

**MYLAN N.V.**

**CHARTER OF THE COMPLIANCE COMMITTEE**

**Effective as of November 2, 2017**

**Authority:**

The Board of Directors (the “**Board**”) of Mylan N.V. (the “**Company**”) has established the Compliance 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 overseeing the Chief Compliance Officer’s implementation of the Company’s Corporate Compliance Program and, as appropriate, making recommendations to the Board with respect to the formulation or re-formulation of, and the implementation, maintenance and monitoring of, the Company’s Corporate Compliance Program and Code of Business Conduct and Ethics as may be modified, supplemented or replaced from time to time, designed to support and promote compliance with Corporate policies and legal rules and regulations (the “**Program**”).

**Membership:**

The Board shall appoint a minimum of three (3) 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, provided that the approval of any such appointment or designation includes at least a majority of the independent Directors (as defined in the applicable NASDAQ listing standards). Each of the Committee members shall be independent, as determined in accordance with the rules of NASDAQ and the SEC as in effect from time to time.

Vacancies on the Committee shall be filled by a vote of the Board, provided that the approval of the filling of any such vacancy includes at least a majority of the independent Directors (as defined in the applicable NASDAQ listing standards). The Board may remove a member of the Committee, or appoint a member of the Committee, at its discretion, provided that the approval of any such removal or appointment includes at least a majority of the independent Directors (as defined in the applicable NASDAQ listing standards). 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 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. 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 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 quarterly, and more frequently as needed;
- (c) Meetings may be called by the Chair or a majority of the members of the Committee;
- (d) Meetings of the Committee shall be scheduled and held at such times and places as agreed upon by the Committee members;
- (e) The Committee may hold meetings in person or via telephone;
- (f) A majority of the members of the Committee present 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 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;
- (j) The Committee may request management, any employee of the Company, the independent auditor, or other parties to attend a meeting of the Committee, or to

meet with any members, or consultants to, the Committee; and

- (k) 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 the Board.

**Duties and Responsibilities:**

The Chief Compliance Officer, who reports to both the Committee and the Chief Executive Officer, is responsible for the day-to-day management and implementation of the Company's Corporate Compliance Program.

In connection with its oversight of the Chief Compliance Officer's implementation of the Company's Corporate Compliance Program and its preparation for advising and making recommendations to the Board, the Committee shall, in addition to any other duties or responsibilities the Board may from time to time delegate to the Committee, consider, evaluate, or do each of the following:

- (a) Significant global compliance-related policies related to the operations of the Company's business and its mode or methods of doing business, including with respect to policies relating to pricing and/or commercialization of the Company's products and services;
- (b) Metrics used by management to provide insight into the Company's global compliance systems and organization;
- (c) Significant reports of actual and alleged violations of the Corporate Compliance Program or the Code of Business Conduct and Ethics, including all significant reports of alleged violations by Executive Officers, as that term is defined in Rule 3b-7 promulgated under the Securities Exchange Act of 1934;
- (d) Checks and balances implemented by the Company designed to support and promote compliance with approved corporate policies, legal rules, and regulations;
- (e) Standards and procedures implemented by the Company designed to help reduce the prospect of violation of corporate policies and legal rules and regulations and the communication of such standards and procedures to all employees and other agents;
- (f) Results of audits and assessments by and on behalf of the Corporate Compliance Group and, as necessary, the Audit Committee's or Internal Audit's reports with respect to internal or external audits related to compliance;
- (g) The performance, responsibilities, plans, and resources of the Chief Compliance

Officer, including the appointment and replacement of the Chief Compliance Officer;

- (h) Oversee the Company's policies and procedures for corporate political and lobbying expenditures and make recommendations to the Board as appropriate;
- (i) Regularly report on its meetings, actions and recommendations to the Board or as otherwise requested by the Board; and
- (j) Review its performance and this Charter from time to time 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.