

## **PERRIGO COMPANY PLC**

### **REMUNERATION COMMITTEE CHARTER**

#### **Purpose**

The purpose of the Remuneration Committee (the “Committee”) of the Board of Directors (the “Board”) of Perrigo Company plc (the “Company”) is to carry out the Board’s overall responsibility relating to compensation of the directors and officers of the Company.

#### **Composition of the Committee**

The Committee shall consist of a minimum of three directors all of whom shall meet the independence requirements of the New York Stock Exchange, and are qualified to discharge the Committee’s responsibilities, as determined by the Board. Members of the Committee shall be appointed by the Board and may be removed by the Board with or without cause. The Board shall designate a member of the Committee as the chairperson. It is intended that each member of the Committee will qualify as a “Non-Employee Director” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and that at least two members will also qualify as “outside directors” for the purposes of Section 162(m) of the Internal Revenue Code, as amended (the “Code”).

#### **Authority and Responsibilities**

1. The Committee shall ensure that the Company’s compensation and general human resource programs and practices are competitive and are effectively designed to attract, retain and motivate highly qualified personnel.
2. The Committee shall review and recommend to the independent members of the Board for approval, on an annual basis, the corporate goals and objectives applicable to the compensation of the Chief Executive Officer (“CEO”). At least annually, the Committee shall evaluate the CEO’s performance in light of these established goals and objectives and shall recommend to the independent members of the Board the CEO’s annual compensation, including salary, bonus, incentive and equity compensation. The CEO cannot be present during any voting or deliberations by the Committee or the independent members of the Board on his or her compensation.
3. The Committee shall review and, with the exception of the CEO, approve, at least annually, the evaluation process, compensation structure and the compensation of the Company’s Section 16 personnel, including salary, bonus, incentive, severance and equity compensation.
4. In discharging its oversight of executive compensation, the Committee shall take into account the results of the Company’s advisory vote on executive compensation (“Say-on-

Pay Vote”) required by Section 14A of the Exchange Act. At least once a year the Committee shall review the results of the most recent Say-on-Pay Vote and make recommendations to the Board regarding how to address issues raised thereby. Furthermore, the Committee shall advise the Board with respect to how frequently the Company should conduct the Say-on-Pay Vote.

5. The Committee shall review the Company’s incentive and other long-term compensation plans and recommend changes in such plans to the Board as needed. The Committee shall have and shall exercise all the authority of the Board with respect to the administration of such plans.
6. The Committee shall review and recommend to the Board for approval, the forms of agreements for granting awards under the Company’s equity-based plans.
7. The Committee shall review and, with the exception of the CEO, approve awards to the Company’s Section 16 personnel pursuant to any of the Company’s long-term compensation plans and to exercise such other power and authority as may be permitted or required under such plans.
8. The Committee shall establish the performance goals for any management incentive bonus intended to meet the performance-based compensation exemption from Section 162(m) of the Code. Prior to the payment of such compensation, the Committee shall certify the extent to which the performance goals were satisfied.
9. The Committee shall review and recommend to the Board for approval on an annual basis the Company’s discretionary contribution to the Profit Sharing and Investment Plan, which contribution is in addition to the 401(k) safe harbor contribution currently required under the Profit Sharing and Investment Plan.
10. The Committee shall, at least once a year and in conjunction with the CEO, review and propose to the Board compensation levels for the non-employee directors, including annual retainers, meeting attendance fees and awards under the Company’s equity-based plans.
11. The Committee shall meet to review and discuss with management the Compensation Discussion and Analysis (“CD&A”) required by the Securities and Exchange Commission’s (“SEC”) rules and regulations. The Committee will recommend to the Board whether the CD&A should be included in the Company’s annual report, proxy statement and/or other applicable SEC filings. The Committee will prepare a Remuneration Committee Report for inclusion in the Company’s applicable SEC filings. The report will state whether the Committee reviewed and discussed with management the CD&A and, based on such review and discussion, whether the Committee recommended to the Board that the CD&A be included in the Company’s annual report, proxy statement or other applicable SEC filings.
12. The Committee shall have the authority to retain, oversee and terminate such compensation consultants, legal counsel or other advisors as it deems necessary or

appropriate in its sole discretion. The Committee shall have the sole authority to approve related fees and retention terms. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to compensation consultants, legal counsel and other advisors. Before selecting or receiving advice from an advisor (other than (i) the Company's in-house legal counsel or (ii) any advisor whose role is limited to consulting on a broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is available generally to all salaried employees, or other than advice that is not customized for the Company or that is customized based on parameters that are not developed by the advisor and about which the advisor does not provide advice), the Committee shall take into consideration all relevant independence factors, including: (a) the provision of other services to the Company by the person that employs the advisor; (b) the amount of fees received from the Company by the person that employs the advisor, as a percentage of that person's total revenue; (c) the conflict of interest policies and procedures of the person that employs the advisor; (d) any relationship of the advisor with a member of the Committee; (e) any stock of the Company owned by the advisor and (f) any business or personal relationship of the advisor with an executive officer of the Company.

13. The Committee shall annually review the stock ownership levels and retention requirements for non-executive directors and management as set forth in the Corporate Governance Guidelines and propose to the Board any recommended changes to those stock ownership requirements.
14. The Committee shall oversee the engagement with shareholders and proxy advisory firms on executive compensation matters.
15. The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such a manner as it deems appropriate.
16. The Committee shall report its activities to the Board on a regular basis and make such recommendations with respect to the matters addressed in this Charter and other matters as the Committee may deem necessary or appropriate.
17. The Committee shall review and assess the adequacy of this Charter at least annually and recommend any changes to the Board.
18. The Committee shall perform such other functions as assigned by law, the Company's Articles of Association, or the Board.
19. The Committee shall have the authority, as it deems necessary and appropriate, to delegate any of its duties to sub-committees comprised solely of members of the Committee.

This Charter was adopted October 21, 2013; amended February 3, 2017.