

Allergan plc
Form PRE 14A
March 13, 2018
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

ALLERGAN PLC

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(1) Amount Previously Paid:

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Notice of 2018 Annual General Meeting of Shareholders

May 2, 2018

8:30 a.m. local time

The Conrad Hotel, Earlsfort Terrace, Dublin 2, Ireland

You are hereby notified that the 2018 Annual General Meeting of Shareholders (the *Annual Meeting*) of Allergan plc (the *Company*) will be held at The Conrad Hotel, Earlsfort Terrace, Dublin 2, Ireland, at 8:30 a.m. local time on May 2, 2018, to receive the Company's Irish statutory financial statements for the fiscal year ended December 31, 2017 and the reports of the directors and auditors thereon, to review the affairs of the Company and to consider and vote on the following proposals:

1. Proposal No. 1: To elect by separate resolutions Nesli Basgoz, M.D., Paul M. Bisaro, Joseph H. Boccuzi, Christopher W. Bodine, Adriane M. Brown, Christopher J. Coughlin, Carol Anthony (John) Davidson, Catherine M. Klema, Peter J. McDonnell, M.D., Patrick J. O'Sullivan, Brenton L. Saunders, and Fred G. Weiss as members of the Board of Directors to hold office until the 2019 Annual General Meeting of Shareholders or until each of their respective successors is duly elected and qualified;
2. Proposal No. 2: To approve, in a non-binding vote, Named Executive Officer compensation;
3. Proposal No. 3: To ratify, in a non-binding vote, the appointment of PricewaterhouseCoopers LLP as the Company's auditor for the fiscal year ending December 31, 2018 and to authorize, in a binding vote, the Board of Directors, acting through its Audit and Compliance Committee, to determine PricewaterhouseCoopers LLP's remuneration;
4. Proposal No. 4: To renew the authority of the directors of the Company (the *Directors*) to issue shares;
5. Proposal No. 5A: To renew the authority of the Directors to issue shares for cash without first offering shares to existing shareholders;
6. Proposal No. 5B: To authorize the Directors to allot new shares up to an additional 5% for cash in connection with an Acquisition or other Capital investment;
7. To consider a shareholder proposal to require an independent Board Chairman (Proposal No. 6), as detailed in the Proxy Statement, if properly presented at the meeting;

and to transact such other business as may properly come before the Annual Meeting or any adjournment, postponement or continuation thereof.

The Board of Directors has fixed 4:00 p.m. Eastern Standard Time on March 6, 2018 as the record date for the determination of shareholders entitled to receive notice of and to attend, speak and vote at the Annual Meeting. Only shareholders of record at 4:00 p.m. Eastern Standard Time on March 6, 2018 will be entitled to receive notice of and to attend, speak and vote at the Annual Meeting or any adjournment, postponement or continuation thereof. Your attention is directed to the Proxy Statement for more complete information regarding the matters to be acted upon at the Annual Meeting.

The Board of Directors recommends that you vote **FOR** each director nominee included in Proposal No. 1 and **FOR** Proposals No. 2, 3, 4 and 5A and 5B. The Board of Directors recommends that you vote **AGAINST** Proposal No. 6. The full text of these proposals is set forth in the accompanying Proxy Statement.

The Proxy Statement and 2017 Annual Report to Shareholders are available at www.proxyvote.com. Our Irish statutory financial statements will be available at www.proxyvote.com on or before April 13, 2018.

You are encouraged to attend the Annual Meeting, where you will have the option to vote your shares in person.

Whether or not you plan to attend the Annual Meeting, we encourage you to vote your shares: (i) by 3:59 p.m. Eastern Daylight Time on May 1, 2018 by accessing the Internet site described in the Notice Regarding the Availability of Proxy Materials previously provided to you, (ii) by 3:59 p.m. Eastern Daylight Time on May 1, 2018 by calling the toll-free telephone number listed on www.proxyvote.com or on the voter instruction form, proxy card or Notice Regarding the Availability of Proxy Materials previously provided to you, or (iii) by marking, dating and signing any proxy card or voter instruction form provided to you and returning it in the accompanying postage paid envelope, which we must receive by 10:00 a.m. Eastern Daylight Time on April 30, 2018. All proxies will be forwarded to the Company's registered address electronically.

A shareholder entitled to attend and vote at the Annual Meeting is entitled, using the form provided (or the form in section 184 of the Irish Companies Act 2014), to appoint one or more proxies to attend, speak and vote instead of him or her at the Annual Meeting. A proxy need not be a shareholder of record.

By Order of the Board of Directors

March 23, 2018

Dublin, Ireland

A. Robert D. Bailey
Chief Legal Officer and Corporate Secretary

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To Our Shareholders:

After several years of extraordinary evolution that saw the effective integration of a number of transformative acquisitions, 2017 was a year marked by operational excellence and execution on a number of fronts. We launched 12 new products, we advanced several key R&D programs into Phase III and we executed on our capital allocation plan, including initiating a dividend, completing a \$15 billion share repurchase and making progress on a new \$2 billion share repurchase plan. We remain committed to creating long-term shareholder value while maintaining strong governance and ethical standards and an active, open dialogue with our shareholders.

Business Strategy. Our priorities continue to be to execute on our business and deliver on our pipeline as a global pharmaceutical company. We have taken action to protect our business against near-term headwinds related to the potential loss of exclusivity for our product Restasis®, and have been investing in long-term growth opportunities that will unlock value and drive shareholder return. We are proud of the leadership positions we have built within our key therapeutic areas, and our deep pipeline will allow us to strengthen and extend the leadership position in each of these areas. Our outlook is very healthy and we remain optimistic about our long-term prospects in delivering innovative and meaningful treatments that help people around the world live longer, healthier lives.

Shareholder Engagement. Maintaining strong relationships with our shareholders remains an important part of our corporate governance commitment. Following our successful 2017 Annual General Meeting of Shareholders, our Board of Directors deepened relationships with our shareholders to help inform discussions on a number of issues, including our capital allocation, governance, Board leadership, compensation and sustainability practices. We continued our comprehensive shareholder engagement program, led by our Board of Directors. In the fall of 2017, members of our management team, and in some cases, certain of our independent directors, reached out for meetings to shareholders representing over 56% of the Company's outstanding shares, and actually met in person or telephonically, with shareholders representing over 25% of the Company's outstanding ordinary shares. The conversations we had as part of this shareholder engagement provided us with a deeper understanding of the perspectives of our shareholders and helped inform Board decisions.

Board Refreshment. Over the last five years we have continually focused on Board refreshment, helping to further enhance a collective Board skillset that is well-suited to our industry and our strategic objectives. As we add new directors and nominees to our Board, we thank James Bloem and Ronald Taylor, who are not standing for re-election to our Board, for their years of service to the Company. In this Proxy Statement, you will see a new candidate standing for election to our Board of Directors, John Davidson. Mr. Davidson's significant experience with complex accounting and financial issues, his experience serving on the Boards of self-regulatory organizations, including FINRA, and his more than 30 years of leadership across multiple industries, would make him an asset to our Board of Directors. Mr. Davidson has a deep understanding of how global teams are managed and a strong track record of implementing governance and control process improvements, two skills that our Board values. Additionally, in July 2017, we added a new, highly qualified director, Joseph Boccuzzi, to our Board. Mr. Boccuzzi brings to our Board a long track record of identifying great life sciences leaders globally and successfully matching board-level and executive talent with companies

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to drive long-term value. Our Board believes that one of its key roles is to oversee development of organizational capabilities, and to focus on talent management. Mr. Bocuzzi's unique insights, leadership skills and experience are additive and complementary to the diverse mix of professional experiences of our Board of Directors. This continues our strong history of adding directors to our Board who bring a diversity of deep and valuable experiences to our business.

Risk Oversight. Risk oversight continues to be top-of-mind for our Board of Directors. Our Board is actively engaged in overseeing and understanding how the risks that our Company faces are managed, and ensures that senior management has the framework and processes in place to effectively and adequately monitor and manage these risks. The Board has oversight responsibility for broad risk matters, such as setting the Company's risk appetite, ensuring the fit between the Company's risk appetite and its strategy, and establishing processes for monitoring key risks, while senior management is accountable for the Company's day-to-day risk management efforts. Our Board will continue to focus on effective risk oversight to foster a culture of risk management within the Company, because how well we oversee and manage risk will ultimately determine our success.

Corporate Social Responsibility. Our Company continues to be focused on corporate citizenship, and is leveraging our science and innovation to be a leader within the pharmaceutical industry in making a positive impact. In addition to adhering to the principles of our Social Contract with Patients, we maintain some of the highest corporate social responsibility standards in the industry, focusing our efforts on sustainability initiatives in the areas of greenhouse gas emission, energy consumption and waste generation, applying rigor in setting ambitious environmental, health and safety goals and tracking our progress as we do in other parts of our business. We recognize that achieving our goals in these areas is not only the right thing to do, but will have an impact on our bottom line and our shareholder returns.

We remain fully committed to serving patients who rely on our products, delivering sustainable operating results, and creating value for our shareholders. We encourage you to read more about our Board, corporate governance practices, and performance-driven compensation programs in this Proxy Statement.

As always, thank you for your continued support and investment in Allergan. We look forward to welcoming you at our 2018 Annual Meeting.

Sincerely,

Brenton L. Saunders

*Chairman, President and
Chief Executive Officer*

Christopher J. Coughlin

Lead Independent Director

March 23, 2018

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Presentation of Irish Statutory Financial Statements

The Irish statutory financial statements of Allergan plc (referred to in this Proxy Statement as *Allergan*, the *Company*, *we*, *us* or *our*) for the fiscal year ended December 31, 2017, including the reports of the directors and auditors thereon will be presented at our 2018 Annual General Meeting of Shareholders (the *Annual Meeting*). There is no requirement under Irish law that such statutory financial statements be approved by shareholders, and no such approval will be sought at the Annual Meeting. The Company's 2017 Irish statutory financial statements will be available with the Proxy Statement and the 2017 Annual Report to Shareholders at www.proxyvote.com on or before April 13, 2018.

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Proxy Statement Executive Summary

We provide below highlights of certain information contained in this Proxy Statement. This summary does not contain all the information that you should consider in advance of the Annual Meeting, and we encourage you to read the entire Proxy Statement before voting.

2018 Annual General Meeting of Shareholders

Date and Time: May 2, 2018, 8:30 a.m. local time
Place: The Conrad Hotel, Earlsfort Terrace, Dublin 2, Ireland
Record Date: March 6, 2018

How to Cast Your Vote

Your vote is very important. We encourage you to vote your shares and to submit your proxy regardless of whether or not you plan to attend the Annual Meeting. If you properly give your proxy and submit it to us by the voting deadlines described in this section of the Proxy Statement, one of the individuals named as your proxy will vote your shares as you have directed.

Shareholders of Record

If you are a shareholder of record, you may vote in one of the following ways:

By Telephone or over the Internet.

You may submit your proxy by calling the toll-free telephone number noted on your proxy card or Internet Notice. Telephone proxy submission is available 24 hours a day and will be accessible until 3:59 p.m. Eastern Daylight Time on May 1, 2018. Easy-to-follow voice prompts allow you to submit your proxy and confirm that your instructions have been properly recorded.

You also may choose to vote over the Internet. The website for Internet voting is noted on your proxy card or Internet Notice. Internet voting is also available 24 hours a day and will be accessible until 3:59 p.m. Eastern Daylight Time on May 1, 2018. As with telephone proxy submission, you may confirm that your instructions have been properly recorded.

Shareholders who vote through the Internet or submit their proxy by telephone should be aware that they may incur costs to access the Internet or use the telephone, such as usage charges from telephone companies or Internet service providers, and that these costs must be borne by the shareholder.

By Mail.

If you received a paper copy of the proxy card by mail and choose to vote by mail, please mark your proxy card, date and sign it, and promptly return it in the postage-paid envelope provided. We must receive your signed proxy card by 10:00 a.m. Eastern Daylight Time on April 30, 2018.

In Person at the Annual Meeting.

You may vote in person by attending the Annual Meeting and submitting a ballot. In order to be admitted into the Annual Meeting, you must present your proof of ownership of Allergan ordinary shares, government-issued photo identification and, if you are not the actual holder of record of Allergan ordinary shares, proof that you are duly authorized to vote such shares on behalf of the record holder.

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If your shares are held in a brokerage account or by another nominee, you are considered to be the beneficial owner of shares held in street name, and these proxy materials, together with a voting instruction card, are being forwarded to you by your broker, bank or other nominee. As the beneficial owner of the shares, you have the right to direct your broker, bank or other nominee how to vote. You are also invited to attend the Annual Meeting, but because you are not the shareholder of record, you may not vote your shares in person at the Annual Meeting unless you obtain a legal proxy giving you the right to vote your shares at the Annual Meeting from the broker, bank or other nominee holding your shares in street name, and you will need to present the legal proxy and a government-issued photo identification in order to be admitted into the Annual Meeting.

If your shares are held in street name, your broker, bank or other nominee has enclosed or provided voting instructions for you to use in directing the broker, bank or other nominee how to vote your shares.

Voting Matters and Board Recommendations

Voting Matter	Shareholder Approval	Board of Directors Recommendation	Page Reference
Proposal No. 1: To individually elect each of the 12 director nominees as members of the Board of Directors to hold office until the 2019 Annual General Meeting of Shareholders or until each of their respective successors is duly elected and qualified.	Majority of Votes Cast for Each Nominee	FOR EACH NOMINEE	12
Proposal No. 2: To approve, in a non-binding vote, Named Executive Officer compensation.	Majority of Votes Cast	FOR	44
Proposal No. 3: To ratify, in a non-binding vote, the appointment of PricewaterhouseCoopers LLP as the Company's auditor for the fiscal year ending December 31, 2018 and to authorize, in a binding vote, the Board of Directors, acting through its Audit and Compliance	Majority of Votes Cast	FOR	85

Committee, to determine PricewaterhouseCoopers LLP's remuneration.

Proposal No. 4:

To renew the authority of the directors of the Company (the Directors) to issue shares.

Majority of
Votes Cast

FOR

89

Proposal No. 5A:

To renew the Directors' authority to issue shares for cash without first offering shares to existing shareholders.

75% of
Votes Cast

FOR

91

Proposal No. 5B:

To authorize the Directors to allot new shares up to an additional 5% for cash in connection with an acquisition or other capital investment.

75% of
Votes Cast

FOR

91

Proposal No. 6:

Shareholder proposal to require an independent Board Chairman.

Majority of
Votes Cast

AGAINST

94

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After several years of extraordinary evolution that brought a number of transformative acquisitions, 2017 was a year marked by operational excellence and execution on a number of fronts.

2017 WAS A PIVOTAL YEAR MARKED BY STRONG EXECUTION

Additionally, we established a plan to mitigate the financial impact of the anticipated loss of exclusivity for our product Restasis® while protecting our underlying growth profile, margins and cash flow. Our Board of Directors (also referred to throughout this Proxy Statement as our **Board**) and management team are managing the Company for the long term, and we believe that our pipeline combined with strong execution will drive future earnings growth and shareholder value.

Director Nominees

The nominees for our Board of Directors comprise candidates with a diverse set of backgrounds, experiences and skills, and include a new candidate for election, Carol Anthony (John) Davidson, who would bring to our Board of Directors more than 30 years of leadership experience and experience with complex accounting and financial issues across multiple industries, including healthcare.

	Director			
Name	Age	Since	Independent	Committees*
Nesli Basgoz, M.D.	60	2014		Quality and Innovation (C)
Paul M. Bisaro	57	2007		Quality and Innovation
Joseph H. Boccuzi	71	2017		Compensation

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Christopher W. Bodine	62	2009	Compensation Nominating and Corporate Governance (C)
Adriane M. Brown	59	2017	Audit and Compliance Quality and Innovation
Christopher J. Coughlin	65	2014	Compensation Nominating and Corporate Governance
Carol Anthony (John) Davidson	62		
Catherine M. Klema	59	2004	Compensation (C) Nominating and Corporate Governance
Peter J. McDonnell, M.D.	59	2015	Compensation Quality and Innovation
Patrick J. O Sullivan	76	2013	Audit and Compliance Quality and Innovation
Brenton L. Saunders	48	2014	
Fred G. Weiss	76	2000	Audit and Compliance (C) Nominating and Corporate Governance

* (C) denotes Committee Chair

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Corporate Governance

Our corporate governance requirements and practices, which are informed by shareholder feedback and our shareholder outreach program, include the following highlights:

Robust Lead Independent Director role.

Highly independent Board.

Shareholder right to call special meeting with a 10% threshold.

Board oversight of risk Company-wide, including identification and monitoring of risk parameters.

Annual election of directors.

Majority voting for the election of directors in an uncontested election, and plurality voting in a contested election.

Thoughtful Board succession planning and refreshment process (two new independent directors appointed in 2017).

Rigorous annual Board evaluation process, led by an independent third party governance expert.

No poison pill in place.

Shareholder Outreach and Engagement

During 2017, our Board of Directors continued to solicit the views of our shareholders on governance, executive compensation, environmental, social and other matters in order to inform our Board's discussions and decision-making. Our Board believes that this regular, open communication with our shareholders on these matters is critical to our Company's long-term success.

Following our 2017 Annual General Meeting of Shareholders, certain of our independent directors and certain members of our management team engaged with our shareholders to discuss and obtain their feedback on a variety of topics. We reached out to shareholders representing approximately 56% of the Company's outstanding ordinary shares,

and as a result of that outreach, had extensive engagement with shareholders representing approximately 25% of outstanding ordinary shares. Topics discussed as part of this engagement included our executive compensation program; corporate governance matters such as the composition and refreshment of our Board of Directors; succession planning and the leadership structure of our Board of Directors; capital allocation; and corporate social responsibility.

Shareholder feedback from these engagements was shared with our full Board of Directors and its Committees and was included in discussions and deliberations as appropriate.

This was the second straight year that we conducted a shareholder engagement program, and this program has proved to be invaluable for Board governance. We value the feedback of our shareholders and we are committed to continue our ongoing and constructive dialogue with our shareholders throughout the year.

Compensation Highlights

Our executive compensation framework focuses on the following key objectives:

Creating unambiguous long-term shareholder alignment by linking a substantial portion of executives' pay to share price performance.

Delivering sustainable top- and bottom-line growth.

Creating a unified management team aligned to a shared set of objectives.

Attracting and retaining key executive talent.

Providing flexibility and allowing for Compensation Committee discretion in order to reflect individual circumstances as well as changing business conditions and priorities.

Reinforcing our BOLD, entrepreneurial culture.

Table of Contents**2018 NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS AND PROXY STATEMENT****Unambiguous long-term shareholder alignment**

The performance period for two of our long-term incentive awards – our performance share unit awards (**2014 PSUs**) and our Merger Success Award (**MSA**) – concluded in 2017, with the following results.

Award	Metric	Performance Period		Target	Final Performance	Final Payout % of Target
2014 PSUs	Absolute Total Shareholder Return	July 1, 2014	Sept. 1, 2017	10% CAGR	4.4% CAGR	44%
	Relative Total Shareholder Return	July 1, 2014		60 th Percentile of Peer Group ¹	36 th Percentile of Peer Group	60%
MSA		Dec. 31, 2017				

¹ NYSE ARCA DRG Index

We believe the payouts under these awards demonstrate the aspirational nature of those targets and highlight the strong alignment of our incentive programs with our pay for performance philosophy and our shareholders.

BOLD, entrepreneurial culture**Unified team with shared set of objectives**

In 2017, we granted new long-term incentive awards to our NEOs representing equity values for **2018-2019**. Awards were granted 75% in the form of performance share units (**PSUs**) and 25% in the form of restricted stock

units (*RSUs*). The PSUs will be earned based on a 3-year performance period (2017-2019), with an additional 2-year service vesting requirement following the end of the performance period (2020-2021). RSUs vest ratably over a 5-year service period.

Performance Metrics: We received feedback from shareholders that our previous program was too heavily focused on absolute stock price appreciation and to consider adding an operating metric and/or relative total shareholder return (*R-TSR*) metric to our long-term incentive program. Based on this feedback and to align with our strategy focused on advancing our pipeline during the pivotal period when we first became a branded biopharmaceutical company (when delivering on our pipeline and having success with our Open Science acquisitions were critical), we modified the metrics for our PSUs to add an R&D operating metric and change our financial metric from absolute total shareholder return to relative total shareholder return.

Biennial vs. Annual Grants: Certain shareholders also had questions regarding our multi-year grant approach versus a more traditional annual grant cycle approach. We believe that a multi-year grant approach is appropriate for Allergan at this time by creating a unified management team aligned to one simple shared set of objectives (rather than multiple sets of objectives with overlapping performance cycles) and reinforcing our bold, entrepreneurial culture. Having one set of shared objectives for the next three-year period is important given that Allergan's performance during this period is dependent upon execution across a broad range of therapeutic areas and product lines and across our three key regions rather than just on one blockbuster product or single geography. Given our long-term focus, annual sets of objectives with overlapping performance cycles would add unnecessary complexity and could dilute the focus on our important multi-year goals. We saw the value of simplifying objectives with our last multi-year grant, when our leaders were able to remain focused notwithstanding several transformational transactions during that 39-month period. We did, however, decide to move from the triennial grant approach of our initial 2014 program to a biennial grant approach given the dynamic nature of the industry and external environment. This allows the Committee the flexibility to reassess our long-term incentive program design in 2019. Granting equity awards for 2018 and 2019 up front reflects our focus on advancing our pipeline to drive long-term shareholder value and provides significant retention benefits through 2020 and 2021. The decision to grant biennial equity awards in 2017 that cover 2018 and 2019 does not alter the equity value being awarded and executives do not recognize the value of these awards earlier than if we had used a more traditional annual grant cycle approach. See pages 62-65 for additional details. While we believe that multi-year grants were the appropriate design for us to align management incentives to drive our transformation and execution of our brand-only strategy, we will continue to assess whether this approach is appropriate for

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us in the future. In periods where the business strategy is less about transformation and change, we will consider moving to a more traditional annual grant approach. We expect to conduct the next periodic review of our LTI design and strategy in the 2019-2020 timeframe.

Restricted Stock Units: We granted RSUs, rather than options as in prior years, to better balance the risk profile of the portfolio of long-term incentives being awarded to our executives and to create additional retention among our executives over the vesting period, regardless of our absolute share price.

Attracting and retaining key talent

We updated our compensation peer group used for competitive pay and talent benchmarking to better align with our company following the divestiture of our generics business. As part of this update, we added two companies with smaller revenue bases, Biogen Inc. and Celgene Corporation, and removed three companies with larger revenue bases, Novartis AG, Roche Holding AG and Pfizer Inc. We will continue to use Pfizer as a reference company only.

Updated Peer Group

AbbVie Inc.

Amgen Inc.

AstraZeneca plc

Biogen Inc. (*new*)

Bristol-Myers Squibb Company

Celgene Corporation (*new*)

Eli Lilly

Gilead Sciences Inc.

GlaxoSmithKline plc

Merck & Co. Inc.

Novo Nordisk A/S.

Sanofi

As part of its regular market and retention analysis, our Compensation Committee reviewed and increased our NEOs' base salaries, bonus targets (other than for our CEO), and LTI targets to better align with the competitive market for talent. Mr. Saunders, Dr. Nicholson and Mr. Stewart had only received limited adjustments to their compensation since July 2014. Our Compensation Committee utilized our updated peer group, which reflects the evolution of our company, when assessing the competitiveness of our NEOs' compensation levels. Following these adjustments, our NEOs' target compensation levels continue to ensure that a substantial portion of their pay is variable and/or aligned to the performance of our stock.

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2018 NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS AND PROXY STATEMENT

Components of Our Incentive Compensation Program

Component	Purpose and Key Elements
Annual Incentive Program	<p>Incentivizes a focus on annual financial and strategic goals that support long-term value creation.</p> <p>Based on Non-GAAP Performance Net Income Per Share, Non-GAAP Net Revenue and pre-defined strategic goals including operational excellence, harmonization of systems and processes, alignment with our BOLD culture and values, employee, health and safety and quality systems initiatives and talent development.</p>
Long-term Incentive Program	<p>Incentivizes action that will reinforce commitment to our R&D pipeline and results in sustainable share-price performance through long performance measurement and vesting periods.</p> <p><i>Performance Share Units:</i> Awards are earned based 50% on R&D milestones and 50% relative total shareholder return over three years, with additional 2-year service-based vesting.</p> <p><i>Restricted Stock Units:</i> Awards vest ratably over a 5-year service period.</p> <p>Biennial award structure aligns with completion of our transformation from a branded and generics specialty pharmaceutical company to the start of our new strategy as a global branded biopharmaceutical company and ensures no gap between the end of the last grant's performance period (September 2017) and the start of the new performance period. Biennial grant also provides significant retention hooks for our most senior executives through 2020 and 2021.</p> <p>2014 PSUs with a performance period ended September 2017 were earned significantly below target, demonstrating unambiguous pay-for-performance alignment.</p>
Transaction-Based Awards	<p>Awards with significant performance requirements were granted in connection with the acquisitions of Forest Laboratories, Inc. and Allergan, Inc. in 2014 and 2015, respectively.</p>

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Focused executives on delivering on transaction commitments while maintaining industry leading shareholder returns.

Established retention incentives during the critical integration processes.

Transaction awards earned on December 31, 2017 were based on relative total shareholder return, with the outcome demonstrating clear pay-for-performance alignment.

Our Chief Executive Officer Pay Mix

The following chart illustrates the key direct compensation components for our Chief Executive Officer as a percentage of his 2017 total target direct compensation opportunities:

Sound Compensation Practices

Our Board of Directors makes it a priority to put in place compensation practices designed to maximize alignment with long-term shareholder value creation.

At-risk compensation and pay for performance.

Appropriate and relevant peer groups.

No supplemental retirement plans.

Caps on incentive awards.

Independent Compensation Committee consultant.

No single-trigger change in control benefits.

Robust share ownership requirements.

Anti-hedging and anti-pledging policies.

Clawback policies.

No change-in-control excise tax gross-ups.

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Proposal No. 1 Election of Directors

Background

Under the Company's current Articles of Association, the Board of Directors must consist of between five and fourteen directors. Our Board's overarching goal is to have a Board large enough to include all critical skills and perspectives but small enough to work efficiently. Generally, in determining the optimal size, structure and membership, the Board will take into account the Company's then-current circumstances, the Company's near- and longer-term strategic goals and aspirations, the current state of the pharmaceutical industry, legislative and regulatory developments, governance trends, and the views of shareholders and other key stakeholders. Our Board of Directors currently has thirteen members; however, because James H. Bloem and Ronald R. Taylor are not standing for re-election to the Board of Directors, and because Carol Anthony (John) Davidson is standing for election to the Board of Directors, twelve directors are proposed to be elected to serve until the 2019 Annual General Meeting of Shareholders or until their respective successors are duly elected and qualified and the Board has determined that, pending the election of directors at the Annual Meeting, the proper size of the Board shall be twelve directors.

Based upon the recommendation of the Nominating and Corporate Governance Committee, the Board of Directors has nominated Nesli Basgoz, M.D., Paul M. Bisaro, Joseph H. Boccuzzi, Christopher W. Bodine, Adriane M. Brown, Christopher J. Coughlin, Carol Anthony (John) Davidson, Catherine M. Klema, Peter J. McDonnell, M.D., Patrick J. O'Sullivan, Brenton L. Saunders and Fred G. Weiss for reelection as directors to serve until the 2019 Annual General Meeting of Shareholders or until their respective successors are duly elected and qualified.

None of the director nominees were selected pursuant to an arrangement or understanding between such nominee and any other person.

Information about each director nominee is set forth in the following paragraphs and is based on information provided to us as of March 9, 2018. The Board of Directors knows of no reason why any of the nominees will be unavailable to serve, but in the event of any such unavailability, the proxies received will be voted for such substitute nominees as the Board of Directors may recommend, unless the number of directors constituting a full Board of Directors is reduced.

Board Recommendation

The Board of Directors unanimously recommends a vote FOR the election of each of Nesli Basgoz, M.D., Paul M. Bisaro, Joseph H. Boccuzzi, Christopher W. Bodine, Adriane M. Brown, Christopher J. Coughlin, Carol Anthony (John) Davidson, Catherine M. Klema, Peter J. McDonnell, M.D., Patrick J. O'Sullivan, Brenton L. Saunders and Fred G. Weiss.

Required Vote

Persons nominated to serve on our Board of Directors in an uncontested election must each individually receive a greater number of votes cast **FOR** than votes cast **AGAINST** in order to be elected, or re-elected, to the Board of Directors. Accordingly, abstentions will not affect the outcome of the election of directors.

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Please note that if your broker holds your ordinary shares in street name, your broker will not vote your shares on the election of directors and broker non-votes will result, unless you provide your voting instructions to your broker. Broker non-votes will not affect the outcome of the election of directors.

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PROPOSAL NO. 1 ELECTION OF DIRECTORS

Overview of Directors

Our Board of Directors collectively has a skillset well suited to our industry and our short- and long-term strategic objectives, and possesses the requisite leadership, financial, risk management and operating skills. Our Board also has extensive experience across a broad spectrum of the healthcare industry. Our Board is well-balanced in terms of the tenure of its members, which is a testament to our ongoing evaluation of the effectiveness of our Board and search for a highly qualified slate of candidates who can contribute to our Company.

DIRECTOR SKILLS

Name	Industry Experience	Healthcare Knowledge	Global Business	Clinical Medical	Risk Oversight	Executive Leadership	Audit Governance	Financial Corporate & Operational & Strategic	HR/Comp
Basgoz									
Bisaro									
Boccuzzi									
Bodine									
Brown									
Coughlin									
Davidson									

Klema

McDonnell

O Sullivan

Saunders

Weiss

Totals	8	10	10	2	8	7	6	11	10	8
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Director Nomination and Refreshment Process

Nomination

Our goal is to have a highly qualified, balanced, engaged and diverse Board whose members possess the skills and background necessary to maximize shareholder value in a manner consistent with all legal requirements and the highest ethical standards.

Specifically, our Board, through our Nominating and Corporate Governance Committee, seeks candidates who:

Bring to our Board not only critical skills and experience in areas directly important to the success of the Company's business, but also a diversity of experiences and backgrounds, both professionally and personally.

Have high integrity, sound moral character and good judgment.

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For outside directors, satisfy the independence requirements of the New York Stock Exchange (*NYSE*), our Corporate Governance Guidelines and applicable law.

Our Corporate Governance Guidelines specify that the value of diversity on the Board of Directors should be considered by the Nominating and Corporate Governance Committee in the director identification and nomination process. Although the Nominating and Corporate Governance Committee does not assign specific weights to particular criteria, and no particular criterion is necessarily applicable to all prospective nominees, the Committee and the Board both have a strong commitment to creating and maintaining diversity on our Board.

The Nominating and Corporate Governance Committee follows a rigorous process when evaluating candidates for nomination to the Board of Directors. The Nominating and Corporate Governance Committee considers candidates for our Board of Directors from diverse sources, including suggestions from our shareholders and, from time to time, a third party that the Committee engages for a fee to assist in identifying potential director candidates. The Committee makes a final recommendation to the Board of Directors, which then nominates a candidate for election by the shareholders or, as applicable, appoints a candidate to fill a vacancy or new position. The Nominating and Corporate Governance Committee employs the same process for evaluating all candidates, including those properly recommended by shareholders, and considers shareholder recommendations of candidates on the same basis as it considers all other candidates.

Shareholders wishing to recommend a director candidate for consideration by the Nominating and Corporate Governance Committee may do so by sending the candidate's name, biographical information and qualifications, together with a consent in writing signed by the recommended nominee indicating that he or she is willing to be considered as a nominee and, if nominated and elected, will serve as a director, to the Chair of the Nominating and Corporate Governance Committee in care of the Corporate Secretary, Allergan plc, Clonshaugh Business and Technology Park, Coolock, Dublin, D17 E400, Ireland. The submission of a recommendation by a shareholder in compliance with these procedures does not guarantee the selection of the shareholder's candidate or the inclusion of the candidate in our Proxy Statement. However, the Nominating and Corporate Governance Committee will consider any such candidate in accordance with the procedures and guidelines as described above and as set forth in our Corporate Governance Guidelines and the charter of our Nominating and Corporate Governance Committee.

Refreshment

In determining whether to recommend a director for re-election, the Nominating and Corporate Governance Committee considers that director under the same criteria as all other director nominees and with a view toward the anticipated future needs of the Company. Our Board has no term limits or retirement age for service as a Director. At the same time, our Board believes there is value in Board refreshment and turnover so that the mix of directors yields a Board that is as strong as possible from year to year. Accordingly, the Nominating and Corporate Governance Committee annually re-examines whether to re-nominate each sitting director using the same criteria it would an outside candidate, considering criteria such as whether:

The number of other boards on which he or she serves, or his or her age or health, impacts the energy and time needed for active participation on the Board.

His or her experience in a key area has become stale or is no longer relevant given the anticipated future work of the Board.

The length and nature of his or her work on the Board has diminished his or her independence. Both our Corporate Governance Guidelines and the charter of our Nominating and Corporate Governance Committee set forth in further detail the criteria that guide our Board and our Nominating and Corporate Governance Committee in assessing potential candidates for election and re-election to our Board of Directors, and can be found on our website at www.allergan.com under the Investors section.

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PROPOSAL NO. 1 ELECTION OF DIRECTORS

Director Nominees for Election at the Annual Meeting

NESLI BASGOZ, M.D.

Director Since: 2014

Age: 60

Committees:

Quality and Innovation Committee (Chair)

Dr. Basgoz joined the Board of Directors in July 2014 following the Company's acquisition of Forest, having served as a member of the Board of Directors of Forest beginning 2006. Dr. Basgoz is currently the Associate Chief and Clinical Director, Division of Infectious Diseases at Massachusetts General Hospital (MGH), a role she has held since 2001. In addition, Dr. Basgoz is an Associate Professor of Medicine at Harvard Medical School. Dr. Basgoz earned her MD degree and completed her residency in internal medicine at Northwestern University Medical School. She also completed a fellowship in the Infectious Diseases Division at the University of California at San Francisco. She is board certified in both infectious diseases and internal medicine.

The Board of Directors concluded that Dr. Basgoz should serve on the Board of Directors because of her extensive experience in clinical medicine, particularly in the field of infectious diseases and anti-infective therapy, one of our therapeutic areas of focus.

Skills:

In-Depth Healthcare Knowledge

Other Public Company Directorships:

None

Clinical Medical Background

Corporate Governance Experience

**Previous, Recently-Held Public Company
Directorships:**

Forest Laboratories, Inc.

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Table of Contents**PAUL M. BISARO****Director Since:** 2007**Age:** 57**Committees:**

Quality and Innovation Committee

Mr. Bisaro currently serves as the President and Chief Executive Officer of Impax Laboratories, Inc., a role he has held since March 2017. Prior to this, Mr. Bisaro served in a number of executive roles at Allergan before his departure from the Company in December 2016, most recently as Executive Chairman of our Board of Directors from July 2014 to October 2016, and before that as our President and Chief Executive Officer and as Chairman of our Board of Directors beginning October 2013; prior to serving as Chairman, he served on the Board of Directors beginning September 2007. Prior to joining the Company, Mr. Bisaro was President, Chief Operating Officer and a member of the Board of Directors of Barr Pharmaceuticals, Inc., a global specialty pharmaceutical company (Barr), from 1999 to 2007. Between 1992 and 1999, Mr. Bisaro served as General Counsel of Barr, and from 1997 to 1999, served in various additional capacities including Senior Vice President – Strategic Business Development. Prior to joining Barr, he was associated with the law firm Winston & Strawn and a predecessor firm, Bishop, Cook, Purcell and Reynolds, from 1989 to 1992.

The Board of Directors concluded that Mr. Bisaro should serve on the Board of Directors because of his extensive experience as a senior executive in our industry and his knowledge of our Company.

Skills:

Extensive Industry Experience

In-Depth Healthcare Knowledge

Global Business Experience

Risk Oversight Experience

Other Public Company Directorships:

Impax Laboratories, Inc.

Zoetis, Inc.

Other Directorships:

Executive Leadership Experience

Board of Visitors of the Catholic University of
America's Columbus School of Law

Corporate Governance Experience

Financial, Operational & Strategic Expertise

Human Resources & Compensation Experience

**Previous, Recently-Held Public Company
Directorships:**

Zimmer Biomet Holdings, Inc.

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PROPOSAL NO. 1 ELECTION OF DIRECTORS

JOSEPH H. BOCCUZI

Director Since: 2017

Age: 71

Committees:

Compensation Committee

Mr. Boccuzi retired from Spencer Stuart in December 2016 after 24 years of service, where he played a central role in establishing and building the firm’s Life Sciences Practice. He served in positions of increasing responsibility within Spencer Stuart, most recently as a Partner in the firm’s Global Life Sciences, Board and Chief Executive Officer Practices, a role he had held since 1996. Prior to joining Spencer Stuart, Mr. Boccuzi worked in executive search, venture capital and corporate management roles. He served as a consultant with Paul R. Ray & Company, an executive search firm. Prior to that, he worked as a Financial Advisor for Merrill Lynch. Mr. Boccuzi also held several leadership positions at National Patent Development Corporation, a venture capital firm specializing in medical technology and investment throughout the U.S. and worldwide. While there, he managed four medical startup operations serving as chief operating officer, board member and adviser to the board of directors. Prior to that, Mr. Boccuzi worked in sales for Xerox Corporation.

The Board of Directors concluded that Mr. Boccuzi should serve on the Board of Directors because of his deep understanding of leadership, talent and compensation issues in the pharmaceutical industry.

Skills:

- Extensive Industry Experience
- In-Depth Healthcare Knowledge
- Global Business Experience

Other Public Company Directorships:

None

Financial, Operational & Strategic Expertise

**Previous, Recently-Held Public Company
Directorships:**

Human Resources & Compensation Experience

None

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CHRISTOPHER W. BODINE

Director Since: 2009

Age: 62

Committees:

Nominating and Corporate Governance Committee (Chair)

Compensation Committee

Mr. Bodine joined the Board of Directors in 2009. Mr. Bodine retired from CVS Caremark in January 2009 after 24 years with CVS. Prior to his retirement, Mr. Bodine served as President, Healthcare Services of CVS Caremark Corporation, where he was responsible for strategy, business development, trade relations, sales and account management, pharmacy merchandising, marketing, information technology and Minute Clinic. Prior to the merger of CVS Corporation and Caremark Rx, Inc. in March 2007, Mr. Bodine served for several years as Executive Vice President Merchandising and Marketing of CVS Corporation. Mr. Bodine is active in the pharmaceutical industry, having served on a number of boards and committees, including the Healthcare Leadership Council, RI Quality Institute, National Retail Federation, National Association of Chain Drug Stores (NACDS), and the NACDS Pharmacy Affairs and Leadership Committees.

The Board of Directors concluded that Mr. Bodine should serve on the Board of Directors because of his extensive industry experience and knowledge of the needs and operations of our major customers.

Skills:

Extensive Industry Experience

In-Depth Healthcare Knowledge

Global Business Experience

Other Public Company Directorships:

None

Previous, Recently-Held Public Company Directorships:

Risk Oversight Experience	Fred s Inc.
Executive Leadership Experience	Nash Finch
Audit Experience	
Corporate Governance Experience	
Financial, Operational & Strategic Expertise	
Human Resources & Compensation Experience	

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PROPOSAL NO. 1 ELECTION OF DIRECTORS

ADRIANE M. BROWN

Director Since: 2017

Age: 59

Committees:

Audit and Compliance Committee

Quality and Innovation Committee

Ms. Brown joined the Board of Directors in 2017. She is currently serving as Senior Advisor to Intellectual Ventures LLC (Intellectual Ventures), having served as President and Chief Operating Officer of Intellectual Ventures until 2017. Prior to joining Intellectual Ventures, Ms. Brown served in a number of leadership positions at Honeywell International, Inc. (Honeywell) from 1999-2010, most recently as Senior Vice President, Energy Strategy, and prior to that, as President and CEO of Honeywell's Transportation Systems global operating group. Prior to joining Honeywell, Ms. Brown had a nearly 20 year career at Corning, Inc. Ms. Brown received her Bachelor of Science in environmental health from Old Dominion University and a Master's of Science in management (Sloan Fellow) from Massachusetts Institute of Technology. She also received a Doctorate of Humane Letters from Old Dominion University.

The Board of Directors concluded that Ms. Brown should serve on the Board of Directors because of her global business experience as a senior executive in technology-rich companies and her experience identifying, protecting and licensing intellectual property.

Skills:

Other Public Company Directorships:

Global Business Experience

eBay, Inc.

Executive Leadership Experience

Corporate Governance Experience

Other Directorships:

Financial, Operational & Strategic Expertise

Chairman, Pacific Science Center

Human Resources & Compensation Experience

Jobs for America's Graduates

Washington Research Foundation

Seattle Chamber of Commerce

**Previous, Recently-Held Public Company
Directorships:**

Harman International Industries, Inc.

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CHRISTOPHER J. COUGHLIN

Lead Independent Director

Director Since: 2014

Age: 65

Committees:

Compensation Committee

Nominating and Corporate Governance Committee

Mr. Coughlin joined the Board of Directors in July 2014 following the Company's acquisition of Forest, having served as a member of the Board of Directors of Forest beginning 2011. Mr. Coughlin began serving as our Lead Independent Director in October 2016. Mr. Coughlin served as Senior Advisor to the CEO and Board of Directors of Tyco until September 2012. Prior to that, he was Executive Vice President and Chief Financial Officer of Tyco International from 2005 to 2010. During his tenure, he played a central role in the separation of Tyco into five independent, public companies. Prior to joining Tyco, he worked as the Chief Operating Officer of the Interpublic Group of Companies from June 2003 to December 2004, as Chief Financial Officer from August 2003 to June 2004 and as a director from July 2003 to July 2004. Previously, Mr. Coughlin was Executive Vice President and Chief Financial Officer of Pharmacia Corporation from 1998 until its acquisition by Pfizer in 2003. Prior to that, he was Executive Vice President of Nabisco Holdings and President of Nabisco International. From 1981 to 1996 he held various positions, including Chief Financial Officer, at Sterling Winthrop. In addition to the directorships listed below, Mr. Coughlin also previously served on the Board of Directors of Interpublic Group of Companies, Monsanto Company and Perrigo Company.

The Board of Directors concluded that Mr. Coughlin should serve on the Board of Directors, and as our Lead Independent Director, because his depth of experience in executive leadership roles within complex corporate organizations and his service on public company boards, including in the roles of Chairman and Lead Independent

Director, contribute critical risk oversight and management insight to our Board of Directors.

Skills:

Extensive Industry Experience
In-Depth Healthcare Knowledge
Global Business Experience
Risk Oversight Experience
Executive Leadership Experience
Audit Experience
Corporate Governance Experience
Financial, Operational & Strategic Expertise
Human Resources & Compensation Experience

Other Public Company Directorships:

Alexion Pharmaceuticals, Inc. (Chair of the Audit Committee)

Previous, Recently-Held Public Company Directorships:

The Dun & Bradstreet Corp. (Former Chairman of the Board)

Hologic, Inc. (Chair of the Audit Committee)

Covidien

Dipexium

Forest Laboratories, Inc.

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PROPOSAL NO. 1 ELECTION OF DIRECTORS

CAROL ANTHONY (JOHN) DAVIDSON

Director Since: N/A

Age: 62

Committees:

N/A

Mr. Davidson is standing for election to our Board of Directors for the first time. He retired from Tyco International in September 2012, having served as senior vice president, controller and chief accounting officer since January 2004, where he was responsible for overseeing financial reporting, internal controls, and accounting policies and processes. In this role, Mr. Davidson worked as part of Tyco's new senior leadership team in establishing financial integrity, operational excellence and strong ethical practices across Tyco global operations. Prior to joining Tyco in January 2004, Mr. Davidson served as vice president, audit, risk and compliance for Dell Inc. During his six-year career at Dell he also served in other senior capacities, including chief compliance officer and vice president and corporate controller. In addition, Mr. Davidson spent 16 years with Eastman Kodak Company where he led the company's internal audit function and previously served in a variety of accounting and financial leadership roles. He began his career with Arthur Andersen & Co. From 2011 to 2015 he served as a member of the board of trustees of the Financial Accounting Foundation which oversees the FASB and GASB in accounting standards setting. Since 2012, Mr. Davidson has served on the board of governors of the Financial Industry Regulatory Authority (FINRA) which regulates and oversees the US financial industry in the interest of investor protection and market integrity. Mr. Davidson serves as a trustee of University of Rochester, where he earned his MBA in Finance. He earned his BS in Accounting from St. John Fisher College. Mr. Davidson was inducted into the Financial Executives International (FEI) Hall of Fame.

The Board of Directors concluded that Mr. Davidson should serve on the Board of Directors because of his expertise in complex accounting and financial issues, his experience serving on the Boards of self-regulatory organizations,

including FINRA, his experience serving on the Audit Committees of public company boards, and his extensive leadership experience across multiple industries, which includes experience implementing governance and control processes.

Skills:

Global Business Experience

Risk Oversight Experience

Executive Leadership Experience

Audit Experience

Corporate Governance Experience

Financial, Operational & Strategic Expertise

Other Public Company Directorships:

TE Connectivity Ltd.

Legg Mason, Inc.

Pentair Plc (until April 30, 2018)

Other Directorships:

Trustee, University of Rochester

Trustee, Garth Fagan Dance

Previous, Recently-Held Public Company Directorships:

DaVita, Inc.

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CATHERINE M. KLEMA

Director Since: 2004

Age: 59

Committees:

Compensation Committee (Chair)

Nominating and Corporate Governance Committee

Ms. Klema joined the Board of Directors in 2004. She is currently President of Nettleton Advisors LLC, a consulting firm established by Ms. Klema in 2001. Prior to establishing her firm, Ms. Klema served as Managing Director, Healthcare Investment Banking, at SG Cowen Securities from 1997 to 2001. Ms. Klema also served as Managing Director, Healthcare Investment Banking, at Furman Selz LLC from 1994 until 1997, and was employed by Lehman Brothers from 1987 until 1994. Ms. Klema served as a director of Pharmaceutical Product Development, Inc., a global contract research organization, from 2000 to 2011.

The Board of Directors concluded that Ms. Klema should serve on our Board of Directors because of her background in healthcare investment banking and her knowledge of the business of pharmaceutical research and development.

Skills:

Extensive Industry Experience

In-Depth Healthcare Knowledge

Global Business Experience

Risk Oversight Experience

Audit Experience

Other Public Company Directorships:

None

Other Directorships:

Montefiore Health System Board of Trustees

Corporate Governance Experience

**Previous, Recently-Held Public Company
Directorships:**

Financial, Operational & Strategic Expertise

None

Human Resources & Compensation Experience

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PROPOSAL NO. 1 ELECTION OF DIRECTORS

PETER J. MCDONNELL, M.D.

Director Since: 2015

Age: 59

Committees:

Compensation Committee

Quality and Innovation Committee

Dr. McDonnell joined the Board of Directors in March 2015 following the Company's acquisition of Allergan, Inc., having served as a member of the Allergan, Inc. Board of Directors from 2013. Dr. McDonnell has been the Director and William Holland Wilmer Professor of the Wilmer Eye Institute of the Johns Hopkins University School of Medicine since 2003. Dr. McDonnell has also served as the Chief Medical Editor of Ophthalmology Times since 2004, and has served on the editorial boards of numerous ophthalmology journals. Dr. McDonnell also served as the Assistant Chief of Service at the Wilmer Institute from 1987 to 1988. Dr. McDonnell also serves as the President and a director of the National Alliance for Eye and Vision Research and the Alliance for Eye and Vision Research and as the Chief Medical Editor of the Ophthalmology Times. He served as a consultant to the United States Department of Health and Human Services in 1996. Dr. McDonnell served as a full-time faculty at the University of Southern California from 1988 until 1999, where he advanced to the rank of professor in 1994.

The Board of Directors has concluded that Dr. McDonnell should serve on the Board of Directors because he provides our Board of Directors with wide-ranging expertise in ophthalmology, one of our therapeutic areas of focus. He is widely recognized as an international leader in corneal transplantation, laser refractive surgery and the treatment of dry eye.

Skills:

In-Depth Healthcare Knowledge
Clinical Medical Background
Corporate Governance Experience

Other Public Company Directorships:

None

Other Directorships:

Alliance for Eye and Vision Research
National Alliance for Eye and Vision Research
PanAmerican Ophthalmological Foundation

Previous, Recently-Held Public Company Directorships:

Allergan, Inc.

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PATRICK J. O SULLIVAN

Director Since: 2013

Age: 76

Committees:

Audit and Compliance Committee

Quality and Innovation Committee

Mr. O Sullivan joined the Board of Directors in October 2013 following the Company's acquisition of Warner Chilcott, having served as a member of the Warner Chilcott Board of Directors from 2009. He retired from LEO Pharma A/S in 2006, after 30 years of service with LEO. Prior to his retirement, Mr. O Sullivan served in positions of increasing responsibility with LEO, most recently as the Chief Executive Officer of LEO Pharma Ireland and as a director of LEO. He also served as a director of LEO Pharmaceuticals Ltd. UK, LEO Pharma SA France and The LEO Foundation. Mr. O Sullivan is a registered pharmacist, a member and honorary fellow of the Pharmaceutical Society of Ireland and a Knight of the Order of the Dannebrog.

The Board of Directors concluded that Mr. O Sullivan should serve on the Board of Directors because of his demonstrated management ability at senior levels within the pharmaceutical industry, his knowledge of the financial, operational and strategic requirements of a successful international business, and his understanding of the fundamentals of the healthcare industry.

Skills:

Extensive Industry Experience

In-Depth Healthcare Knowledge

Global Business Experience

Other Public Company Directorships:

Amarin Corporation plc (Chair of the Nominating and Corporate Governance Committee)

Risk Oversight Experience

**Previous, Recently-Held Public Company
Directorships:**

Audit Experience

Warner Chilcott Public Limited Company

Corporate Governance Experience

Financial, Operational & Strategic Expertise

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PROPOSAL NO. 1 ELECTION OF DIRECTORS

BRENTON L. SAUNDERS

Chairman

Director Since: 2014

Age: 48

Committees:

None

Mr. Saunders joined the Board of Directors in July 2014 and began serving as our Chairman of the Board in October 2016. Mr. Saunders is Chairman, President and Chief Executive Officer of Allergan plc. He previously served as Chief Executive Officer and President of Forest Laboratories, Inc. and had served as a Director of Forest beginning in 2011. Prior to that, he served as Chief Executive Officer of Bausch + Lomb Incorporated, a leading global eye health company, serving in this capacity from March 2010 until August 2013. Mr. Saunders also held a number of leadership positions at Schering-Plough, including the position of President of Global Consumer Health Care and was named head of integration for the company's merger with Merck & Co. and for Schering-Plough's acquisition of Organon BioSciences. Before joining Schering-Plough, Mr. Saunders was a Partner and Head of Compliance Business Advisory at PricewaterhouseCoopers LLP. Prior to that, he was Chief Risk Officer at Coventry Health Care and Senior Vice President, Compliance, Legal and Regulatory at Home Care Corporation of America. Mr. Saunders began his career as Chief Compliance Officer for the Thomas Jefferson University Health System. Mr. Saunders is a member of the Business Council and PhRMA.

The Board of Directors concluded that Mr. Saunders, as Allergan's CEO, should serve on our Board of Directors, and believe that Mr. Saunders brings to the Board his leadership experience as Chief Executive Officer of two global

healthcare companies and deep pharmaceutical experience, deep management and operational experience, and invaluable senior compliance experience and broad regulatory expertise.

Skills:

Extensive Industry Experience
In-Depth Healthcare Knowledge
Global Business Experience
Risk Oversight Experience
Executive Leadership Experience
Corporate Governance Experience
Financial, Operational & Strategic Expertise
Human Resources & Compensation Experience

Other Public Company Directorships:

Cisco Systems, Inc.

Other Directorships:

RWJBarnabas Health

Previous, Recently-Held Public Company Directorships:

Forest Laboratories, Inc.

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FRED G. WEISS

Director Since: 2000

Age: 76

Committees:

Audit and Compliance Committee (Chair)

Nominating and Corporate Governance Committee

Mr. Weiss joined the Board of Directors in 2000. Mr. Weiss is currently the managing director of the consulting firm FGW Consultancy LLC and was previously the managing director of FGW Associates, Inc., a position he held beginning in 1997. Prior to joining FGW he served as an executive for Warner-Lambert for nearly 20 years, most recently as Vice President, Planning, Investment and Development. Mr. Weiss also served from 2000 to January 2017 as Vice-Chairman of the Board of Directors and Chairman of the Audit Committee of numerous BlackRock-sponsored mutual funds.

The Board of Directors concluded that Mr. Weiss should serve on the Board of Directors because of his financial expertise and experience in strategic planning and corporate development. Mr. Weiss also brings audit and compliance experience to the Board from his previous role as Chairman of the Audit Committee of numerous BlackRock-sponsored mutual funds.

Skills:

Extensive Industry Experience

In-Depth Healthcare Knowledge

Global Business Experience

Risk Oversight Experience

Other Public Company Directorships:

None

Other Directorships:

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Executive Leadership Experience

Michael J. Fox Foundation for Parkinson's Research
(Treasurer and Chair of the Finance Committee)

Audit Experience

Corporate Governance Experience

**Previous, Recently-Held Public Company
Directorships:**

Financial, Operational & Strategic Expertise

Human Resources & Compensation Experience

None

The Board of Directors knows of no reason why any of the foregoing nominees will be unavailable to serve, but in the event of any such unavailability, the proxies received will be voted for such substitute nominees as the Board of Directors may recommend.

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Board and Committee Governance

Corporate Governance Guidelines and Code of Conduct

Our Board of Directors has adopted Corporate Governance Guidelines. These guidelines address the make-up, responsibility and functioning of the Board of Directors and its Committees, and include guidelines relating to:

The Board's determination of its leadership structure, composition and director independence.

Criteria for Board membership and refreshment.

The self-evaluation process of the Board and its Committees.

Shareholder engagement.

Review of management performance.

The Board's authority to retain independent advisors.

Our Board of Directors, through our Audit and Compliance Committee, has also adopted a Code of Conduct, which applies to all of our Board members and all of our officers and employees. The Code of Conduct sets forth and summarizes certain of our policies related to legal compliance and honest and ethical business practices. The Code of Conduct is intended to comply with the standards set forth in Section 303A.10 of the NYSE Listed Company Manual and applicable rules and regulations of the United States Securities and Exchange Commission (**SEC**). Any amendments to, or waivers from, provisions of the Code of Conduct that apply to our directors or executive officers, including our Chief Executive Officer and Chief Financial Officer and persons performing similar functions, will be promptly posted on our website at www.allergan.com under the Investors Corporate Governance section.

You can find links to our Corporate Governance Guidelines and our Code of Conduct on our website at www.allergan.com under the Investors Corporate Governance section. Copies of these materials are also available to shareholders without charge by contacting our Investor Relations department by mail with your request at Allergan plc, Investor Relations, 5 Giralda Farms, Madison, NJ 07940.

Governance Materials Available On Our Website

In addition to our Corporate Governance Guidelines and Code of Conduct, the following Board policies and other corporate governance materials are published on our website at www.allergan.com under the Investors Corporate Governance section:

The members of our Board of Directors, including a biography for each director.

The composition and charter of each of our Board Committees.

Our Memorandum of Association and our Articles of Association.

Our Board of Directors' statement in support of our Social Contract with Patients.

Our Code of Conduct.

Our Corporate Governance Guidelines (which include a description of the responsibilities of our Lead Independent Director).

Information relating to Allergan's corporate compliance program.

Copies of these materials are also available to shareholders without charge by contacting our Investor Relations department by mail with your request at Allergan plc, Investor Relations, 5 Giralda Farms, Madison, NJ 07940.

Director Independence

On an annual basis, our Board of Directors reviews the independence of each person standing for election to the Board of Directors and affirmatively makes a determination as to his or her independence. For a person to be

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considered an independent director, the Board of Directors must determine that the person does not have any direct or indirect material relationship with Allergan (other than as serving as a director of Allergan). The Board of Directors considers any and all additional relevant facts and circumstances in making an independence determination.

Our Board of Directors has determined that all but two of the people standing for election to our Board, which is at least a majority, have no direct or indirect material relationship with us (other than as our director, as applicable) and that these people are independent within the meaning of the independence standards promulgated by the SEC and the NYSE. The Board of Directors has determined that Nesli Basgoz, M.D., Joseph H. Boccuzzi, Christopher W. Bodine, Adriane M. Brown, Carol Anthony (John) Davidson, Christopher J. Coughlin, Catherine M. Klema, Peter J. McDonnell, M.D., Patrick J. O Sullivan and Fred G. Weiss have no material relationship with the Company and constitute (or, in the case of Mr. Davidson, if elected will constitute) independent directors. Mr. Bisaro has been determined to be not independent because he has been an employee of the Company within the last three years. Mr. Saunders has been determined to be not independent because he is our Chief Executive Officer.

In making its independence determinations, the Board of Directors reviewed transactions and relationships between, on the one hand, each director or any member of his or her immediate family, and, on the other hand, the Company or one of its subsidiaries or affiliates, in each case based on information provided by the director, our records and publicly available information. Each of the reviewed transactions and arrangements were entered into in the ordinary course of business and none of the reviewed business transactions, donations or grants involved an amount that exceeded the greater of \$1 million or 2% of either company's revenues with respect to transactions where a director served as an employee or general partner of the entity party to the transaction or any member of his or her immediate family or spouse served as an executive officer or general partner of any such entity. None of our non-employee directors directly or indirectly provides any professional or consulting services to us and none of our directors currently has or has had any direct or indirect material interest in any of the transactions and arrangements that exceeded the greater of \$1 million or 2% of either company's revenues.

Additionally, in making its independence determinations, the Board of Directors considered the fact that many of our independent directors currently serve or have previously served within the last three years as a professor, trustee, director, or member of a board, council or committee for one or more charitable organizations (including research or scientific institutions), hospitals, for profit corporations or any other entity with which Allergan has business transactions or to which Allergan may make grants. These business transactions or grants may include, among other things, purchases of services and supplies, licensing transactions, healthcare sponsorships and programs, research and development and clinical trials, activities, and limited consulting services.

The Board of Directors has determined that the transactions and activities described above were made in the ordinary course and did not affect the independence of the directors involved.

Risk Oversight

Risk oversight continues to be top-of-mind for our Board of Directors. How well we manage risk will ultimately determine our success.

Our Company faces a number of risks, including economic, financial, legal, regulatory, competition, compliance and reputational risks. Primary day-to-day responsibility for the identification, assessment, and prioritization of risks, as

well as for the application of resources to minimize, control, and mitigate these risks, lies with senior management. Our Board of Directors' responsibility with respect to risk is in the area of risk oversight: the Board plays an active role in understanding and overseeing the management of risks that our Company faces and ensures that senior management has the framework and processes in place to effectively and adequately monitor and manage these risks.

Broad risk matters, such as setting the Company's risk appetite and ensuring its fit with strategy, are matters for the full Board. However, certain risk management oversight responsibilities are delegated to Board Committees. The Board Committees meet regularly and report back to the full Board. All Board Committees foster open communication with the Board, which enables the Board to coordinate its oversight of risk and identify risk interrelationships between Committees.

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BOARD AND COMMITTEE GOVERNANCE

The Company allocates responsibility for managing risk as follows:

Overview of Risk Management Responsibilities

Board of Directors	Performs Company-wide risk oversight and identifies and monitors appropriate risk parameters.
Board Committees	Assist the full Board in carrying out its risk oversight function by considering risk in enumerated areas of responsibility.
Senior Management	Performs day-to-day risk management: Identification, assessment, and prioritization of risks. Application of resources to minimize, control, and mitigate risks.

The following Committees have the following risk oversight responsibilities:

Board Committee	Risk Oversight Responsibilities*
Audit and Compliance Committee	Oversees major areas of financial and compliance risk exposure. Responsible for reviewing the Company's risk assessment and risk management policies, including the Allorgan Code of Conduct.

Responsible for reviewing the Company's effective corporate compliance program, including updates on the core components of the program.

Responsible for reviewing the Company's continuous efforts and progress with respect to managing risk.

Compensation Committee	Oversees risks relating to the Company's compensation programs to ensure that these programs do not lead to excessive risk-taking by our employees and that employee interests are aligned with the interests of the Company's stockholders, as discussed in more detail in the Risk Assessment section of this Proxy Statement on page 70.
Quality and Innovation Committee	Oversees risks relating to the Company's compliance with quality systems and other legal and regulatory requirements related to product safety and quality and environmental, health and safety matters.
	Oversees risks relating to the Company's strategy, activities, results and investment in product research and development and innovation initiatives.

* A detailed overview of each Committee's responsibilities can be found in the respective Committee charters on our website at www.allergan.com under the Investors Corporate Governance section.

Leadership Structure

Our Board believes that Allergan's leadership structure must be considered in the context of its specific culture, circumstances, strategic objectives and challenges. Accordingly, our Board reevaluates its leadership structure annually to ensure that the most efficient and appropriate structure is in place for our Company's needs, which may evolve over time.

Our Corporate Governance Guidelines do not mandate whether the roles of Chairman of the Board and Chief Executive Officer should be combined or separate, but rather provide for the appointment of a Lead Independent Director when the Chairman is not an independent director.

The duties of the Lead Independent Director include:

Presiding at meetings of the Board at which the Executive Chair is not present, including executive sessions of the independent directors.

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Having the authority to call meetings of independent directors.

Approving meeting agendas for the Board.

Approving meeting schedules for the Board to assure that there is sufficient time for discussion of all agenda items.

Approving presentation materials and other written information sent to the Board.

Being available for consultation and director communication with major shareholders.

Recommending the retention of advisers and consultants.

Leading Executive Chair and CEO performance evaluations.

Leading the CEO succession planning process.

Being available to directors who have concerns that cannot be addressed through the Executive Chair.

Serving as a liaison, where appropriate, between the Executive Chair and independent directors.

Serving as a liaison, where appropriate, between management and independent directors.

Performing such other duties as the Board may determine from time to time.

The Company's Board of Directors annually reviews the Board's leadership structure, including whether to have an independent Chair and the role of the Lead Independent Director. The Board last reviewed its structure in October 2017.

As a result of this review, the Board determined that Mr. Brenton L. Saunders continues to be the right person to serve as its Chair at this time because of his deep knowledge of the Company and its management and operations, and the extensive experience with complex pharmaceutical enterprises, that he brings to the role of director and Board Chair. The Board also determined that Mr. Christopher J. Coughlin continues to be the right person to serve as Lead Independent Director, given his depth of experience in biopharmaceuticals; his demonstrated skill in managing companies before, during and after significant corporate transformations; and his extensive service on public company

boards, for which he was recognized as Director of the Year by the National Association of Corporate Directors in 2015.

Board Evaluations

Our Board is committed to continuous improvement and recognizes the fundamental role a robust Board and Committee evaluation process plays in ensuring that our Board maintains an optimal composition and is functioning effectively.

Board Self-Evaluations

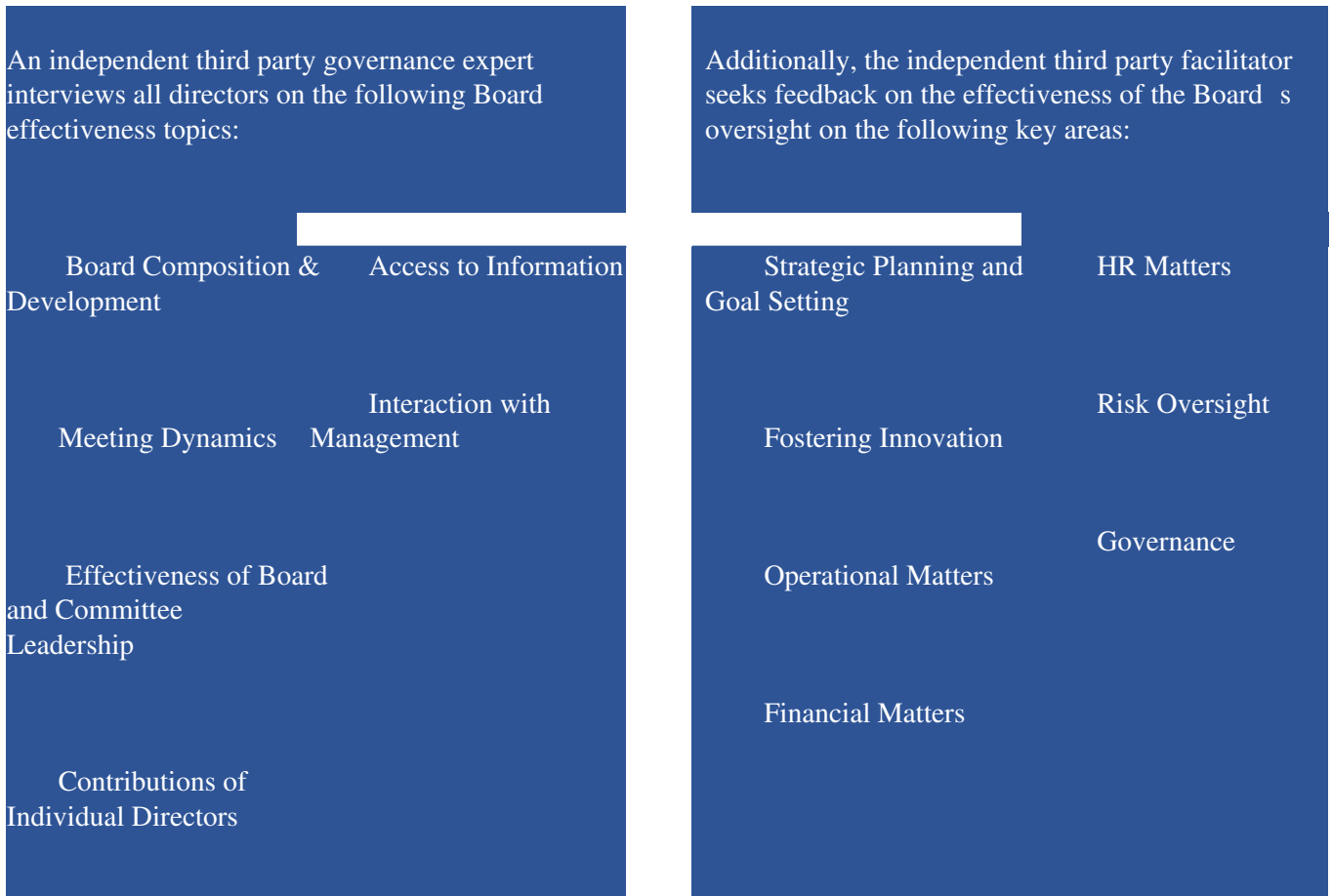
The Board, in conjunction with the Nominating and Corporate Governance Committee, conducts an annual self-evaluation of its effectiveness and to identify opportunities where an enhancement or change in practices may lead to further improvement. The Nominating and Corporate Governance Committee also uses this process to assess and determine the characteristics and skills required of prospective candidates for election to the Board.

Consistent with its charter (available on our website at www.allergan.com under the Investors Corporate Governance section), the Nominating and Corporate Governance Committee is responsible for the Board evaluation process. However, the evaluation is conducted by an independent third party facilitator with deep experience in corporate governance matters and assessments of board effectiveness.

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BOARD AND COMMITTEE GOVERNANCE

The Board self-evaluation process is as follows:



The results of the interviews and the scores provided on the series of questions are analyzed and presented to the full Board in a report that includes both key strengths in Board effectiveness and opportunities for enhancing

Board effectiveness.

The Board discusses the report presented by the independent third party facilitator and chooses one or two priorities (or more, if warranted by the report) to focus on in order to increase its effectiveness. A leader (either from the Committee or from management, as appropriate given the subject matter) is assigned to each priority.

The Nominating and Corporate Governance Committee uses the results of the evaluation in determining the characteristics and skills required of prospective candidates for election to the Board. It also uses these results to make recommendations to the Board with respect to assignments of Board members to various Board Committees, and Board refreshment, as the Board re-evaluates each of the directors annually.

Individual feedback for directors is delivered by Board leadership to help facilitate the contributions of every director to the Board at his/her highest capability.

Committee Self-Evaluations

Each Committee of the Board – the Audit and Compliance Committee, Compensation Committee, Nominating and Corporate Governance Committee, and Quality and Innovation Committee – annually evaluates its performance as a Committee.

The evaluation process is similar to that of the Board and is also facilitated by an independent third party. Each Committee's evaluation is focused on the Committee's effectiveness in performing its key functions.

The Chair of each Committee reports the respective Committee's conclusions to the Board and may make recommendations for improvement to the Board.

Succession Planning

Our Board of Directors recognizes that one of its most critical responsibilities is to guarantee excellence and stability in our Company's senior leadership. As a result, our Board is actively engaged in talent management. Our Board

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oversees the development of executive talent and plans for the succession of the Chairman of our Board, our directors, our Chief Executive Officer and other senior members of executive management.

Board Succession Planning

The Nominating and Corporate Governance Committee considers the critical needs of the Company regularly, taking into account the results of the annual Board of Directors and Committee evaluations and other relevant data to assess Board skills and the leadership capabilities of existing directors to ensure that there are sitting directors who are ready to fill the roles of Chairman, Lead Independent Directors and Chair of each of our Committees should one of those directors vacate his or her position unexpectedly.

Chief Executive Officer Succession Planning

Our Board of Directors is responsible for the selection of our Chief Executive Officer. In connection with its preparation of short- and long-term succession plans for the Chief Executive Officer, including in the event of unanticipated vacancy, our Board of Directors regularly reviews leadership development initiatives, surveys the market for potential candidates in the event of unanticipated vacancy and identifies and periodically updates the skills, experience and attributes that they believe are required to be an effective Chief Executive Officer in light of the Company's business strategy, prospects and challenges.

Shareholder Engagement

Our Board of Directors believes that regular, open communication with our shareholders is critical to our Company's long-term success. We recognize the importance of listening to and taking into account the views of our shareholders on performance, governance, environmental, social, executive compensation and other matters, and our Board is committed to understanding Company shareholders' views and considering their input as the Board and management makes important decisions.

This is why Allergan includes an extensive outreach program that establishes and cultivates investor relationships as part of its governance program. This outreach is conducted in accordance with the following process:

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BOARD AND COMMITTEE GOVERNANCE

After our 2017 Annual General Meeting of Shareholders, and following an extensive engagement effort in 2016 in which we met with shareholders representing approximately 37% of the Company's outstanding ordinary shares, some of our independent directors and members of our management team engaged with our shareholders to discuss and obtain their feedback on a variety of topics. As part of such engagement in 2017, we reached out to shareholders representing approximately 56% of the Company's outstanding ordinary shares, and had extensive engagement with shareholders representing approximately 25% of outstanding ordinary shares. Many of the shareholders to whom we reached out indicated that they did not see a need to meet with us in light of our engagement with them in 2016.

Topics discussed as part of this engagement included our executive compensation program; corporate governance matters such as the composition and refreshment of our Board of Directors; succession planning and the leadership structure of our Board of Directors; capital allocation; and corporate social responsibility.

Shareholder feedback from these engagements was shared with our full Board of Directors and its Committees and was included in discussions and deliberations as appropriate.

We appreciate the feedback of our shareholders and we are committed to ongoing constructive dialogue with our shareholders throughout the year.

Board Meetings

During the fiscal year ended December 31, 2017, the Board of Directors of Allergan plc held four in-person Board meetings and one telephonic meeting. In addition, from time to time, the Board is provided with updates telephonically or in writing regarding matters for which it has oversight. Each incumbent director attended at least 75 percent of the combined total of (i) all Board of Directors meetings and (ii) all meetings of Committees of which such director was a member. We do not have a policy with regard to Board members' attendance at our Annual General Meeting of Shareholders. All of the members of the Board of Directors then in office attended our 2017 Annual General Meeting of Shareholders.

Executive Sessions

We schedule regular executive sessions in which all of the directors meet without management participation. We also schedule regular executive sessions in which only independent directors meet. In each case, these executive sessions are included as part of each regularly scheduled in-person Board meeting. Mr. Coughlin chairs executive sessions of the independent directors of the Board.

Committees

The Board of Directors has four standing Committees: the Audit and Compliance Committee, the Compensation Committee, the Nominating and Corporate Governance Committee and the Quality and Innovation Committee.

Each Committee:

Operates in accordance with a written charter adopted by the Board (published on our website at www.allergan.com under the Investors Corporate Governance Committee Charters section).

Reviews its charter on an annual basis.

Evaluates its performance on