

**Mallinckrodt plc**  
**Governance and Compliance Committee Charter**

**Purpose**

The Governance and Compliance Committee (the “Committee”) is appointed by the Board to:

- a. Identify individuals qualified to become Board members, consistent with criteria approved by the Board;
- b. Make recommendations to the Board regarding director nominees for election to the Board of Directors;
- c. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company;
- d. Oversee the evaluation of the Board and management; and
- e. Assist the Board in fulfilling its oversight responsibility with respect to regulatory, healthcare compliance and public policy issues that affect the Company, recognizing that other board committees assist the Board in reviewing certain areas of legal and regulatory compliance.

**Authority**

The Committee has authority to take appropriate actions necessary to discharge its responsibilities, including the authority to investigate any matter brought to its attention with full access to all books, records, facilities and Company personnel. The Committee may delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate under applicable laws and regulations.

**Outside Advisors**

The Committee has authority to retain, at the expense of the Company, such outside counsel, consultants or other advisors as it determines appropriate to assist it in the performance of its duties. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, and to approve the fees and other retention terms of any advisors retained by the Committee.

**Composition**

The Committee shall have at least three members, each of whom shall meet the independence requirements of the New York Stock Exchange, as determined by the Board. From time to time, there may be circumstances when there are less than three members due to changes in the composition of the full Board and the Board shall endeavor to appoint a third member to the Committee as soon as reasonably possible. The criteria used by the Board in assessing independence are included in the Company’s Corporate Governance Guidelines. The Board, after due consideration of the recommendation of the Committee, shall appoint the members of the Committee, designate its chair and prescribe the terms of its members.

## **Meetings**

The Committee shall meet at least three times a year, and may meet additionally as it deems necessary or appropriate in its judgment, either in person or telephonically, and at such times and places as the Committee shall determine. The Committee shall make regular reports to the Board with respect to its activities.

## **Responsibilities**

Among its specific responsibilities, the Committee shall:

1. Develop, recommend to the Board and periodically review criteria and qualifications for Board membership.
2. Develop and recommend to the Board standards for assessing director independence.
3. Identify and consider candidates, including those recommended by shareholders and others, to fill positions on the Board, and assess the contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.
4. Recommend to the Board candidates for election or reelection at each annual meeting of shareholders and make recommendations to the Board regarding nominees to fill newly-created Board positions and vacancies on the Board occurring between annual shareholder meetings.
5. Recommend to the Board the membership of each Board committee and committee chairs annually and consider periodic rotation of committee assignments.
6. Annually review the Company's corporate governance processes, and its Corporate Governance Guidelines and recommend appropriate changes to the Board.
7. Annually review and, as appropriate, make recommendations to the Board concerning the size, structure, composition and functions of the Board and its committees.
8. Oversee the annual self-assessments of the Board and each committee of the Board.
9. Identify and bring to the attention of the Board current and emerging corporate governance trends and issues that may affect the business operations, performance or public image of the Company.

10. Review and make recommendations to the Board regarding the Company's response to stockholder proposals.
11. Establish policies and procedures for the review, approval and ratification of related party transactions, and review related party transactions.
12. Establish, in conjunction with the full Board, compensation for non-employee directors.
13. Review periodically the succession planning process relating to the CEO, which will be led by the Human Resources and Compensation Committee, and make recommendations to the Board regarding the selection of possible successors to the CEO.
14. Monitor compliance by directors with the Company's stock ownership requirements.
15. Review annually the Company's charitable contributions policies and programs and approve the Company's annual charitable contributions budget.
16. Review periodically the Company's directors' and officers' insurance program.
17. Review and monitor the Company's government affairs programs, including political contributions by the Company and political advocacy activities of the Company.
18. Oversee the orientation of new directors and continuing education of directors.
19. Review and evaluate the Company's policies and practices regarding legal, regulatory and healthcare compliance (including, without limitation, the Company's quality control and regulatory programs).
20. Review and evaluate the Company's sales and marketing practices for compliance with healthcare anti-kickback laws; the Foreign Corrupt Practices Act; and advertising and promotion regulations (such as off-label sales and marketing).
21. Periodically evaluate the design and effectiveness of the processes in place to perform and review the Company's enterprise-wide risk assessments
22. Review and evaluate the Company's environmental, health and safety compliance programs.
23. Review matters relating to public policy and/or social responsibility that may have a significant impact on the Company.
24. In conjunction with the Audit Committee, review whether management is setting an appropriate "tone at the top" by communicating the importance of the Company's ethical and business practice standards set forth in the Company's Guide to Business Conduct.

25. Review and evaluate the Company's policies and practices for compliance with respect to the following areas: international trade compliance; government contracts; antitrust; conflict of interest; insider trading; and Drug Enforcement Agency.
26. Assess annually the Committee's performance and the adequacy of this Charter, and report its findings to the Board.

Adopted: May 16, 2019