

August 2009

WARNER CHILCOTT PUBLIC LIMITED COMPANY

AUDIT COMMITTEE CHARTER

This charter (the “Charter”) for the Audit Committee of the Board of Directors (the “Board”) of Warner Chilcott public limited company (the “Company”) was adopted by the Board on August 5, 2009.

I. GENERAL

Section 1.01 Purposes. The Audit Committee (the “Committee”) was created by the Board of Directors of the Company to oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company.

Section 1.02 Access to Information. In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company.

Section 1.03 Authority To Retain Outside Advisors; Adequate Resources. In addition to retaining the Company’s independent auditor, the Committee has the power to retain outside counsel, other auditors or other advisors to meet with members of the Committee or the Committee as a whole and to assist it in carrying out its activities. The Company shall provide adequate resources to support the Committee’s activities, including compensation of the Company’s independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company and any counsel, other auditors and other advisors retained by the Committee and payment of ordinary administrative expenses of the Committee that are necessary or appropriate to carry out its duties. The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate the Company’s independent auditor and any counsel, other auditors, and other advisors hired to assist the Committee, who shall be accountable to the Committee.

II. COMMITTEE MEMBERSHIP

Section 2.01 Financial Literacy. At least one member of the Committee shall be an “audit committee financial expert” as such term is defined in Regulation S-K of the Securities and Exchange Commission’s (the “SEC”) rules.

Section 2.02 Removal; Committee Chair. The Committee shall consist of at least three members, comprised solely of independent directors meeting the independence requirements of the Nasdaq and those contained in SEC rules and the experience requirements of the Nasdaq. Committee members shall continue to be members as long as they remain directors and until their successors as Committee members are elected and qualified or until their earlier death, incapacity, resignation or removal. 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. The Chairman shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee's information needs, except as otherwise provided by action of the Committee. In the absence of the Chairman at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

III. MEETINGS

Section 3.01 Committee Meetings. The Committee shall meet on a regularly-scheduled basis not less frequently than quarterly and additionally as circumstances dictate. The Chairman of the Committee, in consultation with the other committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter. Meetings of the Committee may be held telephonically. A majority of the members of the Committee shall constitute a quorum for a meeting 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 Committee shall otherwise establish its own rules of procedure.

Section 3.02 Meetings with Internal and External Auditors and Nominating and Corporate Governance Committee. The Committee shall meet at least quarterly with the internal auditor and the independent auditor in separate executive sessions to provide the opportunity for full and frank discussion without members of senior management present. The Committee shall meet at least annually with the Nominating and Corporate Governance Committee. This meeting will allow the Committee to review non-financial legal and regulatory compliance as well as the risk assessment and the risk management processes, which are overseen by the Nominating and Corporate Governance Committee.

IV. RESPONSIBILITIES

Section 4.01 General. The Committee's role is one of oversight. The Company's management is responsible for preparing the Company's financial statements and the independent auditors are responsible for auditing those financial statements. The Committee recognizes that Company management and the independent auditors have more time, knowledge and detailed information about the Company than do Committee members. Consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert advice or special assurances as to the Company's financial statements or any professional certification as to the independent auditor's work.

Section 4.02 Duties and 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:

- (A) Supervise the Independent Audit

- (1) be directly responsible for the appointment, compensation, retention and oversight of the work of any accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (subject, if applicable, to shareholder ratification). Each such accounting firm shall report directly to the Committee.
- (2) pre-approve the audit services and non-audit services to be provided by the Company's independent auditor before the auditor is engaged to render such services. The Committee may delegate its authority to pre-approve services to one or more Committee members, provided that such designees present any such approvals to the full Committee at the next Committee meeting.
- (3) review with the independent auditor and management any relationship and any services to be provided by the independent auditor that might affect the auditor's independence or objectivity.
- (4) review and discuss with management, the independent auditor and the internal auditor: (a) any significant findings during the year, including the status of previous audit recommendations; (b) any audit problems or difficulties encountered in the course of audit work; (c) any restrictions on the scope of activities or access required or requested information; (d) any changes required in the scope or staffing of the annual audit plan; (e) the audit budget and (f) the coordination of audit efforts in order to monitor completeness of coverage, reduction of redundant efforts and the effective use of audit resources.
- (5) review and resolve any disagreements between management and the independent auditor concerning financial reporting, or relating to any audit report or other audit, review or attest services provided by the independent auditor.

(B) Oversee Internal Audit, Internal Controls and Risk Management

- (6) review and discuss with management, including the head of the internal audit function, the scope and nature of the internal audit program and the role and responsibilities of the internal auditors.
- (7) review and discuss with the CEO, the CFO, internal audit and the independent auditor the adequacy of the Company's internal controls over financial reporting and disclosure controls and procedures (including computerized information system disclosure controls and security), including (a) whether such controls and procedures are designed to provide reasonable assurance that transactions entered into by the Company are properly authorized, assets are safeguarded from unauthorized or improper use, and transactions by the Company are

properly recorded and reported; (b) management's quarterly certification of the Company's disclosure controls and procedures and any reports of material weaknesses in internal control over financial reporting and actions taken to remedy any such weaknesses; (c) any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to affect the Company's ability to record, process, summarize and report financial information; (d) any fraud, whether or not material, that involves management or other employees who have a significant role in internal control over financial reporting; (e) management's annual assessment of the Company's internal control over financial reporting and (f) the independent auditor's annual attestation report regarding management's annual assessment of the Company's internal control over financial reporting.

- (8) review, and discuss with management and the independent auditor, any significant risks or exposures.
- (9) establish and oversee procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and any other aspects of the Company's internal controls over financial reporting, and the confidential, anonymous submission by employees of concerns regarding questionable accounting, financial reporting or auditing matters. The Committee shall review any complaints regarding accounting, internal accounting controls or auditing matters received pursuant to such procedures.
- (10) receive (periodic) reports from the internal audit team and consult with management about any changes of such personnel and their performance evaluations and compensation.
- (11) as appropriate, review with management, the internal auditors and the independent auditor, in separate meetings if the Committee deems it necessary (a) all critical accounting policies and practices used by the Company and any significant changes thereto; (b) any material alternative accounting treatments within GAAP that have been discussed with management, including the ramifications of the use of the alternative treatments and the treatment preferred by the accounting firm and (c) any accounting and financial reporting proposals that may have a significant impact on the Company's financial reports.
- (12) inquire as to the independent auditor's view of the accounting treatment related to significant new transactions or other significant matters or events not in the ordinary course of business.
- (13) review and discuss with the independent auditor (a) any communications between the audit team and the audit firm's national office regarding

auditing or accounting issues presented by the engagement and (b) any “management” or “internal control” letter issued, or proposed to be issued, by the independent auditors to the Company or any other material written communications between the accounting firm and management, such as any management letter or schedule of “unadjusted differences”.

- (14) as appropriate, review with management, the internal auditors and the independent auditor, in separate meetings if the Committee deems it necessary, any material financial or non-financial arrangements that do not appear on the financial statements of the Company (including any off-balance sheet structures).
- (15) meet to review and discuss with management and the independent auditor, in separate meetings if the Committee deems it necessary (a) any certifications regarding the financial statements or the Company’s internal accounting and financial controls and procedures and disclosure controls filed with the SEC by the Company’s senior executive and financial officers and (b) with respect to the independent auditor’s annual audit report and certification, prior to release of the annual audited financial statements, meet with the independent auditor without any management member present to discuss (i) the adequacy for the preparation of the Company’s audited financial statements of the Company’s system of internal control over financial reporting and the audit procedures applied by the independent auditor; (ii) the appropriateness of the accounting principles applied and the judgments, including estimates, made in the preparation of the Company’s audited financial statements and (iii) the quality of the Company’s financial reports.
- (16) at least annually, review a report, to be set out in a formal written statement, by the independent auditor describing (a) all relationships between the independent auditor and the Company consistent with applicable requirements of the Public Accounting Oversight Board and (b) any events or activities that may have implicated Section 10A of the Exchange Act. With respect to clause (a) above, the Committee is responsible for actively engaging in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditor and for taking, or recommending that the Board take, appropriate action to oversee the independence of the independent auditor.
- (17) the Chairman of the Committee may review any of the Company’s financial information and earnings guidance provided to analysts and rating agencies and any of the Company’s other financial disclosures, such as earnings press releases, as the Chairman deems appropriate.

(C) Oversee Legal and Code of Business Conduct and Ethics Compliance

- (18) review periodically with management (including the General Counsel):
 - (a) legal and regulatory matters that may have a material impact on the Company's financial statements and
 - (b) the scope and effectiveness of the Company's legal and regulatory compliance policies and programs.
- (19) review, discuss with management and the independent auditor, and approve any related party transactions or courses of dealing with related parties (including significant shareholders of the Company, directors, corporate officers or other members of senior management or their family members).
- (20) review at least annually with management, including the General Counsel and head of internal audit, compliance with, the adequacy of and any requests for waivers under the Company's code(s) of business conduct and ethics (including codes that apply to all employees as well as those applicable to directors, senior officers and financial officers and the Company's policies and procedures concerning trading in Company securities and use in trading of proprietary or confidential information) and action taken with regard to any waiver sought by any executive officer or director.

(D) Report and Self-Evaluate

- (21) oversee the preparation of, and approve, any and all reports required under SEC rules or otherwise appropriate in the conduct of the Committee's responsibilities, including the report for inclusion in the Company's annual report and, if applicable, annual proxy statement, required of audit committees by SEC rules.
- (22) review and reassess the adequacy of this Charter annually, and recommend to the Board amendments to the Charter as the Committee deems appropriate.
- (23) report regularly to the Board on Committee findings and recommendations, including on any issues that arise with respect to the quality or integrity of the Company's financial statements, the performance and independence of the independent auditors and the performance of the internal audit function, the Company's compliance with legal or regulatory requirements and its codes of business conduct and ethics and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.