

Mallinckrodt plc

Compliance Committee Charter

Purpose

The Compliance Committee (the “Committee”) is appointed by the Board of Directors to 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.

Composition

The Committee shall have at least three members, a majority of whom shall meet the independence requirements of the New York Stock Exchange, as determined by the Board. 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 Nominating and Governance 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

The Committee shall have the following responsibilities:

1. 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).
2. 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).
3. Periodically evaluate the design and effectiveness of the processes in place to perform and review the Company's enterprise-wide risk assessments
4. Review and evaluate the Company's environmental, health and safety compliance programs.
5. Review matters relating to public policy and/or social responsibility that may have a significant impact on the Company.
6. 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.
7. 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.
8. Assess annually the Committee's performance and the adequacy of this Charter, and report its findings to the Board.

Adopted: March 2, 2017