

## **Mylan N.V. Remuneration Policy**

The Board of Directors of Mylan N.V. (the “Company”) is comprised of Executive Directors and Non-Executive Directors. The compensation of the Executive Directors and Non-Executive Directors is determined in accordance with the principles set forth in this remuneration policy. This remuneration policy was adopted by the general meeting of shareholders of the Company on February 9, 2015.

The compensation for Executive Directors and Non-Executive Directors is designed to attract and retain highly qualified individuals, incentivize performance and shareholder value creation, and align compensation with performance and shareholder interests. The compensation program for Executive Directors and Non-Executive Directors may consist of some or all of the components listed below, which may be provided pursuant to compensatory plans, employment or other individual agreements, or otherwise.

### **Executive Directors**

#### Base Salary

The Board of Directors may consider a variety of factors in establishing base salary for Executive Directors, including, but not limited to: individual performance, responsibilities, and expected future performance; Company performance; management structure; marketplace and peer company practices; internal equity considerations; the Executive Director’s experience, tenure, and leadership; and such other factors as it deems appropriate.

#### Short-Term Incentive Compensation

Short-term incentive compensation for Executive Directors may consist of awards that are intended to align the interests of Executive Directors and shareholders by providing incentives based on a set of performance, operational, financial, and/or other measures determined by the Board of Directors to be important to the successful execution of the Company’s business strategy. Executive Directors may also receive discretionary awards.

#### Long-Term Incentive Compensation

Long-term incentive compensation for Executive Directors may consist of equity-based compensation (e.g., stock options, stock appreciation rights, restricted stock units, performance-based restricted stock units, or other equity-based awards) or other compensation opportunities that relate to longer-term performance, operational, financial, and/or other measures determined by the Board of Directors to be important to the successful execution of the Company’s business strategy.

### Other Benefits or Arrangements

The Company may also provide the Executive Directors with other compensation or benefits such as deferred compensation benefits, pension and retirement benefits, medical and other types of indemnification or insurance coverage, and perquisites and other fringe benefits. The Board of Directors may also establish other compensation arrangements in consideration of the best interests of the Company.

### **Non-Executive Directors**

Non-Executive Directors may receive cash compensation consisting of an annual retainer, meeting fees, fees for serving as chair of a Committee of the Board of Directors, fees for serving on Committees of the Board of Directors, and reimbursement of expenses incurred in connection with their service. Non-Executive Directors may also receive equity-based awards to align their interests with the interests of the Company's shareholders. Non-Executive Directors may also receive some or all of the compensation elements awarded to Executive Directors.

### **Severance or Retention Arrangements**

Executive and Non-Executive Directors may have retention arrangements and/or severance entitlements with terms and conditions determined by the Non-Executive Directors of the Company upon the recommendation of the Compensation Committee.

### **No Loans to Directors**

The Company does not grant any personal loans or provide guarantees for the indebtedness of any member of the Board of Directors, provided that reasonable and customary benefits shall not be prohibited.