

**MYLAN N.V.**  
**CORPORATE GOVERNANCE PRINCIPLES**  
**Effective as of November 2, 2017**

**Duties, Rights, and Responsibilities of the Board of Directors:**

All Directors (as defined in the Articles of Association (the “Articles”) of Mylan N.V. (the “Company”)) shall be elected by the general meeting of shareholders in accordance with the Articles and applicable Dutch law. The Board of Directors (the “Board”) shall include executive Directors who are responsible for the daily management and operation of the Company and non-executive Directors who are responsible for overseeing and monitoring the performance of the executive Directors. The Directors shall select the Chairman of the Board (the “Chairman,” who may have the title “Executive Chairman” if determined by the Board) and the independent Directors (as determined under the applicable NASDAQ listing standards, “independent Directors”) shall elect the Lead Independent Director (if the Chairman is not an independent Director as determined by the Board). It is the policy of the Company that the number of Directors should not exceed a number that can function efficiently as a body.

Directors are generally expected to attend Board meetings and meetings of the Committees on which they serve, to actively participate in meeting discussions, to spend the time needed, and to meet as frequently as necessary to properly discharge their responsibilities. Directors are also expected to attend the annual general meeting of the shareholders of the Company where practicable.

Meetings of the Board may include presentations by management, other employees, and/or outside advisors or consultants. The Board has the authority to request presentations from any member of management, any employee, and any advisor in its discretion. Meetings should be sufficient in length of time for full and open discussion. Where practical, a meeting agenda as well as written materials that are relevant to the Board’s understanding of the agenda items to be discussed at a Board or Committee meeting shall be distributed to the Directors sufficiently in advance of the meeting to allow the Directors the opportunity to prepare.

A Director should engage in discussions with the Chairman as well as the Vice Chairman prior to accepting an invitation to serve on an additional public company board.

**Board Committees:**

Currently, the Board has the following committees: Audit Committee, Compensation Committee, Compliance Committee, Executive Committee, Finance Committee, Governance and Nominating Committee, and Science and Technology Committee. The Board may, from time to time, eliminate committees or establish or maintain additional committees, as it deems necessary or appropriate, subject to the requirements of applicable law and NASDAQ listing standards. Each committee shall meet from time to time, in regular meetings as scheduled or in special meetings as called pursuant to the committee’s charter. Each committee shall have its own charter, which shall be adopted by the Board. Each committee shall review its charter annually and make any recommendations for revisions or amendments to its charter to the Board.

The Board shall appoint members to each of the committees and designate the Chair of each committee from among the committee's members, provided that the approval of any such Board appointment or designation 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). No member of any committee shall continue to serve on such committee if he or she is no longer a Director. All members of the Audit Committee, Compensation Committee, and Governance and Nominating Committee must be independent Directors as defined in the applicable NASDAQ listing standards.

In addition, at least a majority of the members of the Audit Committee, Compensation Committee, and Governance and Nominating Committee must be independent within the meaning of the Dutch Corporate Governance Code.

In accordance with the rules of NASDAQ as in effect from time to time, at least one member of the Audit Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background that results in the individual's financial sophistication, including being or having been a CEO, CFO, or other senior officer with financial oversight responsibilities, which person may also meet the requirements of an "audit committee financial expert", as that term is defined by the U.S. Securities and Exchange Commission ("SEC"). Each other member of the Audit Committee shall be financially literate and able to read and understand financial statements at the time of their appointment, as required by the NASDAQ Listing Rules.

The Board shall ensure that adequate resources are available to the committees for proper discharge of their duties and responsibilities, and shall ensure that each committee charter is posted on the Company's web site, as may be required by the SEC and NASDAQ rules in effect from time to time.

### **Board Leadership:**

The Board shall elect one Director to serve as the Chairman. If the individual elected as Chairman is not independent as determined by the Board, the independent Directors shall also elect a Lead Independent Director. The Chairman shall establish the agenda for Board meetings in consultation with the Lead Independent Director (if applicable). Directors may suggest items for inclusion on the agenda.

### **Lead Independent Director:**

If a Lead Independent has been elected, the Lead Independent Director shall preside at executive sessions of the independent Directors. The Lead Independent Director also has the authority to call meetings of the independent Directors, who shall also meet in executive session from time to time, and at least twice annually, without any members of management present. Additionally, the Lead Independent Director shall serve on the Executive Committee.

The Chairman, in consultation with the Lead Independent Director, as applicable, shall determine the information sent to the Board, its meeting agendas, and meeting schedules to assure that there is sufficient time for discussion of agenda items. The Lead Independent Director, as applicable, in

turn is charged with separately approving information sent to the Board, its meeting agendas, and its meeting schedules. Additionally, the Lead Independent Director serves as the point person for stakeholders wishing to communicate with the Board and as a liaison between the Chairman and independent Directors, although nothing herein shall be construed to restrict any communications between the Chairman and the independent Directors or stakeholders. The Chairman also serves as a point person for shareholders wishing to communicate with the Board.

If the Chairman is an independent Director, then his or her duties shall also include the duties of the Lead Independent Director (to the extent not already part of the Chairman's duties).

### **Director Qualifications:**

A majority of the members of the Board must be "independent" as that term may be defined from time to time by NASDAQ listing standards, including that an independent Director must be free of any relationships which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a Director. Below are the Governance and Nominating Committee's general criteria for nomination to the Board. These criteria, among others, reflect the traits, abilities, and experience that the Board looks for in determining candidates for election to the Board:

- (a) Directors shall be of the highest ethical character and share the values of the Company.
- (b) Directors shall have personal and/or professional reputations that are consistent with the image and reputation of the Company.
- (c) Directors shall have relevant expertise and experience and be able to offer advice and guidance to the Chief Executive Officer based on that expertise and experience.
- (d) Directors shall have the ability to exercise sound business judgment.
- (e) Unless otherwise approved by the Board, Directors shall not be a member of the board of directors or an officer or employee of a competitor (or an affiliate of a competitor) of the Company.

Although the Governance and Nominating Committee has not set specific targets with respect to diversity, the Governance and Nominating Committee and the Board as a whole believe that it is important for Board members to represent diverse viewpoints and further that the personal backgrounds and qualifications of the Directors, considered as a group, should provide a significant composite mix of experience, knowledge and abilities. The Board also seeks to combine the skills and experience of its long-standing board members with the fresh perspectives, insights, skills, and experiences of new members.

The Board does not believe that Directors should be subject to term limits. Due to the complexity of the businesses of the Company, the Board values the increasing insight and experience which a Director is able to develop over a period of time. The Board believes that a lengthy tenure on the Company's Board may enable an increasing contribution to the Board and therefore may be in the interests of our stakeholders. However, re-nomination to the Board is based on each Director's

performance and contribution and is not automatic.

Each Director shall offer his or her resignation, which may be expressly conditional upon the Board's acceptance, upon a change in his or her principal employment. This offer of resignation shall be delivered to the Chairman with a copy to the Lead Independent Director (if applicable) and the Secretary of the Company. 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.

Executive Directors shall offer their resignation, which may be expressly conditional upon the Board's acceptance, upon leaving the Company. This offer of resignation shall be delivered to the Chairman with a copy to the Lead Independent Director (if applicable) and the Secretary of the Company. 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.

No Director may serve concurrently on the board of directors of more than five public companies, including the Company, without the prior approval of the Board. No member of the Audit Committee may serve on the audit committee of more than two other public companies without the prior approval of the Board.

### **Rights of the Board:**

Directors have certain rights intended to enable them to fulfill their responsibilities more effectively, including the following:

Directors have full and free access to officers and employees of the Company. The Directors shall use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and shall, to the extent appropriate, inform the Chairman and the Chief Executive Officer of any significant communication between a Director and an officer or employee of the Company.

The compensation of Directors is determined in accordance with the principles set forth in the Company's Remuneration Policy. Director's fees (which include all fees, stock awards, stock options, and other consideration given to Directors in their capacity as Directors, including for service as members or chairs of the Board or Board committees) are the only compensation that members of the Audit Committee may receive from the Company.

The Board and each Committee, subject to each Committee's respective charter, has the authority to engage legal, financial, or other advisors as it may deem necessary, in their discretion and without consulting or obtaining the approval of any officer of the Company in advance, and the expenses for those advisors shall be paid by the Company. Management of the Company shall cooperate with any such engagement and shall ensure that the Company provides appropriate funding.

### **Communication with Directors:**

Management is the primary voice of the Company.

Stakeholders, employees, and others may contact the Board, or the non-executive Directors as a group or any other group or committee of Directors, by calling +44 (0) 1707-853-000 or by writing to them at the following address:

Building 4, Trident Place, Mosquito Way Hatfield, Hertfordshire AL10 9UL United Kingdom

Communications regarding accounting, internal accounting controls, or auditing matters may be reported to the Audit Committee using the above address. All communications received as set forth above shall be opened by the office of the Secretary for the purpose of determining whether the contents represent a message to the Company's Directors. Materials that are not in the nature of advertising or promotions of a product or service or patently offensive shall be forwarded as appropriate to the Board or to each Director who is a member of the group or committee to which the envelope is addressed.

### **Annual Self-Evaluations:**

The Board and each Committee shall conduct an annual self-evaluation by their respective members. These self-evaluations are intended to facilitate an examination and discussion by the entire Board and each Committee of its effectiveness as a group in fulfilling its Charter requirements and other responsibilities, its performance, and areas for improvement. The Governance and Nominating Committee shall supervise the format for each annual self-evaluation and shall also utilize the results of this self-evaluation process in assessing and recommending the characteristics and critical skills required of prospective candidates for election to the Board and making recommendations to the Board with respect to assignments of Board members to various committees.

### **Director Share Ownership Requirements:**

Each Director who is not an employee of the Company or Mylan Inc. is required to hold stock with a value of three times his or her base annual retainer while serving as a Director (based on stock owned outright, as well as unvested restricted stock units, but not stock options). Directors serving on the Board (including its predecessor entity, Mylan Inc.) will have five years from the date of his or her initial appointment or election to meet the requirement.

### **Director Orientation and Continuing Education:**

The Company shall maintain and/or support an orientation and continuing education process for Board members that may include seminars, presentations, relevant materials, meetings with key management, and/or visits to Company facilities, among other educational opportunities. The Governance and Nominating Committee shall annually review the Company's orientation and continuing education process for Directors.

### **Succession Planning:**

The Board shall maintain a robust process for the succession of Directors that is aimed at retaining

an appropriate balance with respect to the expertise, experience and diversity on the Board.

Furthermore, in light of the critical importance of executive leadership to the success of the Company, the Board shall work with senior management to ensure that effective plans are in place for management succession. As part of this process, the Chief Executive Officer shall report to the Board from time to time on succession planning.

**Bilateral Contacts with Shareholders:**

Mylan welcomes and appreciates opportunities to engage in constructive dialogue with shareholders, both at annual shareholder meetings and at other times during the year.

Although we cannot accept every request for engagement, whether for legal, regulatory, strategic, and/or time considerations, among others, we will strive to maintain a robust dialogue with a broad cross-section of shareholders. We reserve the right to request, as appropriate, advance information from shareholders regarding the purpose and subject matter of a requested communication, to better enable us to determine whether to engage on a particular topic and who from the Company should be involved.

At all times when conducting a dialogue with shareholders as described above, the Company shall observe and comply with applicable law and regulations, including without limitation, the provisions of Regulation Fair Disclosure promulgated by the SEC.

**Periodic Review of these Principles:**

These Principles shall be reviewed annually by the Governance and Nominating Committee and may be amended by the Board from time to time.