

**ALLERGAN PLC
COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS
CHARTER**

I. Statement of Purpose

The Compensation 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 to discharge the responsibility of the Board relating to compensation of the Company’s Chief Executive Officer (“CEO”) and the other Executive Officers (as defined below) and related matters. The Committee’s goals are to ensure that the Company’s compensation programs are designed to provide a competitive level of compensation to attract and retain talented executives, reward and encourage maximum corporate and individual performance, promote accountability and assure that employee interests are aligned with the interests of the Company’s stockholders.

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 meet the requirements for compensation committee members as set forth in the listing rules of the New York Stock Exchange (“NYSE”) and any other requirements of applicable law and, unless otherwise expressly determined by the Board, shall also meet the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended and the regulations thereunder (the “Code”) and the requirements of a “non-employee director” for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the rules thereunder. The Nominating and Corporate Governance Committee shall assess the qualifications of the Committee members and nominees, and shall recommend to the Board membership for the Committee based on such assessment. The Board shall consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a Committee member.

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 the Committee 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. *Compensation Philosophy; Peer Group.* The Committee shall review and approve periodically the Company's overall compensation philosophy for the CEO and (i) the executive officers who report directly to the CEO; (ii) all officers of the Company or any of its subsidiaries that are subject to Section 16 of the Exchange Act; and (iii) any other officer or employee of the Company or any of its subsidiaries who, due to the nature of his or her role or responsibilities, the Committee deems appropriate to include within its purview ((i), (ii) and (iii), collectively, the "Executive Officers"). The Committee shall also review and approve the Company's peer companies and data sources for purposes of evaluating compensation competitiveness and competitive positioning of the levels and mix of compensation elements, and compensation practices.

B. *Goals and Objectives; CEO Compensation.* The Committee shall review and approve periodically, but no less frequently than annually, the Company's goals and objectives relevant to compensation of the CEO (including base and incentive compensation), including the balance between short-term compensation and long-term incentives. The Committee shall evaluate the performance of the CEO in light of these goals and objectives and shall determine and approve the compensation level of the CEO based on such evaluation. In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation required by Section 14A of the Exchange Act (the "Say-on-Pay Vote"). The CEO shall not be present during any voting or deliberations by the Committee regarding the CEO's compensation. The Committee Chair shall be responsible for communicating to the CEO the evaluation of his or her performance and the level of compensation approved for the CEO.

C. *Compensation Levels – Executive Officers.* The Committee shall evaluate the performance of the Executive Officers and shall determine and approve the compensation level (including base and incentive compensation) and direct and indirect benefits of the Executive Officers (other than those direct and indirect benefits offered on a similar basis to other employees of the Company generally) based on such evaluations. In evaluating and determining Executive Officer compensation, the Committee shall consider the recommendations of the CEO (other than with respect to CEO compensation), the results of the most recent Say-on-Pay Vote and the Company's compensation philosophy.

D. *Incentive Compensation.* In determining incentive compensation for the CEO and the other Executive Officers of the Company, the 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 the CEO and the other Executive Officers in prior years. The Committee shall review and approve the establishment and terms of any incentive-compensation and equity-based plans and shall administer such plans, including determining any awards to be granted to the CEO and the other Executive Officers under any such plan.

E. *Employment; Change in Control; Severance and Post-Employment Arrangements.* The Committee shall evaluate and approve (i) the entering into or amendment or extension of any employment contract or similar arrangement; (ii) any change in control arrangement; and (iii) any post-employment (including severance and supplemental retirement benefits) arrangements and benefits, in each case, in respect of the CEO and the other Executive Officers.

F. *Evaluation of Compensation Program.* The Committee shall review on a periodic basis the operation of the Company's compensation program, including executive compensation arrangements, to evaluate their competitiveness and coordination. In discharging this responsibility, the Committee shall take into account factors it deems appropriate from time to time, including the Company's business strategy and risks to the Company and its business implied by the compensation program.

G. *Other Policies and Benefits.* The Committee shall establish and review periodically policies with respect to perquisites for the CEO and the other Executive Officers. The Committee shall periodically review (i) the Company's policies and procedures with respect to employee loans (and will not approve any arrangement in which the Company, directly or indirectly, extends or maintains credit, arranges for the extension of credit or renews an extension of credit, in the form of personal loan to or for the CEO, any other Executive Officer or any director of the Company); (ii) the Company's policies and procedures with respect to the clawback or recoupment of incentive compensation; and (iii) any other compensation and/or benefits matters as from time to time directed by the Board.

H. *Stock Ownership Guidelines.* The Committee shall establish and review annually stock ownership guidelines applicable to the CEO, the other Executive Officers and other senior management of the Company.

I. *Review of Compensation Discussion and Analysis; Compensation Disclosures; Committee Report; Consideration of Say-on-Pay Vote.* The Committee shall (i) review the Compensation Discussion and Analysis ("CD&A") section proposed for inclusion in the Company's Annual Report on Form 10-K and annual proxy statement and the related tabular and other disclosures about director and executive compensation; (ii) discuss the CD&A section with management and recommend to the Board whether such section should be included in such Annual Report and proxy statement; (iii) furnish for inclusion in such Annual Report and proxy statement the annual Compensation Committee Report with respect to such discussion and recommendation as required by applicable law; (iv) review and recommend to the Board the Company's submission to shareholders on executive compensation matters, including Say-on-Pay Votes and the frequency of such votes; and (v) consider the results of Say-on-Pay Votes on executive compensation matter and the changes, if any, to the Company's executive compensation policies, practices and plans that may be warranted as a result of any such vote.

J. *Succession Planning.* To the extent not reviewed by the full Board, the Committee shall review periodically with the Chairman and the CEO management's short- and long-term leadership development and succession plans and processes, including temporary delegations of authority for the CEO and the other Executive Officers in emergency circumstances. At least annually and to the extent not reviewed by the full Board, the Committee

shall review management's succession plans with respect to non-CEO Executive Officers and coordinate with the independent directors in reviewing CEO succession plans. The Committee shall also make recommendations to the Board with respect to the process for selection, and the selection, of individuals to occupy these positions.

K. *Compensation Risk Oversight.* The Committee shall periodically review and confirm that the Company's incentive pay programs do not create or encourage unnecessary risk.

L. *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.

M. *Access to Records, Input, Consultants and Others.* The Committee shall have the authority and direct responsibility for the appointment, retention, oversight and termination of outside legal counsel, any compensation consultant or other advisors or consultants (each, a "Consultant") to assist the Committee in performing its duties, for the approval of the terms of any such engagement and the setting of the fees paid to such Consultant. Before selecting or receiving advice from an advisor (other than an advisor subject to an exclusion under the listing rules of NYSE), the Committee must take into consideration all factors relevant to the advisor's independence from management, including any factors required by applicable law and the listing rules. Except as explicitly prohibited by this charter, the NYSE listing rules or applicable law, the Committee may also (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.

N. *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.

O. *Delegation.* The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more of its members as appropriate or as otherwise permitted by the terms of any compensation or benefit plan, program, policy, agreement or arrangement approved by the Committee or the Board.

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

Q. *Shareholder Engagement.* The Committee shall assist the Board in connection with

any engagement with stockholders and proxy advisory firms on executive compensation matters.

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