discussions of the CEO's leadership of the Company, and participating in evaluations of the CEO's annual performance against Company objectives which are led by the Compensation Committee;
- Leading the CEO succession planning process;
- Communicating regularly with each director to be certain that each director's views, competencies and priorities are understood; and
- Performing such other duties as the Board may determine from time to time.

B. Leadership of the Company

The Company's day-to-day operations are conducted by its employees under the direction of senior management and led by the CEO and, if different and if the Chairman is also an executive, by the executive chairman (the "Executive Chairman"). If separate positions, the division of leadership between the CEO and the Executive Chairman shall be determined by the Board upon the recommendation of the Nominating and Corporate Governance Committee. Any person

holding of the office of CEO or Executive Chairman shall tender to the Board his or her resignation as a director at the same time that his or her service as an officer ends, and the Board may decide to accept or reject such resignation.

II. Structure and Operation of the Board

A. Size, Structure and Composition

Subject to the provisions of the Company's Articles of Association (as amended from time to time, the "Articles of Association") and applicable Listing Rules, the Board shall consider the recommendations of the Nominating and Corporate Governance Committee and decide upon Board size, structure and composition.

The overarching goal is to have a Board large enough to include all critical skills and perspectives but small enough to work efficiently. Generally, in determining the optimal size, structure and membership, the Board will take into account the Company's then-current circumstances, the Company's near- and longer-term strategic goals and aspirations, the current state of the pharmaceutical industry, legislative and regulatory developments, governance trends, and the views of shareholders and other key stakeholders.

B. Qualifications and Selection of Director Candidates

Directors shall be nominated and elected in accordance with the Company's Articles of Association. The Nominating and Corporate Governance Committee is responsible for recommending candidates for Board membership to the Board, in accordance with its charter. Whenever a nominee is being considered, the Nominating and Corporate Governance Committee and the Board will focus on the particular attributes that are needed to make the Board as strong as possible in light of the present and anticipated future needs of the Company. Each candidate, regardless of whether he or she is a new candidate being recruited by the Board, a sitting director, or a shareholder nominee, shall be evaluated under the same criteria. Each time nominees for director are submitted to shareholders for election, the Board shall also communicate the attributes that led the Board to select the nominee.

In evaluating candidates, the Board seeks individuals with personal attributes best suited for the demands and rigors of Board service. These personal attributes include high integrity and sound moral character, good judgment, a record of accomplishment in his or her chosen fields, the independence of mind and strength of character to provide practical insights and diverse perspectives, and the time and energy to participate actively on the Board and its committees.

The Board seeks to ensure that the directors together bring a wide array of critical skills and experience in areas important to the success of the Company's business. These include experience leading companies of similar size and complexity, understanding of the pharmaceutical industry (particular to the therapeutic categories and types of products in the Company's research and development pipeline and marketed product portfolio), understanding of the prescriber, customer, and payor perspectives, and understanding the global markets and multi-national regulatory frameworks important to the Company's business.

The Board also seeks to include directors on the Board with diverse backgrounds, including with respect to race, age and gender, so that diverse perspectives are included on the Board. When conducting searches for new directors, the Nominating and Corporate Governance Committee will take reasonable steps to include diverse candidates in the pool of nominees and any search firm engaged by the Nominating and Corporate Governance Committee will affirmatively be instructed to seek to include diverse candidates.

C. Board Turnover; Retirement

The Board has no term limits or retirement age for service as a director. At the same time, the Board believes there is value in Board refreshment and turnover and that it is optimal for a Board to have directors with varied tenure, so that the mix of directors yields a Board that is as strong as possible from year to year. Accordingly, the Nominating and Corporate Governance Committee shall reexamine whether to re-nominate each sitting director using the same criteria it would an outside candidate each year. For example, when considering whether to recommend that the Board re-nominate a sitting director, the Nominating and Corporate Governance Committee would consider (i) whether the number of other boards on which he or she serves, or his or her age or health, impact the energy and time needed for active participation on the Board; (ii) whether his or her experience in a key area has become stale or is no longer relevant given the anticipated future work of the board; and (iii) whether the length and nature of his or her work on the Board has diminished his or her independence.

D. Director Independence

Subject to any applicable and utilized transition periods or exemptions provided by the Listing Rules, at least a majority of directors shall be independent, as defined by the Listing Rules and determined by the Board in the exercise of its business judgment in light of all facts and circumstances (“Independent Directors”). If a change of circumstance affects a director’s continuing independence, he or she is expected to tender his or her resignation to the chairman of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall recommend to the Board whether to accept or reject such offer. Further, when determining independence of a director who has served multiple terms, the Nominating and Corporate Governance Committee will consider whether the nature and length of his or her Board service has affected his or her independence.

III. Responsibilities and Conduct of Directors

A. Director Responsibilities

In discharging their responsibilities, directors must exercise their business judgment to act in a manner that they believe in good faith is in the best interests of the Company. Directors are expected to attend all or substantially all Board meetings and meetings of the committees of the Board on which they serve, as well as the annual meeting of shareholders of the Company. Directors are also expected to spend the time necessary to discharge their responsibilities appropriately.

B. Other Board Service by Directors

A member of the Board may not serve on the boards of directors of other public companies

if doing so would compromise his or her ability to perform his or her responsibilities to the Company or if the Nominating and Corporate Governance Committee does not approve such directorship. Moreover, a member of the Board may not serve on the board of directors of more than four other public companies or act as chief executive officer in another company and be a member of the board of directors of more than two public companies (in addition to the one on which he or she serves as chief executive officer), provided that the Nominating and Corporate Governance Committee may approve exceptions to this limit upon a determination that such additional service will not compromise his or her ability to perform his or her responsibilities to the Company. A director must notify the chairman of the Nominating and Corporate Governance Committee before accepting an invitation to serve on the board of directors of any other company, and the Committee shall determine whether such service on the board of directors of the other company is appropriate.

C. Change of Circumstances

If a director's principal occupation or business association changes substantially, or if other similarly material changes in a director's circumstances occur, he or she is expected to tender his or her resignation for consideration to the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall recommend to the Board whether to accept or reject such offer.

D. Ethics and Code of Conduct

The Board expects directors to act ethically at all times and to adhere to the Company's Code of Conduct and other applicable policies. A waiver of the Code of Conduct for directors and executive officers will only be granted by the Board under extraordinary circumstances and must be promptly disclosed to shareholders (which may be satisfied by posting to the Company's website).

E. Conflicts of Interest

Directors shall avoid any situation that may give rise to a conflict of interest or the appearance of a conflict of interest. If an actual or potential conflict of interest arises, the director shall promptly inform the EVP & Chief Legal Officer and Corporate Secretary and the chairman of the Nominating and Corporate Governance Committee and shall recuse himself or herself from any Board deliberations or decisions related to the matter that is the subject of the conflict of interest. The EVP & Chief Legal Officer and Corporate Secretary and the chairman of the Nominating and Corporate Governance Committee shall further discuss the potential conflict of interest with the CEO as necessary. The Nominating and Corporate Governance Committee shall promulgate and periodically review a policy governing related-person transactions and shall consider whether a proposed transaction is conflicted in accordance with such policy.

IV. Functioning of the Board

A. Board Meetings

The Board shall meet as necessary to discharge its duties in accordance with these Guidelines and the Company's Articles of Association. The Chairman, in consultation with the CEO (if not the same as the Chairman), the Lead Independent Director (if any) and any

other executive officers as needed, shall establish an agenda for each meeting of the Board, and directors shall review any relevant materials in advance of each meeting. The Chairman shall chair all meetings of the Board. The non- management directors shall have regularly scheduled executive sessions at which only the non- management directors are present. The Independent Directors shall meet with only the Independent Directors present at least once annually.

B. Committees of the Board

There are currently four standing committees of the Board: Audit and Compliance Committee, Compensation Committee, Nominating and Corporate Governance Committee, and Quality and Innovation Committee. From time to time, the Board may designate additional committees to efficiently discharge its duties. The Board shall have the authority to disband any ad hoc or standing committee when it deems it appropriate to do so, provided that the Company shall at all times have an audit committee, a compensation committee and a nominating and corporate governance committee, and each other committee required by applicable law or the Listing Rules.

Committees and their chairs shall be appointed by the Board for such term or terms as the Board may determine, upon the recommendation of the Nominating and Corporate Governance Committee. The members of the Audit and Compliance Committee, Compensation Committee and Nominating and Corporate Governance Committee shall at all times meet the independence and other requirements of applicable law and the Listing Rules.

Each committee shall have a written charter and shall review its charter annually (and more frequently as circumstances may require) to reflect changes in applicable law, Listing Rules or other relevant considerations. Committees shall make regular reports on the activities of the committee to the Board.

V. Compensation of Directors

The form and amount of director compensation and perquisites shall be determined by the Board based on recommendations of the Nominating and Corporate Governance Committee in accordance with the principles contained in its charter or any related policies. As provided by its charter, the Nominating and Corporate Governance Committee shall review the form and amount of director compensation and recommend changes thereto to the full Board from time to time. Directors who are Company employees shall not be compensated for their service as directors.

The Board believes that all non-employee directors should own equity in the Company in accordance with the guidelines established by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall review annually the stock ownership guidelines applicable to such directors and shall recommend to the Board revisions to such guidelines as appropriate.

VI. Leadership Development

A. Annual Review of Management Performance

The Compensation Committee, with assistance from the Lead Independent Director, shall periodically, but no less frequently than annually, conduct an evaluation of the performance of the Company's CEO against the Company's goals and objectives relevant to the CEO's compensation established by the Compensation Committee in accordance with its charter, and shall determine and approve the compensation level of the CEO based on such evaluation. The Compensation Committee shall also determine and approve the compensation level (including base and incentive compensation) and direct and indirect benefits of other executive officers of the Company. In determining incentive compensation for the CEO and other executive officers of the Company, the Compensation Committee shall consider, among other factors it deems appropriate from time to time, the Company's performance and relative shareholder return (or other criteria) during such periods as the Committee may deem appropriate, the value of similar incentive awards to persons holding comparable positions at comparable companies and the awards given to management in prior years. The Compensation Committee shall also (i) make recommendations to the Board with respect to the establishment and terms of incentive compensation and equity-based plans and (ii) administer such plans, including determining any awards to be granted to management under any such plan approved by the Board and implemented by the Company.

B. Succession Planning

The Board shall regularly review leadership development initiatives and short- and long-term succession plans for the CEO, including in the event of unanticipated vacancies. The Nominating and Corporate Governance Committee shall regularly review succession planning for Board and committee leadership roles.

C. Selection of CEO

The Board is responsible for the selection of the CEO. In assessing CEO candidates, including as part of its annual review of succession plans, the directors shall identify and periodically update the skills, experience and attributes that they believe are required to be an effective CEO in light of the Company's business strategy, prospects and challenges. The Board shall also take into account perspectives provided by the incumbent CEO relating to the performance of internal candidates.

D. Board Self-Evaluations

Consistent with its charter, the Nominating and Corporate Governance Committee shall annually lead the process of evaluating the performance of the Board as a whole. The Nominating and Corporate Governance Committee will ask all directors to comment as to the Board's performance, and the chair of the Committee shall report the Committee's conclusions to the Board and may make recommendations to the Chairman regarding changes that the Committee deems appropriate for consideration by the Board. The Nominating and Corporate Governance Committee will utilize the results of this self-evaluation process in assessing and determining the characteristics and 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.

E. Committee Self-Evaluations

Each of the Audit and Compliance Committee, Compensation Committee, Nominating and Corporate Governance Committee, and Quality and Innovation Committee shall annually evaluate its performance as a committee. The chair of each committee shall report that committee's conclusions to the Board and may make recommendations for improvement to the Board.

F. Director Orientation and Education

New directors shall participate in an orientation program, the agenda for which shall be determined by the Chairman, in consultation with the CEO, where such positions are separate functions. The Nominating and Corporate Governance Committee shall work with the Company to provide continuing education programs for all members of the Board and its committees to enhance the Board's effectiveness in carrying out its duties.

VII. Communications

A. Access to Management, Management Information and Employees

In order to fulfill their oversight responsibilities, directors shall have free access to management, management information and employees. Management is expected to be responsive to requests for information from directors. The Board encourages the Chairman, in consultation with the CEO (if separate given the Board leadership structure), where such positions are separate functions, to invite management to make presentations at Board meetings in order to provide insight into the Company's business or to provide individuals with exposure to the Board for purposes of leadership development.

B. Access to Consultants and other Advisors

The Board and each 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 Board in performing its duties, to approve the terms of any such engagement and to set the fees paid to such Consultant. The Board may determine appropriate funding (which shall be supplied by the Company at the request of the Board) for the payment of compensation to any Consultant engaged by the Board.

C. Shareholder Engagement

The Board is committed to understanding Company shareholders' views and considering their input as the Board and management makes important decisions. In addition to regular interaction with key shareholders by the CEO, Chairman and Lead Independent Director, if any, the Company shall provide contact information for investor relations in the Company's proxy statements so that shareholders wishing to provide feedback may easily contact the Company.

VIII. Other Guidelines and Policies

A. Revisions to these Governance Guidelines

Each year, the Nominating and Corporate Governance Committee shall review these Guidelines and recommend to the Board such revisions as it deems necessary or appropriate for the Board to discharge its responsibilities more effectively.

B. Other Procedures, Guidelines and Policies

In addition to these Guidelines and the committee charters, the Board and its committees may from time to time establish other procedures, guidelines and policies that pertain to their respective oversight functions. The Secretary is charged with maintaining copies of these procedures, guidelines and policies.