

**MYLAN INC.**  
**CHARTER OF THE COMPENSATION COMMITTEE**  
**Effective as of June 28, 2013**

**Authority:**

The Board of Directors (the “Board”) of Mylan Inc. (the “Company”) has established the Compensation Committee (the “Committee”) and has adopted this Committee Charter (this “Charter”).

This Charter defines the duties and responsibilities of the Committee.

**Definitions:**

For purposes of this Charter, the terms set forth below shall be defined as follows:

- (a) “Board Compensation” shall mean cash compensation paid, stock options awarded and any other Compensation given for services rendered as a Director of the Company.
- (b) “Chairman” shall mean the Chairman of the Company.
- (c) “Executive Chairman” shall mean the Executive Chairman of the Company, if applicable.
- (d) “CEO” shall mean the Chief Executive Officer of the Company.
- (e) “Committee Compensation” shall mean cash payments made to members of the Board for services rendered as members of a committee.
- (f) “Company Compensation Programs” shall mean compensation programs and plans required by law or authorized by Board resolution to be approved by the Board or the Committee under which participants are eligible to receive compensation, including, but not limited to, Company Compensation Programs relating to the following:
  - i. Incentive plans;
  - ii. Equity compensation plans;
  - iii. 401(k) plans;
  - iv. Profit sharing plans;
  - v. Deferred compensation plans
  - vi. Transition and succession plans;
  - vii. Change-in-control plans;
  - viii. Retirement benefit plans;
  - ix. Severance plans; and
  - x. Employment contracts.
- (g) “Compensation” shall mean compensation, including, but not limited to:
  - i. Salary;
  - ii. Bonus;
  - iii. Fees;
  - iv. Deferred compensation;
  - v. Supplemental compensation;
  - vi. Stock options, stock appreciation rights and any other equity and equity-based compensation awards;
  - vii. Payments resulting from a change of control;
  - viii. Payments resulting from insurance policies;

- ix. Retirement benefits;
  - x. Rights accruing from contracts of employment; and
  - xi. Remuneration in any other form.
- (h) “Company Incentive Compensation Plans” shall mean plans and programs required by law or authorized by Board resolution to be approved by the Board or the Committee under which named participants are eligible to receive incentive compensation in addition to salary based upon achieving certain specified business objectives, and, in accordance with the terms of the applicable plans, subject to management and/or Committee discretion.
- (i) “Senior Staff” shall mean all executive officers of the Company, as defined in Rule 3b-7 promulgated under the Securities Exchange Act of 1934, including the “Named Executive Officers”, as defined in Item 402(a)(3) of Regulation S-K, other than the Executive Chairman and CEO.

**Purpose:**

The Committee shall assist the Board in fulfilling its fiduciary responsibilities by:

- (a) Establishing criteria for Executive Chairman Compensation, if applicable;
- (b) Reviewing Executive Chairman performance and approving, or in its discretion recommending for approval by the independent directors, Executive Chairman Compensation, if applicable;
- (c) Establishing criteria for CEO Compensation;
- (d) Reviewing CEO performance and approving, or in its discretion recommending for approval by the independent directors, CEO Compensation;
- (e) Establishing criteria for Senior Staff Compensation;
- (f) Reviewing performance of Senior Staff and approving, or in its discretion recommending for approval by the Board, Senior Staff Compensation;
- (g) Exercising oversight of and making recommendations as appropriate for applicable Company Compensation Programs, including without limitation, reviewing any such Program and taking actions the Committee deems necessary or appropriate with respect to such Program, and in its discretion consulting any advisors;
- (h) Recommending for approval by the Board any Compensation for service as a member of the Board as well as any Compensation for service as a member of any Committee of the Board; and
- (i) Overseeing applicable Company Incentive Compensation Plans, including without limitation, reviewing any such Plan and taking actions the Committee deems in its discretion necessary or appropriate, including in its discretion consulting any advisors, with respect to such Plan.

### **Membership:**

The Board shall appoint a minimum of three (3) Directors to serve on the Committee and shall designate one of the Committee members to serve as the Chair of the Committee.

All members of the Committee shall be in the judgment of the Board independent in accordance with the NASDAQ listing standards. Each member shall also be a “non-employee director” within the meaning of Rule 16b-3, as that Rule may be amended from time to time, under the Securities Exchange Act of 1934, as amended, and shall be an “outside director” within the meaning of Regulation Section 1.162-27(e)(3) under the Internal Revenue Code, as that regulation may be amended from time to time.

Vacancies on the Committee shall be filled by a vote of the Board. The Board may remove a member of the Committee at its discretion. Any member of the Committee may resign at any time by delivering a letter of resignation to the Chairman of the Board, with a copy to the Lead Independent Director (if applicable), the Chair of the Committee and the Secretary of the Company. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective shall not be specified therein, then it shall take effect immediately upon its receipt by the Chairman of the Board; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **Committee Resources:**

The Committee shall have the sole authority to select, retain and supervise any advisors as the Committee deems necessary, in its discretion, to fulfill its mandates under this Charter. The Committee shall also have the authority to compensate, at the expense of the Company, all such advisors and employ such resources as are necessary to fulfill its mandates under this Charter. Without limiting the foregoing, the Committee shall have the sole authority to retain and terminate any compensation consulting firm used by the Committee to assist in the evaluation of Director, Executive Chairman (if applicable), CEO and/or Senior Staff Compensation, including the sole authority to approve any such firm’s fees and other retention terms. The Committee may select an advisor to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:

- (a) the provision of other services to the Company by the advisor or, if applicable, the person or entity that employs the advisor;
- (b) the amount of fees received from the Company by the advisor or, if applicable, the person or entity that employs the advisor, as a percentage of the total revenue of the advisor or, if applicable, the person or entity that employs the advisor;
- (c) the policies and procedures of the advisor or, if applicable, the person or entity that employs the advisor, that are designed to prevent conflicts of interest;
- (d) any business or personal relationship between the advisor or, if applicable, the person or entity that employs the advisor, and any member of the Committee;
- (e) any stock of the Company owned by the advisor or, if applicable, the person or entity that employs the advisor; and
- (f) any business or personal relationship between the advisor or, if applicable, the person or entity employing the advisor, and any executive officer of the Company.

The Committee shall conduct the independence assessment with respect to any advisor that provides advice to the Committee, other than:

- (i) in-house legal counsel; and
- (ii) any advisor whose role is limited to the following activities, for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K –
  - (a) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or
  - (b) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the advisor, and about which the advisor does not provide advice.

Nothing herein requires an advisor to be independent, only that the Committee consider the enumerated independence factors before selecting or receiving advice from an advisor. The Committee may select or receive advice from any advisor it prefers, including ones that are not independent, after considering the six independence factors outlined above.

**Committee Meeting and Action:**

- (a) A majority of all of the members of the Committee may establish rules of procedure in addition to those set forth in this Charter;
- (b) The Committee shall meet a sufficient number of times in order to carry out the mandated requirements of this Charter, but no less than four times each year, and more frequently as needed;
- (c) Regular meetings of the Committee shall be scheduled and held with scheduling preference given to those dates upon which there is a regularly scheduled meeting of the Board;
- (d) Meetings may be called by the Chair of the Committee or a majority of the members of the Committee;
- (e) The Committee may hold meetings in person or via telephone;
- (f) A majority of the members of the Committee shall constitute a quorum;
- (g) Any action, other than the establishment of additional rules of procedure for the Committee, adopted by a majority of the Committee members present at a meeting at which a quorum is present, shall be an act of the Committee;
- (h) The Committee may act through unanimous written consent in lieu of any meeting;
- (i) The Committee or its designee shall prepare minutes of each meeting and shall cause such minutes, as approved by the Committee, to be sent to each member of the Board and filed with the corporate records of the Company;

- (j) The Committee may delegate any of its responsibilities to one or more subcommittees as the Committee may deem appropriate in its sole discretion; and
- (k) The Committee shall meet periodically, and at least once each year, in separate executive sessions during regularly scheduled meetings to discuss any matter that the Committee believes should be discussed privately.

**Duties and Responsibilities:**

The Committee shall, in addition to any other duties and responsibilities the Board may from time to time delegate to the Committee, have the following duties and responsibilities:

- (a) If applicable, review and approve corporate goals and objectives relevant to the Executive Chairman's Compensation, evaluate the Executive Chairman's performance in light of those goals and objectives, and determine and approve, or in its discretion, provide recommendations to the independent directors as a group with respect to, the Executive Chairman's compensation based on this evaluation (provided that the Executive Chairman may not be present during voting or deliberations on his or her compensation);
- (b) Review and approve corporate goals and objectives relevant to the CEO's Compensation, evaluate the CEO's performance in light of those goals and objectives, and determine and approve, or in its discretion, provide recommendations to the independent directors as a group with respect to, the CEO's compensation based on this evaluation (provided that the CEO may not be present during voting or deliberations on his or her compensation);
- (c) Review and approve corporate goals and objectives relevant to each Senior Staff member's Compensation, evaluate each Senior Staff member's performance in light of those goals and objectives, and determine and approve, or in its discretion, provide recommendations to the Board with respect to, the Compensation of each Senior Staff member;
- (d) In determining or recommending to the Board compensation pursuant to sections (a) through (c) above, the Committee may consider, in addition to any corporate goals and objectives specific to the individual executive, pay for performance, alignment with long-term shareholder interests, promotion of Company strategic goals, maintenance of the appropriate level of fixed and at-risk compensation, remaining competitive with companies within the Company's peer group, internal pay equity, an executive's leadership and mentoring skills and contributions, talent management, the executive's contributions to establishment or execution of corporate strategy, retention, and recognition of individual performance and contributions, and/or any other factors determined to be in the interests of the Company in the discretion of the Committee;
- (e) The Committee also should consult with the Executive Chairman (if applicable), CEO, and/or other appropriate officers in fulfilling its duties regarding Compensation;
- (f) Provide recommendations for review and approval by the Board with respect to the Compensation for all members of the Board and each Committee;
- (g) Provide recommendations for review and approval by the Board regarding the adoption, amendment or rescission of applicable Company Compensation Programs and Company Incentive Compensation Plans;

- (h) Approve any policies implemented for employment contracts for the Executive Chairman (if applicable), CEO and Senior Staff;
- (i) Approve share ownership policies, if applicable, for the Executive Chairman (if applicable), the CEO, Senior Staff and directors;
- (j) Review with management the relationship between the Company's compensation policies and practices and its risk management;
- (k) Review with management the compensation and benefits-related disclosures in proxy statements to be filed by the Company;
- (l) Review with management the disclosures in the Compensation Discussion and Analysis section of the Company's proxy statement and recommend to the Board whether such disclosures shall be included in the appropriate regulatory filings as required by the rules and regulations of the SEC;
- (m) Annually report to the Board that the Committee has complied with section (l) above, in accordance with applicable rules and regulations of the SEC, for inclusion in the Company's proxy statement;
- (n) In its discretion, the Committee may request information from management about any other compensation programs, plans or arrangements, including any incentive compensation plans, for any officers or employees of the Company;
- (o) Regularly report its actions and recommendations to the Board;
- (p) Evaluate its performance annually and report its findings to the Board;
- (q) Review this Charter annually and recommend any proposed changes to the Board for approval; and
- (r) In consultation with management, oversee regulatory compliance with respect to applicable Compensation matters, including, if applicable, overseeing any Company policies that may be implemented with respect to the tax deductibility of compensation programs (including any policies that may be implemented at the Company's discretion relating to Section 162(m) of the Internal Revenue Code of 1986, as amended).

**Conflicts Between Documents:**

Any conflict between the terms of this Charter and the terms of a Plan shall be resolved in favor of the terms of that particular Plan.