

## TEVA PHARMACEUTICAL INDUSTRIES LIMITED

### COMPLIANCE COMMITTEE CHARTER

#### **1. Status**

The Compliance Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Teva Pharmaceutical Industries Limited (the “Company”).

The Committee shall consist of three or more directors, a majority of whom in the judgment of the Board shall be independent in accordance with applicable New York Stock Exchange standards and other applicable laws and regulations.

The Board may designate one member of the Committee as the Committee chairperson.

#### **2. Purpose**

The purpose of the Committee is to oversee, on behalf of the Board, (i) the Company’s policies and practices for complying with laws, regulations and internal procedures, (ii) the Company’s policies and practices regarding issues that have the potential to seriously impact the Company’s business and reputation, (iii) the Company’s commitment, policies and practices for acting as a responsible, ethical corporate citizen, and (iv) the Company’s global public policy positions.

For the avoidance of doubt, nothing in this Charter is intended to derogate any of the Audit Committee’s duties and responsibilities under its charter or otherwise imposed by applicable law or regulation.

The Committee chairperson shall share relevant information and routinely collaborate with the Audit Committee chairperson on (i) any findings that may create or indicate any defects or potential defects in the business management of the Company; (ii) any other findings that may reflect a systemic or widespread compliance or regulatory issue that exposes the Company to significant legal, compliance or reputational risk, and (iii) any other findings or issues that the Committee chairperson determines needs to be reported to the Audit Committee.

#### **3. Duties and Responsibilities**

The Committee has the following roles and responsibilities:

3.1 to oversee the Company’s policies and

practices for complying with laws, regulations and internal procedures (other than regarding financial reporting matters), including, without limitation: product safety, manufacturing and quality requirements; environmental practices; applicable securities laws and regulations; the U.S. Foreign Corrupt Practices Act of 1977, as amended, and all foreign equivalents; marketing and promotional practices; privacy requirements; pricing decisions; clinical research; research and development; FDA requirements; fair competition practices; current industry practices and the Company’s Code of Conduct;

3.2 to monitor and evaluate new developments and key trends relating to regulatory compliance, corporate responsibility and government relations that affect or could affect the Company;

3.3 to oversee the Company’s compliance program and evaluate its effectiveness and adequacy, review and approve the internal compliance audit plan and receive periodic updates from the Chief Compliance Officer on major compliance-related activities;

3.4 to review the Company’s policies and practices regarding issues that have the potential to seriously impact the Company’s business operations and reputation;

3.5 to oversee the Company’s commitment to social responsibility (including matters such as community outreach, academic relations, social impact programs and stakeholder management.

3.6 to oversee the Company’s global public policy positions and government affairs activities; and

#### *Evaluation of Performance*

3.7 to review annually its own performance and the adequacy of its charter.

#### **4. Meetings**

The Committee shall regularly report directly to the Board on the Committee’s actions.

The Committee shall meet at least four times each year and at such other times as it deems necessary to fulfill its responsibilities.

The chairperson of the Audit Committee shall be invited by the Committee chairperson to participate in the Compliance Committee, as deemed relevant to the Committee's agenda. Furthermore, the Committee may invite to its meetings other directors, Company management, the internal auditor and such other persons as the Committee deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings anyone with a personal interest in the matters to be discussed.

The Committee shall have authority to obtain advice and assistance from internal and external legal counsel and other advisors as necessary to fulfill the responsibilities of the Committee, and approve the advisor's fees and other retention terms, and receive appropriate funding from the Company, as determined by the Committee, for the payment of compensation to any such advisors.

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

#### **5. Charter Amendments**

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval. Any member of the Committee may submit proposed Charter amendments to the Board. The Board shall circulate any proposed Charter amendment to members of the Committee immediately upon receipt. By a majority vote, the Board may approve amendments to this Charter.

Last amended on December 14, 2017.