

Rules for the Board of Directors of Mylan N.V.
Effective as of November 2, 2017

ARTICLE I
Introduction

Section 1.01. Rules; Defined Terms. These Rules for the Board of Directors of Mylan N.V. (the “Rules”) have been adopted pursuant to Section 8.04(b) of the Articles of Association (the “Articles”) of Mylan N.V. (the “Company”). Unless otherwise specified, capitalized terms used herein are as defined in the Articles.

ARTICLE II
Directors

Section 2.01. Delegation. Directors may allocate their duties by resolution and further provide that one or more Directors (including Committees) are authorized to resolve on matters within the Board’s range of duties, provided that the duty to supervise the performance of executive Directors cannot be delegated away from the non-executive Directors. Subject to these limitations, the Board may delegate any of its power, authority, or discretion to take Board action to (a) the Chairman, (b) any Committee, or (c) one or more officers (who are also Directors). Any resolution taken by any Committee, the Chairman, the Chief Executive Officer, or one or more officers (who are also Directors) pursuant to any such delegation shall be deemed a resolution by the Board.

Section 2.02. Resignations. Any Director may resign at any time by delivering his or her letter of resignation to the Chairman with a copy to the Lead Independent Director (if applicable) and the Secretary. 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, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 2.03. Term of Office. The term of office of each Director shall begin at the General Meeting at which he or she is appointed (or reappointed) and, unless such Director resigns or is suspended or dismissed at an earlier date, his or her term of office shall lapse immediately after the next annual General Meeting held after his or her appointment (or reappointment). A Director may be reappointed in accordance with the preceding sentence.

Section 2.04. Chairman. The responsibilities of the Chairman, who shall be a non-executive Director, shall include:

- (a) providing overall strategic leadership for the Company;
- (b) leading the meetings of the Board, calling meetings of the Board, coordinating the activities of the Board, and, in consultation with the Lead Independent Director (if applicable), determining the information sent to the Board, its meeting agendas, and meeting schedules to assure that there is sufficient time for discussion of agenda items;

- (c) leading the General Meetings, and deciding on all disputes with regard to voting, admitting of persons attending and, in general the proceedings of the General Meeting, to the extent not otherwise provided for by Dutch law or the Articles;
- (d) providing guidance to the Chief Executive Officer and senior management of the Company;
- (e) chairing the Executive Committee; and
- (f) any other responsibilities and authorities delegated to the Chairman by the Board pursuant to contract or otherwise.

The Chairman may have the title “Executive Chairman” if determined by the Board.

Section 2.05. Vice Chairman. The Chairman may appoint any non-executive Director to be Vice Chairman, provided that the Lead Independent Director (if applicable) shall be Vice Chairman.

Section 2.06. Board Meetings. Meetings of the Board may be called at any time by the Chairman or by two-thirds of the Directors, to be held at such place and times as shall be specified in the notice or waiver of notice thereof. Notice of every meeting of the Board, stating the place, day, and hour thereof, shall be given by telephone or otherwise to each Director where reasonably practicable at least 12 hours before the time at which the meeting is to be held, or within such shorter time as is reasonably practicable given the circumstances. A waiver by the person or persons entitled to said notice, or attendance without protest, whether before or after the time stated therein, shall be deemed equivalent to notice of a meeting of the Board.

Section 2.07. Action by Consent in Writing. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a majority of the members of the Board consent thereto in writing or via electronic communication, provided that all Directors are aware of the action to be taken in this manner and no Director objects to this manner of decision-making. The consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 2.08. Organization. The Chairman shall preside at each meeting of the Board and the Secretary, or in his or her absence any Assistant Secretary, shall serve as secretary at all meetings of the Board. In the event that the Chairman is absent, the Vice Chairman shall preside at such meeting. In the absence of the Vice Chairman, a Director shall be selected by a majority of the Board in attendance at such meeting, and that Director shall preside over such meeting. In the absence of the Secretary or any Assistant Secretary, the person presiding over the meeting shall designate any person to serve as secretary of the meeting. The Chairman and/or the Vice Chairman, as applicable, may, in his or her discretion, designate another Director to preside over a Board meeting.

Section 2.09. Board Meetings by Telephone. One or more of the Directors may participate in a meeting of the Board by telephone conference or similar communications equipment by means of which all persons participating in the meeting are able to hear each other.

Section 2.10. Votes; Voting Requirement. Each member of the Board shall have one vote. Other than as specified herein, resolutions of the Board shall require the absolute majority of the total number of votes cast by the Directors at a meeting at which a quorum is present. Abstentions, which shall include any Director who is not entitled to vote in accordance with Section 8.05 of the Articles, are considered votes not cast but shall be considered votes present in determining whether a quorum is present. In the event of a tie, a proposal shall be deemed to have not passed.

Section 2.11. Quorum. In order to validly pass a resolution, a majority of the members of the Board must be present (in person or by telephone) or validly represented at that meeting (by proxy or power of attorney granted to another member of the Board).

Section 2.12. Power to Call an Extraordinary General Meeting of the Shareholders. Two-thirds of the Board shall be required to call an extraordinary General Meeting of the shareholders. The Chairman may also call an extraordinary General Meeting of shareholders at any time.

Section 2.13. Executive Directors. Executive Directors shall not resolve to approve, or otherwise participate in the decision-making process of, the compensation of any other executive Director.

ARTICLE III **Committees**

Section 3.01. Executive Committee; How Constituted and Powers. (a) The Board may appoint such Directors then in office, to constitute an Executive Committee (herein called the “Executive Committee”), provided, however, that both the Chairman and the Vice Chairman shall be members of said Committee. The Executive Committee shall keep minutes of its meetings, and all resolutions of the Executive Committee shall be reported to the Board within a reasonable time. During the intervals between the meetings of the Board, the Executive Committee shall have, and may exercise, all powers and rights of the Board, subject to the limitations of applicable Dutch law and unless otherwise limited by a resolution of the Board.

(b) The Chairman shall serve as chairman at all meetings of the Executive Committee. In the event that the Chairman is absent, the Vice Chairman shall serve as chairman at all meetings of the Executive Committee. If neither the Chairman nor the Vice Chairman is present at such meeting, the chairman of such meeting shall be selected by a majority of the members of the Executive Committee in attendance at such meeting.

Section 3.02. Other Committees. The Board shall form an Audit Committee, a Compensation Committee, a Governance and Nominating Committee, and such other committees as it may determine, which shall in each case consist of one or more Directors (and that, with respect to the Audit Committee, Compensation Committee and Governance and Nominating Committee, such Directors shall be non-executive Directors) appointed by the Board, provided that the approval of any such Board appointment for each of the Audit Committee, Compensation Committee, Compliance Committee and Governance and Nominating Committee includes at least

a majority of the independent Directors (as defined in the applicable NASDAQ listing standards). Committees shall keep minutes of their meetings and may exercise such powers as the Board may by resolution determine and specify in their respective charters and such other resolutions as the Board may adopt, subject to the limitations of applicable Dutch law.

Section 3.03. Procedures. A majority of all the members of any Committee of the Board may fix its rules of procedure, determine its action, and fix the time and place of its meetings and specify what notice thereof, if any, shall be given, unless the Board shall otherwise by resolution provide.

Section 3.04. Action by Consent in Writing. 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. The consent or consents shall be filed with the minutes of proceedings of the Committee.

Section 3.05. Meetings by Telephone. One or more members of a Committee may participate in any Committee meeting by telephone conference or similar communications equipment by means of which all persons participating in the meeting are able to hear each other.

Section 3.06. Resignations; Removal; Vacancies. Any member of a Committee of the Board may resign from such Committee at any time by delivering a letter of resignation to the Chairman with copies to the Lead Independent Director (if applicable), the chairman of the Committee and the Secretary. 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 and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The Board may remove or appoint a member of any Committee of the Board, provided that the approval of any such removal or appointment for each of the Audit Committee, Compensation Committee, Compliance Committee and Governance and Nominating Committee includes at least a majority of the independent Directors (as defined in the applicable NASDAQ listing standards). Any vacancy in a Committee of the Board shall be filled by the vote of the Board and shall be effective as of the date determined by the Board, provided that the approval of the filling of any such vacancy on the Audit Committee, Compensation Committee, Compliance Committee and Governance and Nominating Committee includes at least a majority of the independent Directors (as defined in the applicable NASDAQ listing standards).

ARTICLE IV

Officers

Section 4.01. Officers. The Company may have such officers as determined by the Board, subject to the requirements of applicable law, and pursuant to these Rules. Any two or more offices may be held by the same person. The Board shall appoint the Chief Executive Officer and the Board may appoint, or delegate authority to the Chairman or the Chief Executive Officer to appoint, a President, a Chief Financial Officer, a Chief Legal Officer, a Secretary, and any other

officers of the Company as the Board, the Chairman, or the Chief Executive Officer may desire. Each officer appointed by the Board, or appointed by the Chairman or the Chief Executive Officer, shall hold office until his or her successor shall have been appointed, or until his or her death, resignation, or removal.

Section 4.02. Removal. The Board may remove, either with or without cause, at any time, any officer; provided, however, that the removal shall be without prejudice to the contract rights, if any, of the person so removed. The Board may delegate to the Chairman or the Chief Executive Officer the right to remove, either with or without cause, at any time, any officer the Chairman or the Chief Executive Officer has appointed (but not any officer directly appointed by the Board); provided, however, that the removal shall be without prejudice to the contract rights, if any, of the person so removed. Any officer who, at the time of his or her removal pursuant to this Section 4.02, is also a Director shall also resign his or her position as a Director.

Section 4.03. Resignations. (a) Any officer may resign at any time by delivering a letter of resignation to the Chairman, or to the Chief Executive Officer if such officer was appointed by the Chief Executive Officer, with a copy to the Secretary. 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, or the Chief Executive Officer, as the case may be; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

(b) Any officer who, at the time of his or her resignation pursuant to Section 4.03(a), is also a Director, shall also offer to resign his or her position as a Director, which may be expressly conditional upon the Board's acceptance. This offer of resignation shall be delivered to the Chairman with a copy to the Lead Independent Director (if applicable) and the Secretary. This offer of resignation shall be subject to review by the Governance and Nominating Committee and the Board, and the Board may choose not to accept such resignation if it determines that decision to be in the best interest of the Company.

Section 4.04. Vacancies. A vacancy caused by the death, resignation, or removal of any officer shall be filled by an appointment by the Board and such officer so appointed by the Board shall serve for the unexpired portion of the term of the officer causing such vacancy. The Chairman or the Chief Executive Officer may fill any vacancy (other than a Director vacancy) caused by the death, resignation, or removal of an officer appointed by the Chairman or the Chief Executive Officer, respectively.

Section 4.05. Chief Executive Officer. The Chief Executive Officer, who shall be an executive Director, shall have such powers and perform such duties as from time to time may be assigned to him or her by the Board including, but not limited to, those powers and duties that may be conferred upon the Chief Executive Officer under these Rules or any resolution adopted by the Board pursuant to the Articles or these Rules. The Chief Executive Officer shall have general and active supervision and control of the overall business and affairs of the Company and shall report from time to time as requested by the Board. The Chief Executive Officer may sign, execute and deliver, when necessary or applicable, in the name of the Company all contracts or other instruments requiring execution by the Company, except in cases where the signing, execution, or

delivery thereof shall be expressly delegated by the Board or by a duly authorized Committee of the Board to some other officer or agent of the Company or where any of them shall be required by law to be signed, executed, or delivered by a person other than the Chief Executive Officer. The Chief Executive Officer may appoint from time to time such agents as may be deemed advisable for the prompt and orderly transaction of the business of the Company, prescribe their duties and the terms of their engagements, fix their compensation, and dismiss such agents so appointed.

Section 4.06. President. The President shall have such powers and perform such duties as from time to time may be assigned to him or her by the Board, the Chairman, or the Chief Executive Officer.

Section 4.07. Chief Financial Officer. The Chief Financial Officer shall have such powers and perform such duties as from time to time may be assigned to him or her by the Board, the Chairman, or the Chief Executive Officer. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of the Company, using appropriate accounting principles; have supervision over and be responsible for the financial affairs of the Company; cause to be kept by the Company and preserved for review as required by law or regulation all financial records of the Company; be responsible for the establishment of adequate internal control over the transactions and books of account of the Company; and be responsible for rendering to the proper officers and the Board upon request, and to the shareholders and other parties as required by law or regulation, financial statements of the Company.

Section 4.08. Chief Legal Officer. The Chief Legal Officer shall have such powers and perform such duties as from time to time may be assigned to him or her by the Board, the Chairman, or the Chief Executive Officer.

Section 4.09. Other Officers. Any other officer appointed by the Board, the Chairman, or the Chief Executive Officer shall have such powers and perform such duties as from time to time may be assigned to him or her by the Board, the Chairman, or the Chief Executive Officer, respectively.

Section 4.10. The Secretary and Assistant Secretaries. (a) The Secretary shall record the proceedings of the meetings of the shareholders and the Board in one or more minute books kept for that purpose; see that all notices shall be duly given in accordance with the provisions of the Articles, these Rules, or as required by law; have charge, directly or through the transfer agent or transfer agents and registrar or registrars duly appointed, of the issue and transfer of shares in the capital of the Company and of the records thereof; upon request, exhibit or cause to be exhibited at all reasonable times to the Board, at the place where they shall be kept, such records of the issue or transfer of the shares in the capital of the Company; and in general, perform all duties incident to the office of Secretary and such duties as from time to time may be assigned to him or her by the Board, the Chairman, or the Chief Executive Officer.

(b) At the request of the Secretary, or in his or her absence or inability to act, the Assistant Secretary, or if there be more than one, any of the Assistant Secretaries, shall perform the duties of the Secretary, and, when so acting, shall have the powers of, and be subject to all the restrictions upon, the Secretary. Each of the Assistant Secretaries shall perform such duties as

from time to time may be assigned to him or her by the Board, the Chairman, the Chief Executive Officer, or the Secretary.

ARTICLE V **Conflicts of Interest**

Section 5.01. Potential Conflicts of Interest. Every Director shall promptly notify the Chief Legal Officer of any potential Conflict of Interest. The Chief Legal Officer or his or her designee shall present any potential Conflict of Interest to the Board, or a Committee designated to consider such matters. The Board, or the aforesaid Committee, shall be provided with the material facts of any potential Conflict of Interest and shall determine whether a Conflict of Interest exists.

Section 5.02. Procedures. No Director shall participate in the evaluation of any potential Conflict of Interest to which he or she is a party or otherwise has an interest, and such Director must abstain from voting on the determination of whether such a Conflict of Interest exists, except that the Director shall provide all material information concerning the potential Conflict of Interest to the Board, or a Committee designated to consider such matters, and may otherwise participate in some or all of the related discussions if so requested by the Board, or the aforesaid Committee.

ARTICLE VI **Execution of Instruments; Deposit and Withdrawal of Corporate Funds**

Section 6.01. Execution of Instruments Generally. The authority to sign any contracts and other instruments requiring execution by the Company may be conferred by the Board upon an authorized officer of the Company or upon any other person or persons designated by the Board. Any person having authority to sign on behalf of the Company may delegate, from time to time, by instrument in writing, all or any part of such authority to any other person or persons so authorized by the Board.

Section 6.02. General and Special Bank Accounts. The Board may from time to time authorize the opening and keeping of general and special bank accounts with such banks, trust companies, or other depositories as the Board may select, or as may be selected by any officer or officers or agent or agents of the Company to whom power in that respect shall have been delegated by the Board. The Board may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these Rules, as it may deem expedient.

ARTICLE VII **General Provisions**

Section 7.01. Principal Office of the Board. The principal office of the Board shall be in the United Kingdom.

Section 7.02. Applicable Law and Jurisdiction. These Rules shall be governed by and construed in accordance with the law of the Netherlands. The courts of Amsterdam, the Netherlands shall have sole jurisdiction to settle any dispute arising from or in connection with these Rules (including any dispute regarding the existence, validity or termination of these Rules).

Section 7.03. Partial Invalidity. If one or more provisions of these Rules is or are or become invalid, this shall not affect the validity of the remaining provisions. The Board may replace any invalid provisions with provisions that are valid and of which the effects, taking into account the contents and purpose of the Rules, are as much as possible identical to those of the invalid provisions.

Section 7.04. Gender. Any words in the masculine gender in these Rules shall be deemed to include the feminine gender.

ARTICLE VIII **Amendments**

Section 8.01. Amendment. These Rules may be amended by the Board from time to time. Any amendment of these Rules shall be set forth in writing.