



**CHARTER OF THE OPERATIONS COMMITTEE OF  
THE BOARD OF DIRECTORS OF  
ENDO INTERNATIONAL PLC  
ADOPTED AS OF  
AUGUST 1, 2017**

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**A. Charter.**

The Operations Committee Charter (this “Charter”) governs the operations of the Operations Committee (the “Committee”) of the Board of Directors (the “Board”) of Endo International plc (the “Company”). At least annually, the Committee shall review and reassess this Charter and recommend any proposed changes to the Board for approval.

**B. Purpose of the Committee.**

The Committee shall be appointed by the Board to:

- (1) Review matters relating to scientific technology, research and development activities, pipeline investments and report to the Board regarding such review in order to: (a) help facilitate the Board’s oversight of the Company’s scientific affairs, and (b) help promote effective scientific decision-making at the Company.
- (2) Provide advice and counsel to the Company’s management in connection with decisions regarding the allocation, deployment, utilization of, and investment in the Company’s scientific assets.
- (3) Provide advice and counsel to the Company’s management in connection with management’s decisions regarding acquiring or divesting scientific technology or otherwise investing in research or development programs.
- (4) Assist the Board by providing oversight of regulatory, compliance (including healthcare compliance), quality and legal matters that may impact the Company.
- (6) The Committee may designate a Subcommittee comprised of three committee members to assess and review the Company’s Compliance Program.

- (7) The Subcommittee on Compliance shall assess management's implementation of Compliance Program elements including:
  - (a) The Chief Compliance Officer's direct access to senior management and the allocation of sufficient funding, resources and staff to the Compliance Program;
  - (b) The Company's Code of Conduct, written compliance policies and procedures and mechanisms for employees to seek guidance and report concerns;
  - (c) The Company's systems and processes to periodically assess, monitor and audit its Compliance Program, to investigate alleged misconduct and to promote and enforce its standards; and
  - (d) The Company's efforts to promote an ethical culture.
- (8) The Chief Compliance Officer will provide updates to the Subcommittee on Compliance at least quarterly and will report on any data suggesting significant non-compliance that could affect the Compliance Program or the Company.

**C. Members and Qualifications.**

- (1) The members of the Committee shall be appointed and replaced by the Board upon the recommendation of the Company's Nominating & Governance Committee. The Committee shall be comprised of three or more directors (or their delegates) as determined from time to time by resolution of the Board. The Chair of the Committee will be an independent director under applicable SEC and Nasdaq regulations and any additional director independence requirements as may be set forth in the Company's Amended and Restated Corporate Governance Guidelines from time to time. The Committee may invite other directors to join its meetings.
- (2) The Chair of the Committee shall be appointed and replaced by the Board upon the recommendation of the Nominating & Governance Committee.

**D. Meetings.**

- (1) The Committee and the Subcommittee on Compliance shall meet separately from the Board on an as needed basis; provided, however, the Committee may meet immediately before or after any meeting of the Board.
- (2) The Committee and the Subcommittee may hold meetings at such times and locations (including telephonically) as may be determined necessary.

- (3) At any meeting of the Committee or its Subcommittee, a majority of its members shall constitute a quorum.
- (4) The Committee may establish rules and procedures for the conduct of meetings that are consistent with this Charter.
- (5) The Committee shall regularly have “executive sessions” without members of management present.
- (6) The Subcommittee on Compliance shall meet periodically with the Chief Compliance Officer in a separate executive session to discuss matters which the Subcommittee members believe should be considered.

**E. Committee Authority and Responsibilities.**

- (1) The Committee shall have the right to appoint special advisors, and such special advisors need not be independent directors.
- (2) The Committee shall have the authority to select, retain and terminate consultants necessary or desirable to assist the Committee in fulfilling its duties.
- (3) The Committee shall have the resources and authority appropriate to conduct its affairs in accordance with this Charter.
- (4) The Committee shall make regular reports to the Board, as appropriate.

**F. Effectiveness of the Committee.**

On a regular basis, as appropriate, but in no event less often than annually, the Committee shall consider whether it should take any steps to improve the effectiveness of the Committee including, among other things, whether this Charter should be modified.

Adopted by the Board of Directors of  
Endo International plc  
on August 1, 2017