

PERRIGO COMPANY PLC

NOMINATING & GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Nominating & Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Perrigo Company plc (the “Company”) is to:

- assist the Board in identifying qualified individuals to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders;
- develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company;
- lead the Board in its annual review of the Board’s performance; and
- make recommendations to the Board with respect to assignment of individual directors to various committees.

Composition of the Committee

The Committee shall consist of a minimum of three directors, all of whom meet the independence requirements of the New York Stock Exchange and are qualified to discharge the Committee responsibilities as determined by the Board. Members of the Committee shall be appointed by the Board and may be removed by the Board with or without cause. The Board shall designate a member of the Committee as the chairperson.

Authority and Responsibilities

1. The Committee, with the active involvement of the Chief Executive Officer, shall lead the search for individuals qualified to become members of the Board and make recommendations to the Board regarding the selection and approval of director nominees to be presented for shareholder approval at the annual meeting. The Committee shall select individuals as director nominees based on their business and professional accomplishment, integrity, demonstrated ability to make independent analytical inquiries, ability to understand the Company’s business and willingness to devote the necessary time to Board duties.
2. The Committee shall review the Board’s committee structure and recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed. Where appropriate, the Committee shall make recommendations regarding the removal of any member of any committee.

3. The Committee shall have the authority to retain and terminate any search firm to assist in identifying director candidates, and to retain other outside advisors as it deems necessary or appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to its search firm or any other advisors.
4. The Committee shall receive comments from all directors regarding the Board's performance and report annually to the Board with an assessment of the Board's performance for discussion with the full Board.
5. The Committee shall review and assess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board.
6. The Committee shall annually review and assess the independence of the individual directors in light of the requirements of the New York Stock Exchange and recommend any changes to the Board.
7. The Committee shall annually review and assess any questions regarding potential conflicts of interest and shall suggest to the Board any action that it deems necessary or appropriate.
8. The Committee shall review and approve all related-party transactions on an ongoing basis, but at least annually, in accordance with the Company's Related-Party Transaction Policy.
9. The Committee shall annually review and assess Company management's succession planning and suggest to the Board any action it deems necessary or appropriate.
10. The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such a manner as it deems appropriate.
11. The Committee shall report its activities to the Board on a regular basis and make such recommendations with respect to the matters addressed in this Charter and other matters as the Committee may deem necessary or appropriate.
12. The Committee shall review and assess the adequacy of this Charter at least annually and recommend any changes to the Board.
13. The Committee shall perform such other functions as assigned by law, the Company's Articles of Association, or the Board.
14. The Committee shall have the authority, as it deems necessary and appropriate, to delegate any of its duties to a subcommittee comprised solely of members of the Committee.

This Charter was adopted October 21, 2013; amended February 21, 2017.