

MYLAN N.V.

CHARTER OF THE GOVERNANCE AND NOMINATING COMMITTEE

Effective as of February 27, 2015

Authority:

The Board of Directors (the “**Board**”) of Mylan N.V. (the “**Company**”) has established the Governance and Nominating Committee (the “**Committee**”) and has adopted this Committee Charter (this “**Charter**”).

This Charter defines the duties and responsibilities of the Committee.

Purpose:

The Committee shall assist the Board in fulfilling its fiduciary responsibilities by advising the Board with respect to corporate governance matters as well as the nomination or re-nomination of Director candidates. The Committee’s charge includes overseeing the Board’s review and consideration of shareholder recommendations for Director candidates. The Committee shall also oversee the Board’s annual self-evaluation.

Membership:

The Board shall appoint a minimum of three (3) non-executive Directors (as defined in the Articles of Association of the Company) to serve on the Committee and shall designate one of the Committee members to serve as the Chair of the Committee. Each member of the Committee shall be independent in accordance with the rules of NASDAQ as in effect from time to time.

Vacancies on the Committee shall be filled by a vote of the Board. The Board may remove a member of the Committee, or appoint a member of the Committee, at its discretion. Any member of the Committee may resign at any time by delivering a letter of resignation to the Chairman of the Board, with a copy to the Lead Independent Director (if applicable), the Chair of the Committee, and the Secretary of the Company. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective shall not be specified therein, then it shall take effect immediately upon its receipt by the Chairman of the Board; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Committee Resources:

The Committee shall have the sole authority to select, retain, and supervise any advisors as the Committee deems necessary, in its discretion, to fulfill its mandates under this Charter. The Committee shall also have the authority to compensate, at the expense of the Company, such advisors and employ such resources as are necessary to fulfill its mandates under this Charter. Without limiting the foregoing, the Committee shall have the authority to retain and terminate any search firm to be used to identify Director candidates, including the authority to approve any such search firm’s fees and other retention terms. The Committee shall notify the Chairman of the Board and the Lead Independent Director (if applicable) promptly upon the retention of any outside advisor.

Committee Meeting and Action:

- (a) A majority of all of the members of the Committee may establish rules of procedure in addition to those set forth in this Charter;
- (b) The Committee shall meet a sufficient number of times in order to carry out the mandated requirements of this Charter, but no less than two times each year, and more frequently as needed;
- (c) Meetings of the Committee shall be scheduled and held at such times and places as agreed upon by the Committee members;
- (d) Meetings may be called by the Chair of the Committee or a majority of the members of the Committee;
- (e) The Committee may hold meetings in person or via telephone;
- (f) A majority of the members of the Committee shall constitute a quorum;
- (g) Any action, other than the establishment of additional rules of procedure for the Committee, adopted by a majority of the Committee members present at a meeting at which a quorum is present, shall be an act of the Committee;
- (h) Any action required or permitted to be taken at any meeting of any Committee may be taken without a meeting if a majority of the members of the Committee consent thereto in writing or via electronic communications, provided that all Committee members are aware of the action to be taken in this manner and no Committee member objects to this manner of decision-making;
- (i) The Committee or its designee shall prepare minutes of each meeting and shall cause such minutes, as approved by the Committee, to be made available for review by any member of the Board;
- (j) The Committee may, in its sole discretion, delegate any of its responsibilities to one or more subcommittees of one or more Directors who are members of the Committee; and
- (k) The Committee shall meet periodically, and at least once each year, in separate executive sessions during regularly scheduled meetings.

Duties and Responsibilities:

The Committee shall, in addition to any other duties or responsibilities the Board may from time to time delegate to the Committee, have the following duties and responsibilities:

- (a) As needed, identify and assist in recruiting individuals qualified to become Board members, consistent with criteria determined by the Board;
- (b) Review any Company policy related to shareholder recommendations for Director nominees and make recommendations for approval by the Board with respect thereto;

- (c) Review shareholder recommendations for Director nominees and make recommendations for approval by the Board with respect thereto;
- (d) Recommend to the Board in accordance with the Company's Articles of Association candidates to be nominated by the Board for appointment as executive or non-executive Director by the general meeting of shareholders;
- (e) Make recommendations to the Board with respect to Director independence, including overseeing the Board's annual evaluation of the independence of each Director;
- (f) Recommend to the Board a set of corporate governance principles applicable to the Company, and review and make recommendations (as appropriate) to the Board for revisions to the corporate governance principles at least annually;
- (g) As needed, make recommendations to the Board with respect to the appointment of Directors to committees of the Board and the appointment of a Chair of each committee;
- (h) Regularly report its actions and recommendations to the Board;
- (i) Oversee Director orientation and continuing education programs;
- (j) Oversee the annual self-evaluation of the Board; and
- (k) Review its performance and this Charter annually and recommend any proposed Charter changes to the Board.

Nothing in this Charter shall preclude the Board from itself taking any action set forth herein, except where such action is required by applicable law or NASDAQ listing standards to be taken by the Committee.