

May 2013

WARNER CHILCOTT PUBLIC LIMITED COMPANY

Compensation Committee Charter

This charter (the “Charter”) for the Compensation Committee of the Board of Directors (the “Board”) of Warner Chilcott public limited company (the “Company”) was adopted by the Board on May 7, 2013.

I. PURPOSES

The Compensation Committee (the “Committee”) was created by the Board of the Company to:

- oversee the Company’s compensation and benefits policies generally; and
- oversee and set compensation for the Company’s CEO and executive officers.

In carrying out such responsibilities, the Committee is empowered to take such actions set forth in Section IV. In discharging its role, the Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company.

The Committee has the power to retain or obtain the advice of outside counsel, compensation consultants or other advisors to assist it in carrying out its activities. The Company shall provide adequate resources to support the Committee’s activities, including compensation of the Committee’s counsel, consultants and other advisors. The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate counsel, compensation consultants, and other advisors hired to assist the Committee, who shall be accountable ultimately to the Committee. Prior to retaining or obtaining the advice of an advisor, the Committee shall evaluate the independence of such advisor as required by Nasdaq rules or any other applicable law, regulation or listing standard.

II. COMMITTEE MEMBERSHIP

The Committee shall consist of at least three members, comprised solely of independent directors meeting all applicable independence requirements of the Nasdaq. The Nominating and Corporate Governance Committee shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Nominating and Corporate Governance Committee shall recommend to the Board, and the Board shall designate, the Chairman of the Committee. Members shall continue to be members until their successors are elected and qualified or until their earlier resignation or removal.

III. COMMITTEE MEETINGS

The Committee shall meet on a regularly-scheduled basis at least two times per year, or more frequently as circumstances dictate.

Meetings of the Committee may be held telephonically. A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Chairman of the Committee shall set agendas for meetings and determine the Committee's information needs. In the absence of the Chairman at a duly convened meeting, the Committee shall select a temporary substitute from among its members. The Committee shall otherwise establish its own rules of procedure.

The Committee shall meet at least annually with the CEO and any other corporate officers the Board and Committee deem appropriate to discuss and review the performance criteria and compensation levels of key executives.

No executive officer should attend that portion of any meeting where such executive's performance or compensation is discussed, unless specifically invited by the Committee. Meetings to determine the compensation of the CEO must be held in executive session without the presence of the CEO. Meetings to determine the compensation of executive officers other than the CEO may be attended by the CEO, but the CEO may not vote on these matters.

IV. KEY RESPONSIBILITIES

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the matters described below. The Committee may form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee.

To fulfill its purposes, the Committee shall:

1. review and approve for the CEO and each of the Company's other executive officers his or her (i) annual base salary level, (ii) annual incentive compensation, (iii) long-term incentive compensation, (iv) employment, severance and change-in-control agreements, if any, and (v) any other compensation, ongoing perquisites or special benefit items.
2. review and approve corporate goals and objectives relevant to CEO compensation, including annual performance objectives.
3. evaluate at least annually the performance of the CEO against corporate goals and objectives, including the annual performance objectives for the CEO and, based on this evaluation, determine and approve the compensation level (including any discretionary incentive awards) for the CEO, reviewing as appropriate, any agreement or understanding relating to the CEO's employment, incentive compensation, or other benefits based on this evaluation.

4. review on a periodic basis the Company's management compensation programs, including any management incentive compensation plans, to determine whether they are appropriate, properly coordinated and achieve their intended purpose(s), and recommend to the Board any appropriate modifications or new plans or programs.
5. review all grants of awards, including the award of shares or share options, pursuant to the Company's incentive-compensation or other equity-based plans, the Company's non-employee director incentive plan compensation programs, provided, however, that the Committee may delegate to one or more officers of the Company the authority to make grants and awards of stock rights or options to any non-Section 16 officer of the Company under such of the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans.
6. review and make recommendations to the Board regarding non-employee directors compensation programs, including any incentive plan compensation.
7. review and discuss the Company's compensation discussion and analysis ("CD&A") with management and provide a recommendation to the Board regarding the inclusion of the CD&A within the Company's annual proxy statement or Form 10-K, as applicable, and prepare the Compensation Committee Report required by SEC rules to be included in the Company's annual proxy statement or Form 10-K, as applicable.
8. administer and monitor compliance by executives with the rules and guidelines of the Company's equity-based plans.
9. review and recommend to the Board any changes in employee retirement plans or programs, and other employee benefit plans and program.
10. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter.
11. review and reassess the adequacy of this Charter annually, and recommend to the Board amendments as the Committee deems appropriate.
12. report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.