

PERRIGO Co plc  
Form PRE 14A  
March 04, 2016  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

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

**PERRIGO COMPANY PLC**

(Name of Registrant as Specified in Its Charter)

N/A

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

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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:

(2) Aggregate number of securities to which transaction applies:

(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):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**NOTICE OF 2016 ANNUAL GENERAL MEETING**

**Perrigo Company plc's 2016 Annual General Meeting of Shareholders**

**will be held at the following day, time and location:**

**Date: Tuesday, April 26, 2016**

**Location: The Westbury Hotel,**

**Time: 10:00 a.m. GMT**

**Grafton, Dublin 2, Ireland**

Meeting Agenda:

1. Elect the ten director nominees named in the Proxy Statement as directors to serve until the Company's Annual General Meeting of Shareholders in 2017.
2. Ratify, in a non-binding advisory vote, the appointment of Ernst & Young LLP as the independent auditor of the Company and authorize, in a binding vote, the Board of Directors, acting through the Audit Committee, to fix the remuneration of the auditor.
3. Approve, in a non-binding advisory vote, the Company's executive compensation.
4. Authorize the Company and/or any subsidiary of the Company to make market purchases and overseas market purchases of Company shares.
5. Determine the price range at which the Company can reissue shares that it holds as treasury shares.
6. Transact such other business that may properly come before the meeting.

Proposals 1 through 4 are ordinary resolutions requiring the approval of a simple majority of the votes cast at the meeting. Proposal 5 is a special resolution requiring the approval of not less than 75% of the votes cast. All proposals are more fully described in this Proxy Statement.

During the meeting, management will also present the Company's Irish Statutory Financial Statements for the period June 28, 2015 through December 31, 2015, along with the related directors' and auditor's reports.

If you plan on attending the meeting, you may obtain admission tickets at the registration desk immediately prior to the meeting. Shareholders whose shares are registered in the name of a broker, bank or other nominee should bring proof or certificate of ownership to the meeting.

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While all shareholders are invited to attend the meeting, only shareholders of record on February 26, 2016 may vote on the matters to be acted upon at the meeting.

**Your vote is important. Please consider the issues presented in this Proxy Statement and vote your shares as soon as possible. To do so, you should promptly sign, date and return the enclosed proxy card or proxy voting instruction form or vote by telephone or Internet following the instructions on the proxy card or instruction form.**

By order of the Board of Directors

Todd W. Kingma

*Executive Vice President, General Counsel*

*and Company Secretary*

March 17, 2016

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*We are once again pleased to take advantage of the Securities and Exchange Commission rule allowing companies to furnish proxy materials to their shareholders over the Internet. This e-proxy process expedites shareholders' receipt of proxy materials while reducing the costs and the environmental impact of our annual meeting. On or about March 17, 2016, we mailed to our beneficial owners and consenting shareholders of record a notice of internet availability of proxy materials containing instructions on how to access our proxy statement and Transition Report and how to vote online. All other shareholders will receive a paper copy of the proxy statement, proxy card and Transition Report by mail unless otherwise notified by us or our transfer agent. The notice of internet availability contains instructions on how you can (i) receive a paper copy of the proxy statement, proxy card and Transition Report if you only received a notice by mail or (ii) elect to receive your proxy statement and Transition Report over the Internet if you received them by mail this year.*

This Proxy Statement, the Transition Report on Form 10-KT and Irish Statutory Financial Statements for the six-month period ended December 31, 2015, are available at <http://www.viewproxy.com/perrigo/2016>.

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**Perrigo Company plc**

**Proxy Statement**

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The proxy statement, form of proxy and voting instructions are being mailed to shareholders starting on or about March 17, 2016.

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**Proxy Summary**

Here are highlights of important information you will find in this proxy statement. As this is only a summary, we encourage you to review the complete proxy statement before you vote.

**Governance**

Annual director elections; all directors and director nominees except Mr. Papa and Mr. Coucke are independent under the New York Stock Exchange ( NYSE ) rules.

All committee members are independent under NYSE rules.

Board of Directors is diverse in gender, ethnicity, experience and skills.

Independent directors regularly meet in executive session.

Lead independent director.

Annual board and committee assessments.

**Shareholder Interest**

No shareholder rights plan.

Executive compensation emphasizes performance-based compensation.

Annual advisory vote on executive compensation, with over 88% of the votes cast at our Annual General Meeting ( AGM ) in 2015 approving the compensation of our named executive officers.

Directors and executive officers are subject to robust share ownership guidelines.

**Financial Results for the Six Month Period Ended December 31, 2015**

Net sales of \$2.8 billion.



Operating income of \$94.5 million.

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| 4. Authorize the Company and/or any subsidiary of the Company to make market purchases and overseas market purchases of Company shares  | FOR                              | 55   |
| 5. Determine the price range at which the Company can reissue shares that it holds as treasury reserves   | FOR                              | 56   |

**Meeting Information**

**Location: The Westbury Hotel, Grafton, Dublin 2, Ireland**

**Date: April 26, 2016**

**Time: 10:00 a.m. GMT**

Only shareholders at the close of business on the record date, February 26, 2016, may vote at the AGM. Each share is entitled to one vote on each matter to be voted on at the AGM.

**Even if you have voted by proxy, you may still attend and vote at the AGM. Please note, however, that if you are a beneficial owner whose shares are held in street name, you are not the shareholder of record. In that event, if you wish to attend and vote at the AGM, you must obtain a proxy issued in your name from that holder of record giving you the right to vote your shares at the AGM, or if you are a beneficial owner of shares traded through the Tel Aviv Stock Exchange, you must obtain a certificate of ownership from the Tel Aviv Stock Exchange Clearing House Ltd. member through which your shares are registered.**

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**Voting Information**

**1. Who may vote and how many votes do I have?**

Shareholders owning Perrigo's ordinary shares at the close of business on February 26, 2016, the record date, or their proxy holders, may vote their shares at the AGM. On that date, there were 143,202,294 Perrigo ordinary shares outstanding.

Each ordinary share held as of the record date is entitled to one vote on each matter properly brought before the AGM.

**2. What is the difference between holding shares as a shareholder of record and as a beneficial owner?**

**Shareholder of Record:** If your ordinary shares are registered directly in your name with Perrigo's Transfer Agent, Computershare, you are considered, with respect to those shares, the shareholder of record.

**Beneficial Owner:** If your shares are held in a brokerage account or by another nominee (including through a Tel Aviv Stock Exchange (TASE) Clearing House member), 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, and you are also invited to attend, but not vote at, the AGM. If you are a beneficial owner, you may not vote your shares in person at the AGM unless you obtain a legal proxy giving you the right to vote those shares at the AGM from the broker, bank or other nominee holding your shares in street name, or if you are a beneficial owner of shares traded through the TASE, unless you obtain a certificate of ownership from the Tel Aviv Stock Exchange Clearing House Ltd. (the TASE Clearing House) member through which your shares are registered. If your shares are held in this way, your broker, bank or other nominee should have enclosed or provided voting instructions for you to use in directing the broker, bank or other nominee how to vote your shares.

**3. How do I vote?**

While you should follow the specific voting instructions given by your bank, broker or other nominee; here is a summary of the common voting methods:

If you own ordinary shares as a shareholder of record, you may vote your shares in any of the following ways:

mailing your completed and signed proxy card in the enclosed return envelope by following the instructions set forth in the enclosed proxy card;

voting by telephone by following the recorded instructions or over the Internet as instructed on the enclosed proxy card; or

attending the AGM and voting in person.

If you hold your shares in street name (other than through a TASE Clearing House member):

You will need to obtain a legal proxy from your bank, broker or nominee in order for you to vote in person at the AGM and submit the legal proxy along with your ballot at the AGM. In addition, you may request paper copies of the Proxy Statement from your broker, bank or nominee by following the instructions on the Internet Notice of Availability provided by your broker, bank or nominee.

If you own shares that are traded through the TASE, you may vote your shares in one of the following two ways:

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By mail: complete, sign and date the proxy card and attach to it an ownership certificate from the TASE Clearing House member through which your shares are registered (i.e., your broker, bank or other nominee) indicating that you were the beneficial owner of the shares on February 26, 2016, the

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record date for voting, and return the proxy card, along with the ownership certificate, to our designated address for that purpose in Israel, P.O. Box 7100, Tel Aviv, 6107002, Israel. The proxy card and ownership certificate must be received no later than April 20, 2016, to be included in the tally of shares voted at the AGM. If the TASE member holding your shares is not a TASE Clearing House member, please make sure to include an ownership certificate from the TASE Clearing House member in which name your shares are registered.

In person: attend the AGM, where ballots will be provided. If you choose to vote in person at the AGM, you need to bring an ownership certificate from the TASE Clearing House member through which your shares are registered (i.e., your broker, bank or other nominee) indicating that you were the beneficial owner of the shares on February 26, 2016, the record date for voting. If the TASE member holding your shares is not a TASE Clearing House member, please make sure to include an ownership certificate from the TASE Clearing House member in which name your shares are registered.

#### **4. May I change my vote after I have mailed my signed proxy card or voted by telephone or over the Internet?**

Yes, if you own ordinary shares as a shareholder of record, you may change your vote at any time before your proxy is voted at the AGM in one of four ways:

timely deliver a valid later-dated proxy by mail by following the instructions set forth in the enclosed proxy card;

timely deliver written notice that you have revoked your proxy to the Company Secretary at the following address:  
Perrigo Company plc,

Treasury Building,

Lower Grand Canal Street,

Dublin 2, Ireland

Attn: Company Secretary;

timely submit revised voting instructions by telephone or over the Internet by following the instructions set forth on the proxy card;  
or

attend the AGM and vote in person. Simply attending the AGM, however, will not revoke your proxy or change your voting instructions; you must vote by ballot at the AGM to change your vote.

If you are a beneficial owner of shares held in street name or otherwise (including through a TASE Clearing House member) and you have instructed your bank, broker or other nominee to vote your shares, you may revoke your proxy at any time, before it is exercised, by:

following the requirements of your bank, broker or nominee or the TASE Clearing House member through which your shares are registered (if your shares are traded through the TASE); or

voting in person at the AGM by obtaining a legal proxy from your bank, broker or nominee and submitting the legal proxy with your ballot (if your shares are traded through the NYSE) or by obtaining a certificate of ownership from the TASE Clearing House

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member through which your shares are registered and submitting the certificate of ownership along with your ballot (if your shares are traded through the TASE).

### **5. How does discretionary voting authority apply?**

If you sign, date and return your proxy card or vote by telephone or Internet, your vote will be cast as you direct. If you do not indicate how you want to vote, you give authority to Judy Brown and Todd Kingma to vote on the items discussed in these proxy materials and on any other matter that is properly raised at the AGM. In that event, your proxy will be voted consistent with the board's voting recommendations and FOR or AGAINST any other properly raised matters at the discretion of Judy Brown and Todd Kingma.

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### **6. What constitutes a quorum?**

According to our Memorandum and Articles of Association, the presence of more than 50% of the total issued shares constitutes a quorum. You will be considered part of the quorum if you return a signed and dated proxy card, vote by telephone or Internet, or attend the AGM in person. Abstentions and broker non-votes are counted as shares present at the AGM for purposes of determining whether a quorum is present at the meeting.

### **7. What are broker non-votes?**

A broker non-vote occurs when the broker, bank or other holder of record that holds your shares in street name is not entitled to vote on a matter without instruction from you and you do not give any instruction. Unless instructed otherwise by you, brokers, banks and other street name holders will not have discretionary authority to vote on any matter at the AGM other than Proposal 2 and will be considered broker non-votes having no effect on the relevant resolution.

### **8. What is the required vote?**

To pass an ordinary resolution, a simple majority of the votes cast in person or by proxy must be in favor of the resolution, while 75% of the votes cast is required for a special resolution to pass.

The election of each person nominated to serve as a director in Proposal 1 and Proposals 2 through 4 are ordinary resolutions requiring a simple majority of votes cast. Proposal 5 is a special resolution requiring 75% of votes cast to pass. Abstentions and broker non-votes will have no impact on the outcome of any proposal.

### **9. How do I submit a shareholder proposal or director nomination for the next AGM?**

If you want to submit a proposal for inclusion in our proxy statement for the 2017 AGM or nominate an individual for election as a director at the 2017 AGM, you should carefully review the relevant provisions of the Company's Memorandum and Articles of Association. You must submit your proposal no later than November 17, 2016. Your proposal must be in writing and must comply with the proxy rules of the Securities and Exchange Commission (the SEC) and the Memorandum and Articles of Association of the Company. If you want to submit a proposal to be raised at the 2017 AGM but not included in the proxy statement, we must receive your written proposal on or after January 26, 2017, but on or before February 15, 2017. If you submit your proposal after the deadline, then SEC rules permit the individuals named in the proxies solicited by Perrigo's Board of Directors for that meeting to vote on that proposal at their discretion, but they are not required to do so.

To properly bring a proposal (other than the nomination of a director) before an annual general meeting, the advance notice provisions of our Articles of Association require that your notice of the proposal must include in summary: (1) your name and address and the name and address of the beneficial owner of the shares, if any; (2) the number of Perrigo ordinary shares owned beneficially and of record by you and any beneficial owner as of the date of the notice (which information must be supplemented as of the record date); (3) a description of certain agreements, arrangements or understandings that you or any beneficial owner have entered into with respect to the shares (which information must be supplemented as of the record date) or the business proposed to be brought before the meeting; (4) a representation that you or any beneficial owner are the holder of shares entitled to vote at the meeting and intend to appear at the meeting to propose such business; (5) a representation whether you or any beneficial owner are a part of a group that intends to deliver a proxy statement or otherwise solicit proxies on the proposal; (6) any other information regarding you or any beneficial owner that would be required under the SEC's proxy rules and regulations; and (7) a brief description of the business you propose to be brought before the meeting, the reasons for conducting that business at the meeting, and any material interest that you or any beneficial owner has in that business. You should send any proposal to our Company Secretary at the address on the cover of this proxy statement.

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With respect to director nominations, the advance notice provisions of our Articles of Association require that your notice of nomination must include: (1) your name and address and the name and address of the beneficial owner of the shares, if any; (2) the number of Perrigo ordinary shares owned beneficially and of record by you and any beneficial owner as of the date of the notice (which information must be supplemented as of the record date); (3) a description of certain agreements, arrangements or understandings that you or any beneficial owner have entered into with respect to the shares (which information must be supplemented as of the record date); (4) a representation that you or any beneficial owner are the holder of shares entitled to vote at the meeting and intend to appear at the meeting to propose such business; (5) a representation whether you or any beneficial owner are a part of a group that intends to deliver a proxy statement or otherwise solicit proxies on the proposal; (6) the name, age and home and business addresses of the nominee; (7) the principal occupation or employment of the nominee; (8) the number of Perrigo ordinary shares that the nominee beneficially owns; (9) a statement that the nominee is willing to be nominated and serve as a director; (10) an undertaking to provide any other information required to determine the eligibility of the nominee to serve as an independent director or that could be material to shareholders' understanding of his or her independence; and (11) any other information regarding you, any beneficial owner or the nominee that would be required under the SEC's proxy rules and regulations had our Board of Directors nominated the individual. You should send your proposed nomination to our Company Secretary at the address on the cover of this proxy statement.

### **10. What are the Irish Statutory Financial Statements?**

The Irish Statutory Financial Statements are the financial statements required to be prepared in accordance with the Irish Companies Act 2014 and cover the results of operations and financial position of the Company for the period June 28, 2015 through December 31, 2015. We are presenting our Irish statutory financial statements, including the reports of the auditor and the directors thereon, at the AGM and mailing those accounts to shareholders of record. Since we are an Irish company, we are required to prepare Irish statutory financial statements under applicable Irish company law and deliver those accounts to shareholders of record in connection with our AGM. However, as shareholder approval of those financial statements is not required, it will not be sought at the AGM. We will mail without charge, upon written request, a copy of the Irish statutory financial statements to beneficial owners and shareholders of record of our shares. Requests should be sent to: Perrigo Company plc, Attention: Company Secretary, Treasury Building, Lower Grand Canal Street, Dublin 2, Ireland or by email at [GeneralMeeting@perrigo.com](mailto:GeneralMeeting@perrigo.com).

### **11. What does it mean if I receive more than one proxy card?**

Your shares are likely registered differently or are in more than one account. You should complete and return each proxy card you receive to guarantee that all of your shares are voted.

### **12. Who pays to prepare, mail and solicit the proxies?**

Perrigo pays all of the costs of preparing and mailing the proxy statement and soliciting the proxies. We do not compensate our directors, officers and employees for mailing proxy materials or soliciting proxies in person, by telephone or otherwise.

### **13. Can I access these proxy materials on the Internet?**

Yes. The Proxy Statement and our Transition Report on Form 10-KT and a link to the means to vote by Internet are available at <http://www.viewproxy.com/perrigo/2016>.



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### **Change in Fiscal Year**

On December 18, 2014, the Board of Directors approved a change in the Company's fiscal year-end from the Saturday closest to each June 30 to December 31. Starting on January 1, 2016, the Company's fiscal year-end will begin on January 1 and end on December 31 of each year. The Company's fiscal year 2015 ended on June 27, 2015 and was followed by a transition period from June 28, 2015 to December 31, 2015 (the 2015 Stub Period).

### **Corporate Governance**

#### **General**

We manage our business under the direction of our Board of Directors. The Chief Executive Officer (CEO) is a member of, and reports directly to, our Board, and members of our executive management team regularly advise our Board on those business segments for which each executive has management responsibility. Our Board is kept informed through discussions with our CEO and other officers, by reviewing materials provided to them, by visiting our offices and by participating in Board and committee meetings.

#### **Corporate Governance Guidelines**

The Board of Directors has adopted Corporate Governance Guidelines that are available on our website (<http://www.perrigo.com>) under the heading Investors Corporate Governance Governance Guidelines. The Board may amend these guidelines from time to time. We will mail a copy of these guidelines to any shareholder upon written request to our Company Secretary, Todd W. Kingma, at Treasury Building, Lower Grand Canal Street, Dublin 2, Ireland or by email at [GeneralMeeting@perrigo.com](mailto:GeneralMeeting@perrigo.com). As part of our ongoing commitment to corporate governance, we periodically review our corporate governance policies and practices for compliance with the provisions of the Sarbanes-Oxley Act of 2002 and the rules and regulations of both the SEC and the NYSE.

#### **Code of Conduct**

Our Code of Conduct acknowledges that a reputation for ethical, moral and legal business conduct is one of Perrigo's most valuable assets. In addition to acknowledging special ethical obligations for financial reporting, the Code requires that our employees, officers and directors comply with laws and other legal requirements, avoid conflicts of interest, protect corporate opportunities and confidential information, conduct business in an honest and ethical manner and otherwise act with integrity and in Perrigo's best interest. Our Code of Conduct is available on our website (<http://www.perrigo.com>) under the heading Investors Corporate Governance Code of Conduct, and we will promptly post any amendments to or waivers of the Code on our website. We will mail a copy of our Code of Conduct to any shareholder upon request to our Company Secretary, Todd W. Kingma, at Treasury Building, Lower Grand Canal Street, Dublin 2, Ireland, or at [GeneralMeeting@perrigo.com](mailto:GeneralMeeting@perrigo.com).

#### **Director Independence**

Our Corporate Governance Guidelines provide that a substantial majority of our directors should meet NYSE independence requirements. A director will not be considered independent unless the Board of Directors determines that the director meets the NYSE independence requirements and has no relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Based on its most recent annual review of director independence, the Board of Directors has determined that nine of our current eleven directors are independent, including Laurie Brlas, Gary M. Cohen, Jacquelyn A. Fouse, Ellen R. Hoffing, Michael J. Jandernoa, Gerald K. Kunkle, Jr., Herman Morris, Jr., Donal O'Connor and Shlomo Yanai. Joseph C. Papa and Marc Coucke are not independent under these standards because they are currently serving as officers of Perrigo.

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In making its independence determination, the Board of Directors has broadly considered all relevant facts and circumstances and concluded that there are no material relationships that would impair these directors' independence.

### **Board Oversight of Risk**

While management is responsible for day-to-day risk management, the Board of Directors is responsible for the overall risk oversight of the Company. The Board's committees take the lead in discrete areas of risk oversight when appropriate. For example, the Audit Committee is primarily responsible for risk oversight relating to financial statements, the Remuneration Committee is primarily responsible for risk oversight relating to executive compensation and the Company's compensation policies and practices, and the Nominating & Governance Committee is primarily responsible for risk oversight relating to corporate governance. These committees report to the Board of Directors on risk management matters.

Management periodically presents to the Board of Directors its view of the major risks facing the Company, which may include a dedicated enterprise risk management presentation. Matters such as risk appetite and management of risk are also discussed at this meeting. In addition, risk is regularly addressed in a wide range of Board discussions, including those related to segment or business unit activities, specific corporate functions (such as treasury, intellectual property, capital allocation and taxation matters), acquisitions, divestitures and consideration of other extraordinary transactions. As part of these discussions, our directors ask questions, offer insights and challenge management to continually improve its risk assessment and management. The Board has full access to management as well as the ability to engage advisors to assist the Board in its risk oversight role.

### **Board Leadership**

Our governance documents provide the Board with flexibility to select the appropriate leadership structure for the Company. While the Board has no fixed policy with respect to combining or separating the offices of the Chairman of the Board and the Chief Executive Officer, our Corporate Governance Guidelines provide that, if the Chairman of the Board is an executive officer or for any other reason is not an independent director, the independent directors of the Board are required to elect a Lead Independent Director. In making leadership structure determinations, the Board considers many factors, including the specific needs of the business and what is in the best interests of the Company's shareholders.

Our current leadership structure consists of a combined Chairman of the Board and Chief Executive Officer, an independent director serving as Lead Independent Director, and strong, active independent directors. The Board believes that the Company and its shareholders are well-served by this leadership structure. Having one person serve as both Chairman of the Board and Chief Executive Officer provides clear leadership for the Company and helps ensure accountability for the successes and failures of the Company. At the same time, having a Lead Independent Director vested with key duties and responsibilities and three independent Board Committees chaired by independent directors provides a formal structure for strong, independent oversight of the Chairman and Chief Executive Officer and the rest of the Company's management team.

### **Lead Independent Director**

Since August 2003, the Board of Directors has appointed an independent director to serve as Lead Independent Director. The role of the Lead Independent Director includes:

presiding at all Board meetings at which the Chairman is not present, including executive sessions of the independent directors;

serving as a liaison between the Chairman and the independent directors, including being responsible for communicating with the CEO regarding CEO performance evaluations and providing feedback from the independent director sessions;

having the authority to call meetings of the independent directors; and

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approving Board meeting agendas and schedules to assure there is sufficient time for discussion of all agenda items.

The Lead Independent Director is selected from those Perrigo directors who are independent, who have had a minimum of three years of service on Perrigo's Board of Directors, and who have not been a former executive officer of Perrigo. The Lead Independent Director position is for an initial term of three years subject to annual reviews by our Nominating & Governance Committee and re-election as a director at the intervening AGM. Following the initial three-year term, the Board may elect on an annual basis to continue the term of the Lead Independent Director.

Gerald K. Kunkle, Jr. has held the position of Lead Independent Director of Perrigo Company since August 2009. In February 2016, Mr. Kunkle was selected by the Board to serve as Perrigo's Lead Independent Director for another one-year term.

## **Shareholder Engagement**

We believe that ongoing, transparent communication with our shareholders is critical to our long-term success. We have a robust shareholder engagement program, and we regularly communicate with our shareholders through a number of forums, including quarterly earnings presentations, investor conferences, securities filings, phone calls, plant tours and individual meetings. During 2015, we engaged in meaningful dialogue with our top 50 shareholders, as well as numerous other current and prospective shareholders, on topics such as our business performance and overall corporate strategy, capital allocation, industry and market trends, corporate governance, M&A strategy and executive compensation. Our shareholders have provided us with valuable feedback and external viewpoints that inform the way we think about our business and strategy, and we are committed to a continuing dialogue.

## **Board of Directors and Committees**

Perrigo's Board of Directors met ten times during the 2015 Stub Period. In addition to these meetings, directors attended Board committee meetings. The Board of Directors has standing Audit, Remuneration and Nominating & Governance Committees, and there were a total of fifteen committee meetings during the 2015 Stub Period. Each director attended at least 75% of the regularly scheduled and special meetings of the Board and Board committees on which he or she served during the 2015 Stub Period.

We encourage all of our directors to attend our annual general meetings, and ten of the eleven directors attended the AGM in 2015.

The Board has adopted a charter for each of the Audit, Remuneration and Nominating & Governance Committees that specifies the composition and responsibilities of each committee. Copies of the charters are available on our website (<http://www.perrigo.com>) under Investors' Corporate Governance Committees and are available in print to shareholders upon request to our Company Secretary, Todd W. Kingma, Treasury Building, Lower Grand Canal Street, Dublin 2, Ireland, or [GeneralMeeting@perrigo.com](mailto:GeneralMeeting@perrigo.com).

## **Audit Committee**

During the 2015 Stub Period, the Audit Committee met seven times. The Audit Committee currently consists of the following independent directors: Laurie Brlas (Chair), Jacquelyn A. Fouse, Ellen R. Hoffing and Donal O'Connor.

The Audit Committee monitors our accounting and financial reporting principles and policies and our internal controls and procedures. It is directly responsible for the compensation and oversight of the work of the independent registered public accounting firm in the preparation and issuance of audit reports and related work,

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including the resolution of any disagreements between management and the independent registered public accounting firm regarding financial reporting. It is also responsible for overseeing the work of our internal audit function. Additional information on the committee and its activities is set forth in the Audit Committee Report on page 43.

The Board of Directors has determined that each member of the Audit Committee (1) meets the audit committee independence requirements of the NYSE listing standards and the rules and regulations of the SEC and (2) is able to read and understand fundamental financial statements, as required by the NYSE listing standards. The Board has also determined that Laurie Brlas, Jacquelyn A. Fouse, Ellen Hoffing and Donal O Connor have the requisite attributes of an audit committee financial expert under the SEC's rules and that such attributes were acquired through relevant education and work experience.

## **Remuneration Committee**

During the 2015 Stub Period, the Remuneration Committee met five times. The Remuneration Committee currently consists of the following independent directors: Ellen R. Hoffing (Chair), Gerald K. Kunkle, Jr., Laurie Brlas and Shlomo Yanai.

The Remuneration Committee reviews and recommends to the Board compensation arrangements for the CEO and non-employee directors. It also reviews and approves the annual compensation for executive officers, including salaries, bonuses and incentive and equity compensation, and administers Perrigo's incentive and other long-term employee compensation plans. The Remuneration Committee has engaged Meridian Compensation Partners, LLC (Meridian) as its independent consultant to assist it in considering and analyzing market practices and trends as well as management's compensation recommendations. Perrigo has not retained Meridian to perform any other compensation-related or consulting services for Perrigo. Additional information regarding the processes and procedures of the Remuneration Committee is presented in the Compensation Discussion and Analysis Compensation Program Administration section, beginning on page 16. In addition, interactions between Meridian and management are generally limited to discussions on behalf of the Committee or as required to compile information at the Committee's direction. Based on these factors, its own evaluation of Meridian's independence pursuant to the requirements approved and adopted by the SEC and the NYSE, and information provided by Meridian, the Committee has determined that the work performed by Meridian does not raise any conflicts of interest.

## **Nominating & Governance Committee**

During the 2015 Stub Period, the Nominating & Governance Committee met three times. The Nominating & Governance Committee currently consists of the following independent directors: Gary M. Cohen (Chair), Herman Morris Jr. and Gerald K. Kunkle, Jr.

The Nominating & Governance Committee identifies and recommends to the Board qualified director nominees. This committee also develops and recommends to the Board the Corporate Governance Guidelines applicable to Perrigo, leads the Board in its annual review of Board performance and makes recommendations to the Board with respect to the assignment of individual directors to various committees.

## **Executive Sessions of Independent Directors**

The independent members of the Board of Directors hold regularly scheduled meetings in executive session without management and also meet in executive session with the CEO on a regular basis.

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### **Board and Committee Self-Assessments**

The Board and the Audit, Remuneration and Nominating & Governance Committees have adopted a three-year cycle for conducting board and committee self-assessments. Year 1 assessments are conducted with extensive internal questionnaires; Year 2 assessments are conducted by a third party; and Year 3 assessments are conducted with abbreviated internal questionnaires. Through this process, directors evaluate the composition, effectiveness, process and skills of the Board and individual Committees and identify areas that merit further focus or consideration. The results of the assessments are reviewed and discussed by the Nominating & Governance Committee, which then reports to and leads a discussion with the full Board.

### **Shareholder Communications with Directors**

Shareholders and other interested parties may communicate with any of our directors or with the independent directors as a group by writing to them in care of our Company Secretary, Todd W. Kingma, at Treasury Building, Lower Grand Canal Street, Dublin 2, Ireland. Relevant communications will be distributed to the appropriate directors depending on the facts and circumstances outlined in the communication. In accordance with the policy adopted by our independent directors, any communications that allege or report significant or material fiscal improprieties or complaints about internal accounting controls or other accounting or auditing matters will be immediately sent to the Chair of the Audit Committee and, after consultation with the Chair, may be sent to the other members of the Audit Committee. In addition, the Lead Independent Director will be advised promptly of any communications that allege misconduct on the part of Perrigo management or that raise legal or ethical concerns about Perrigo's practices or compliance concerns about Perrigo's policies. The General Counsel maintains a log of all such communications, which is available for review by any Board member upon his or her request.

### **Director Nominations**

The Nominating & Governance Committee is responsible for screening and recommending candidates for service as a director and considering recommendations offered by shareholders in accordance with our Articles of Association. The Board as a whole is responsible for approving nominees. The Nominating & Governance Committee recommends individuals as director nominees based on various criteria, including their business and professional background, integrity, diversity, understanding of our business, demonstrated ability to make independent analytical inquiries and the willingness and ability to devote the necessary time to Board and committee duties. A director's qualifications in meeting these criteria are considered at least each time the director is recommended for Board membership. Should a new director be needed to satisfy specific criteria or to fill a vacancy, the Nominating & Governance Committee will initiate a search for potential director nominees, and it may seek input from other Board members, the CEO, senior management and any outside advisers retained to assist in identifying and evaluating candidates.

Shareholders may nominate candidates for consideration at an annual general meeting by following the process described in the Articles of Association and summarized in this proxy statement under [Voting Information](#) [How do I submit a shareholder proposal or director nomination for the next AGM?](#)

Upon a change in a director's job responsibility, including retirement, our Corporate Governance Guidelines require the director to tender his or her resignation from the Board. The Nominating & Governance Committee will consider the change in circumstance and make a recommendation to the Board to accept or reject the offer of resignation.

### **Stock Ownership**

Under our Corporate Governance Guidelines, each director who is not a Perrigo employee is required to attain stock ownership at a level equal to five times his or her annual cash retainer. Non-employee directors are subject to the same definition of stock ownership and retention requirements as executive officers, the details of which are described in the Compensation Discussion and Analysis [Executive Stock Ownership Guidelines](#) section, on page 26. All of our non-employee directors are in compliance with these guidelines.

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### **Certain Relationships and Related-Party Transactions**

Our Code of Conduct precludes our directors, officers and employees from engaging in any type of activity, such as related-party transactions, that might create an actual or perceived conflict of interest. In addition, our Board of Directors adopted a Related-Party Transaction Policy that requires that all covered related-party transactions be approved or ratified by the Nominating & Governance Committee. Under that policy, each executive officer, director or director nominee must promptly notify the Chair of the Nominating & Governance Committee and our General Counsel in writing of any actual or prospective related-party transaction covered by the policy. The Nominating & Governance Committee, with input from our Legal Department, reviews the relevant facts and approves or disapproves the transaction. In reaching its decision, the Nominating & Governance Committee considers the factors outlined in the policy, a copy of which is available on our website (<http://www.perrigo.com>) under the heading Investors Corporate Governance Related-Party Transaction Policy.

In addition, on an annual basis, each director and executive officer completes a Directors and Officers Questionnaire that requires disclosure of any transactions with Perrigo in which he or she, or any member of his or her immediate family, has a direct or indirect material interest in Perrigo. The Nominating & Governance Committee reviews the information provided in response to these questionnaires.

Related-party transactions since the beginning of the 2015 Stub Period are described below. Each was reviewed and approved in accordance with our policy. The Nominating & Governance Committee determined that the terms of these transactions are no less favorable to us than would be the case with an unrelated third party.

#### **Omega Acquisition**

On March 30, 2015, we acquired Omega Pharma Invest NV (Omega) from Alychlo NV (Alychlo) and Holdco I BE NV for nearly \$3.0 billion in equity and cash, with \$1.4 billion of existing Omega debt assumed by us in the transaction. Marc Coucke, the founder and Chief Executive Officer of Omega, and his spouse are the principal shareholders of Alychlo, which received all of the equity consideration in the acquisition that represented a value of approximately \$2.26 billion at that time. Following the acquisition, Mr. Coucke was appointed as acting permanent representative of Mylecke Management, Art & Invest NV (Mylecke), serving as EVP, General Manager, Omega Pharma.

Under the terms of the acquisition agreement, Mr. Coucke is subject to a non-compete until the later of March 30, 2020, or three years after the date he ceases to be a service provider, consultant, manager, or director of the Company or any of its subsidiaries, subject to certain exceptions. In addition, the equity consideration shares are subject to a lock-up agreement, and the Company has granted Alychlo registration rights in connection with the issuance of those shares.

#### **Consulting Agreements**

Effective January 1, 2016, we entered into a Consulting Agreement with Ran Gottfried, a former director, pursuant to which Mr. Gottfried will provide special expertise and knowledge primarily with respect to Israeli and other international business governance and board of director practices for a monthly fee of \$31,250. The Consulting Agreement has a term of sixteen months.

On November 5, 2014, Omega entered into a Consultancy Agreement with Mylecke, represented by Marc Coucke, which we assumed in connection with the Omega acquisition. Mr. Coucke serves as EVP, General Manager, Branded Consumer Healthcare. The Consultancy Agreement requires Mr. Coucke to, upon request, assist the Omega business in Belgium. The Consultancy Agreement provides for annual fixed reimbursement of \$1,200,000; eligibility for an annual bonus, the amount and criteria to be determined by the Board of Directors,

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and reimbursement for reasonable out-of-pocket expenses. No bonus was awarded to Mr. Coucke in the 2015 Stub Period. The Consultancy Agreement has an indefinite term. We may terminate the Consultancy Agreement at any time (i) if Mr. Coucke seriously breaches the terms of it or (ii) if we pay Mr. Coucke 1,200,000. Mr. Coucke may terminate the Consultancy Agreement at any time if (i) we seriously breach the terms of it or (ii) Mr. Coucke provides six months notice. Mr. Coucke is subject to non-solicitation provisions during the term of the Consultancy Agreement and for twelve months thereafter.

### **Trademark License Agreement**

On October 23, 2015, Alychlo and Omega Pharma Belgium N.V. ( Omega Pharma Belgium ) entered into a Trademark License Agreement. Mr. Coucke and his spouse are the principal shareholders of Alychlo. Pursuant to the Trademark License Agreement, Alychlo granted Omega Pharma Belgium a non-exclusive right to use certain K-Protect trademarks in connection with the production and sale of certain products in Belgium and France that are sold pursuant to a Distribution Agreement, dated June 26, 2015, between Omega Pharma Belgium and WIN S.A. Under the Distribution Agreement, Omega Pharma Belgium is WIN S.A.'s sole and exclusive distributor for certain food supplements in specified European countries. Distribution began in November 2015, and net sales of the products in fiscal 2016 are expected to be approximately 3 million. Pursuant to the Trademark License Agreement, Omega Pharma Belgium is required to pay a royalty of 10% of net sales on products using K-Protect trademarks. The Distribution Agreement expires in October 2020, after which it will be renewed for five-year terms if between six and eight months prior to the end of any term either party gives notice of renewal and the other party does not object.

### **Distribution Agreement and Consent to Assignment**

On October 30, 2015, Pharco S.A. ( Old Pharco ) and Omega entered into a Consent to Assignment pursuant to which Old Pharco assigned to Pharco Innovations N.V. ( New Pharco ) all of Old Pharco's rights under a Distribution Agreement, dated October 24, 2015, between Old Pharco and Omega. Mr. Coucke has an ownership interest in Old Pharco and is an 80% shareholder of New Pharco. Under the terms of the Distribution Agreement, Omega is New Pharco's exclusive distributor of certain products in Belgium and Luxembourg. New Pharco will supply products to Omega on a consignment basis and pay Omega a distribution fee based on 20% of the net sales of the products, which are expected to be approximately 4 million in fiscal 2016. Between December 2017 and December 2019, Omega has the option to purchase the products at a price based on annual sales. The Distribution Agreement expires in October 2019, after which it will be renewed for five-year terms if between six and eight months prior to the end of any term either party gives notice of renewal and the other party does not object.

### **Sponsorship Agreement**

On September 14, 2015, Omega Pharma Belgium entered into a sponsorship agreement with KV Oostende, a Belgian professional soccer club owned by Mr. Coucke. Under the three-year agreement, Omega Pharma Belgium pays an annual sponsorship fee of 250,000 for advertising and promotional activities.

### **Director Compensation**

The Remuneration Committee reviews and makes a recommendation to the Board regarding non-employee director compensation. In determining the level and mix of compensation for non-employee directors, the Remuneration Committee considers peer and other market data, practices and trends as well as information and analyses provided by Meridian, its independent consultant.

All of our non-employee directors are paid an annual cash retainer of \$75,000. A supplemental annual cash retainer is also paid to committee chairs, the Lead Independent Director, and non-chair committee members as

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described below. However, during the 2015 Stub Period, our non-employee directors received retainers representing one-half of the annual amounts to reflect the six-month duration of the 2015 Stub Period.

|  |                  |
|--|------------------|
| <b>Committee Member Retainer:</b>          |                  |
| Audit                                      | \$ 12,500        |
| Remuneration                               | \$ 12,500        |
| Nominating & Governance                    | \$ 8,000         |
| <b>Committee Chair Retainer:</b>           |                  |
| Audit                                      | \$ 25,000        |
| Remuneration                               | \$ 25,000        |
| Nominating & Governance                    | \$ 16,000        |
| <b>Lead Independent Director Retainer:</b> | <b>\$ 30,000</b> |

In general, our non-employee directors also receive annual equity awards in the form of restricted stock units vesting one year after the grant date. These grants are made pursuant to our shareholder-approved 2013 Long-Term Incentive Plan and are intended to directly link an element of director compensation to shareholders' interests. Typically, the grant date for the equity portion of the directors' compensation is the fifth trading day after the day on which the Company publicly releases its first quarter earnings.

For the 2015 Stub Period, our non-employee directors received equity awards in the form of restricted stock units having a value of approximately \$150,000, representing one-half the value of a normal annual award to reflect the six-month duration of the 2015 Stub Period. These awards vest in six months, and their grant date fair value is based on \$162.29, the closing price of the Company's ordinary shares on the grant date.

Our non-employee directors also receive a travel stipend of \$10,000 per international trip to compensate them for the time spent traveling to attend board meetings in other countries. In addition, non-employee directors receive \$1,000 per day for activities requiring travel in furtherance of board or Perrigo business (other than to and from regularly scheduled Board and committee meetings).

Directors who are Perrigo employees receive no fees for their services as directors.

The following table summarizes the compensation during the 2015 Stub Period of our non-employee directors who served during the 2015 Stub Period.

**Director Compensation**

|                              | <b>Fees Earned or<br/>Paid in Cash (\$)</b> | <b>Stock<br/>Awards (\$)<sup>(1) (2)</sup></b> | <b>Total (\$)</b> |
|------------------------------|---|--|-------------------|
| Laurie Brlas                 | 86,250                                      | 149,956  | 236,206           |
| Gary M. Cohen                | 76,500                                      | 149,956  | 226,456           |
| Jacquelyn A. Fouse           | 73,750                                      | 149,956  | 223,706           |
| David Gibbons <sup>(3)</sup> | 55,883                                      |  | 55,883            |
| Ran Gottfried <sup>(3)</sup> | 60,197                                      |  | 60,197            |
| Ellen R. Hoffing             | 89,250                                      | 149,956  | 239,206           |
| Michael J. Jandernoa         | 67,500                                      | 149,956  | 217,456           |
| Gerald K. Kunkle, Jr.        | 94,750                                      | 149,956  | 244,706           |
| Herman Morris, Jr.           | 71,500                                      | 149,956  | 221,456           |
| Donal O' Connor              | 43,750                                      | 149,956  | 193,706           |
| Shlomo Yanai <sup>(4)</sup>  | 23,553                                      | 149,956  | 173,509           |

1) Represents the grant date fair value of 924 shares of service-based restricted stock units granted to each non-employee director on November 4, 2015, calculated in accordance with U.S. GAAP. The shares vest six months after the grant date. The grant date fair value is based on \$162.29 per share, the closing price of Perrigo Company plc ordinary shares on the NYSE on the grant date. As of December 31, 2015, each active non-employee director held 924



unvested restricted stock units.

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- 2) As of December 31, 2015, there were no unvested stock options held by non-employee directors. The total number of shares subject to vested stock options held by each non-employee director as of December 31, 2015 was: Ms. Brlas, 7,225; Mr. Cohen, 10,278; Ms. Fouse, 2,726; Ms. Hoffing, 14,435; Mr. Jandernoa, 24,093; Mr. Kunkle, Jr., 24,093; Mr. Morris, Jr., 24,093; Mr. O Connor, 0; and Mr. Yanai, 0.
- 3) Mr. Gibbons and Mr. Gottfried retired from the Board effective November 4, 2015.
- 4) Mr. Yanai was elected to the Board effective November 4, 2015.

**Ownership of Perrigo Ordinary Shares****Directors, Nominees and Executive Officers**

The following table shows how many Perrigo ordinary shares the directors, nominees, and named executive officers, individually and collectively, beneficially owned as of February 26, 2016, the record date. The percent of class owned is based on 143,202,294 Perrigo ordinary shares outstanding as of that date. The named executive officers are the individuals listed in the Summary Compensation table on page 30.

Beneficial ownership is a technical term broadly defined by the SEC to mean more than ownership in the usual sense. In general, beneficial ownership includes any shares a shareholder can vote or transfer and stock options that are exercisable currently or become exercisable within 60 days. Except as otherwise noted, the shareholders named in this table have sole voting and investment power for all shares shown as beneficially owned by them.

|  | Ordinary Shares<br>Beneficially Owned | Options<br>Exercisable<br>Within 60 Days of<br>Record Date | Total            | Percent<br>of Class |
|--|---------------------------------------|--|------------------|---------------------|
| <b>Directors</b>   |                                       |  |                  |                     |
| Laurie Brlas   | 9,977                                 | 7,225  | 17,202           | *                   |
| Gary M. Cohen  | 12,871                                | 10,278   | 23,149           | *                   |
| Marc Coucke <sup>(1)</sup>   | 5,397,711                             |  | 5,397,711        | 3.76%               |
| Jacquelyn A. Fouse   | 3,436                                 | 2,726  | 6,162            | *                   |
| Ellen R. Hoffing   | 8,604                                 | 14,435   | 23,039           | *                   |
| Michael J. Jandernoa <sup>(2)</sup>  | 433,120                               | 24,093   | 457,213          | *                   |
| Gerald K. Kunkle, Jr.  | 25,207                                | 24,093   | 49,300           | *                   |
| Herman Morris, Jr. <sup>(3)</sup>  | 4,981                                 | 24,093   | 29,074           | *                   |
| Donal O Connor <sup>(4)</sup>  | 2,367                                 |  | 2,367            | *                   |
| Joseph C. Papa   | 118,515                               | 137,671  | 256,186          | *                   |
| Shlomo Yanai   |                                       |  |                  | *                   |
| <b>Named Executive Officers Other Than Directors</b>                           |                                       |  |                  |                     |
| Judy L. Brown  | 12,429                                | 21,430   | 33,859           | *                   |
| John T. Hendrickson <sup>(5)</sup>   | 9,879                                 | 2,378  | 12,257           | *                   |
| Todd W. Kingma <sup>(6)</sup>  | 12,320                                | 34,758   | 47,078           | *                   |
| Jeff Needham   | 7,340                                 | 6,054  | 13,394           | *                   |
| <b>Directors and Executive Officers as a Group (18 Persons) <sup>(7)</sup></b> | <b>6,070,225</b>                      | <b>344,357</b>   | <b>6,414,582</b> | <b>4.47%</b>        |

\* Less than 1%.

- 1) Shares owned are held indirectly by Alychlo NV, a Belgium-based limited liability company in which Marc Coucke and his spouse are the principal shareholders. Pursuant to the terms of a lock-up agreement dated March 30, 2015 entered into in connection with the Omega acquisition, without the issuer's prior written consent, the transfer or other disposition of the 5,397,711 Perrigo Ordinary Shares acquired by Alychlo are restricted 50% until March 30, 2017

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and the remaining 50% until March 30, 2018, subject to certain permitted exceptions. Of the 5,397,711 shares, 1,081,742 shares are being held in escrow until June 30, 2016.

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- 2) Shares owned consist of 2,797 shares owned directly by Mr. Jandernoa; 178,690 shares owned by the Michael J. Jandernoa Trust, of which Mr. Jandernoa is trustee; 102,403 shares owned by the Susan M. Jandernoa Trust, of which Mrs. Jandernoa is trustee; 54,354 shares owned by The Jandernoa 2018 Charitable Remainder Uni-Trust; and 94,876 shares owned by The Jandernoa 2028 Charitable Remainder Uni-Trust.
- 3) Shares owned include 850 shares owned as custodian for Mr. Morris children.
- 4) Shares owned include 1,198 shares in an Approved Retirement Fund.
- 5) Shares owned include 9,879 shares owned by the John T. Hendrickson Trust, of which Mr. Hendrickson is the trustee.
- 6) Shares owned include 2,000 shares in the Todd Kingma Charitable Remainder Uni-Trust.
- 7) See footnotes 1 through 6. Includes directors and executive officers as of February 26, 2016.

**Other Principal Shareholders**

The following table shows all shareholders other than directors, nominees and named executive officers that we know to be beneficial owners of more than 5% of Perrigo's ordinary shares. The percent of class owned is based on 143,202,294 Perrigo ordinary shares outstanding as of February 26, 2016, the record date.

| Name and Address of Beneficial Owner   | Ordinary Shares Beneficially Owned | Percent of Class |
|--|------------------------------------|------------------|
| BlackRock Inc. <sup>(1)</sup><br>55 East 52nd Street<br>New York, NY 10055   | 12,235,155                         | 8.54%            |
| The Vanguard Group <sup>(2)</sup><br>100 Vanguard Blvd.<br>Malvern, PA 19355 | 9,232,826                          | 6.45%            |

- 1) BlackRock Inc., has sole voting power with respect to 10,317,785 of the shares shared voting power with respect to none of the shares and sole dispositive power with respect to all of the shares. This information is based on a Schedule 13G/A filed with the SEC on February 10, 2016.
- 2) The Vanguard Group, Inc. has sole voting power with respect to 269,424 of the shares, shared voting power with respect to 14,500 of the shares, shared dispositive power with respect to 286,457 of the shares and sole dispositive power with respect to 8,946,369 shares. This information is based on a Schedule 13G/A filed with the SEC on February 11, 2016.

**Section 16(a) Beneficial Ownership**

**Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires that Perrigo's executive officers, directors and 10% shareholders file reports of ownership and changes of ownership of Perrigo ordinary shares with the SEC. Based on a review of copies of these reports provided to us and

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written representations from executive officers and directors, we believe that all filing requirements were met during the 2015 Stub Period, with the exception of one transaction in March 2015 that was included in Mr. Papa's Form 4 filed in December 2015.

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### **Executive Compensation**

#### **Compensation Discussion and Analysis**

This section summarizes the objectives and each element of the compensation program for the Chief Executive Officer, Chief Financial Officer and the next three most highly compensated executive officers who were serving at the end of the 2015 Stub Period (collectively referred to as the named executive officers). You should review this section with the tabular disclosures that begin with the Summary Compensation table on page 30.

#### **Executive Summary**

##### **Executive Compensation Philosophy and Compensation Structure**

Although the Company's Executive Compensation Philosophy did not change for the 2015 Stub Period, there were changes to the structure of our pay programs to assist in the transition to a calendar year-end beginning in 2016, including:

Short-term incentive goals were established for the shortened stub year period of June 28, 2015 through December 31, 2015;

Short-term incentive target payout opportunities for the named executive officers were pro-rated based on the length of the 2015 Stub Period (generally 50% of the annualized target amount); and

Long-term incentives for the 2015 Stub Period were provided at 50% of the annualized grant date value.

Emphasize performance-based pay:

Short-term cash incentive awards were strongly tied to our operating results for the 2015 Stub Period and also reflect individual performance—no cash incentive awards are paid if threshold financial targets are not attained, and cash incentive awards are capped at 200% of target even if financial performance would justify higher payments;

The 2015 Stub Period long-term incentive (LTI) compensation opportunity consisted entirely of performance-based restricted stock units (RSUs) that provide no actual value unless threshold target levels of return on tangible capital (ROTC) are achieved; and

Special long-term incentive awards were made to recognize key contributions in connection with the Mylan takeover defense.

A one-time retention grant was provided to key employees at 50% of the annual full year grant amount with five-year cliff vesting to ensure company leadership continuity in protecting shareholder interests in response to Mylan's unsolicited takeover attempt.

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Conservative perquisites and limited use of employment agreements.

Stock ownership and retention requirements align our executives' interests with the long-term interests of Perrigo and our shareholders.

An independent compensation consultant with no other ties to the Company regularly assesses executive compensation policies and practices and reports directly to the Remuneration Committee of the Board of Directors (referred to in this Compensation Discussion and Analysis as the "Committee").

**Table of Contents****Long-Term Shareholder Performance**

The cumulative total shareholder return, which includes reinvestment of dividends, of our ordinary shares and of the common stock of Perrigo Company, our predecessor, over the five-year period ending December 31, 2015, was 132%, compared to the cumulative five-year total return of both the S&P 500 Index and the S&P 500 Pharmaceuticals Index of 81% and 136%, respectively.

**Prior Say-on-Pay Vote**

Over 88% of the votes cast at the 2015 AGM supported our say-on-pay proposal on an advisory basis. The Remuneration Committee carefully considered the results of that vote and, given the strong shareholder support of our executive compensation program, determined to maintain our overall compensation philosophy of tying a significant portion of total compensation to performance and made no material changes to the compensation structure.

**Named Executive Officers**

Our named executive officers for the 2015 Stub Period are:

| <b>Name</b>         | <b>Title</b>  |
|---------------------|---|
| Joseph C. Papa      | Chairman and Chief Executive Officer                            |
| John T. Hendrickson | President   |
| Judy L. Brown       | Executive Vice President, Chief Financial Officer               |
| Todd W. Kingma      | Executive Vice President, General Counsel and Company Secretary |
| Jeffrey R. Needham  | Executive Vice President, General Manager, Consumer Healthcare  |

**Compensation Program Administration**

The Committee, which is composed entirely of independent directors, oversees our executive compensation program. Each year, the Committee reviews and approves the elements of compensation for all executive officers, including the named executive officers. The Committee submits its recommendations regarding the CEO's compensation to the independent directors of the Board for approval. The CEO makes recommendations to the Committee regarding the compensation of the other executive officers for the Committee's approval. Management is responsible for implementing the executive compensation program as approved by the Committee and the Board.

The Committee has engaged Meridian as its independent consultant to assist it in considering and analyzing market practices and trends, outside director compensation and management's compensation recommendations. Perrigo has not retained Meridian to perform any non-executive compensation-related consulting services for Perrigo. In addition, management and the Committee periodically review compensation survey data published by Mercer Human Resource Consulting, Willis Towers Watson, Aon Hewitt and the Hay Group.

**Compensation Objectives**

The principal objectives of our executive compensation program are to:

attract and retain highly qualified executives;

ensure a strong linkage between an executive's compensation and Company and individual performance (pay-for-performance);

provide total remuneration that is market competitive; and

require officers and non-executive directors to achieve and maintain a minimum level of Company stock ownership.





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We believe that these objectives help us not only to compete for executive talent in a highly competitive industry, but also to maximize long-term returns to our shareholders.

**Target Pay Philosophy**

Our philosophy is to compensate our executives fairly within the prevailing competitive range of market practice and to tie a significant portion of their total compensation to the Company’s financial performance. Salary adjustments and incentive awards are based on Company and division financial performance as well as individual performance. We provide limited executive benefits and perquisites, based on our desire to minimize the number of unique benefits for executives, consideration of market practices, recruiting needs and statutory requirements. Actual earned compensation may vary from targeted levels based on Company, division and individual performance.

**The Use of Market Comparison Data in our Executive Compensation Decisions**

The Committee uses information provided by Meridian regarding the compensation practices of select companies (the Comparison Group) as one of the factors in evaluating both the structure of our executive compensation program and target levels of compensation. Management also reviews data periodically from Mercer Human Resource Consulting, Willis Towers Watson, Main Data Group and Equilar regarding the market positioning for base salary and annual and long-term incentive target levels for all executive roles. The Committee considers this information, together with the factors described in the Target Pay Philosophy section above, in determining executive compensation.

Over time, the Comparison Group selected by the Committee (following consultation with Meridian and management) has focused on comparably sized pharmaceutical peer group companies. The Committee undertook a detailed review of the existing Comparison Group and, with the assistance of Meridian and management, analyzed potential peer company additions and deletions, resulting in the approval of the Comparison Group in April 2015 applicable for the 2015 Stub Period pay decisions. The Comparison Group consists of the 16 companies listed below, which had median revenues and market capitalization of \$5.4 billion and \$29.0 billion, respectively. The Comparison Group includes:

|                          |                                       |
|--------------------------|---------------------------------------|
| Abbvie, Inc.             | Mallinckrodt plc                      |
| Actavis plc              | Mead Johnson Nutrition Co.            |
| Allergan, Inc.           | Mylan, Inc.                           |
| Bristol-Myers Squibb Co. | Regeneron Pharmaceuticals             |
| Celgene Corporation      | Shire plc (ADR)                       |
| Endo International plc   | United Therapeutics Corporation       |
| Hospira, Inc.            | Valeant Pharmaceuticals International |
| Jazz Pharmaceuticals plc | Zoetis, Inc.                          |

Meridian provides information on the pay practices of the Comparison Group to the extent that information is available. In addition to pay data for the Comparison Group, Meridian provided compensation data from the Towers Watson Pharmaceutical and Health Sciences Compensation Survey as an additional reference point for the Committee’s consideration.

In establishing compensation levels for the named executive officers, the Committee does not focus exclusively on market comparison data for positions with comparable responsibilities. Instead, that data is one factor that the Committee uses when setting compensation levels for each element of our program (salary, target annual cash incentive and equity-based compensation) and for the combined total of these elements. Although Perrigo does not specifically target a stated pay percentile objective, the Committee considers the 50th percentile of market data to be a valuable indication of what is competitive in the market.

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In addition to market comparison data, the Committee also considers an individual's competencies, experience and performance; Company and division financial performance; and the aggregate cost to Perrigo. Ultimately, consideration of market comparison data in setting compensation levels is intended to ensure that our compensation practices are competitive in terms of attracting, rewarding and retaining executives.

### **Tally Sheets**

To assist it in making compensation decisions, the Committee annually reviews compensation tally sheets that contain comprehensive historical, current and projected data on the total compensation and benefits package for each of our named executive officers. These tally sheets also include analyses for various termination events (including terminations with and without cause and for death, disability, retirement or following a change of control) so that the Committee can consider and understand the nature and magnitude of potential payouts and obligations under the various circumstances. These tally sheets, which are prepared by management and reviewed by Meridian, generally contain data that are substantially similar to the data contained in the tables presented below.

### **Elements of Compensation**

We believe the objectives of our executive compensation program are collectively best achieved through a compensation package comprised of the following elements:

base salary;

short-term cash incentive awards;

long-term stock-based compensation that includes:

- performance-based restricted stock units;
- stock options; and
- service-based restricted stock units; and

benefits.

For the 2015 Stub Period, key elements of the compensation structure were modified to (i) help transition to a calendar year-end beginning in 2016, (ii) address certain retention risks due to the ongoing unsolicited takeover bid by Mylan, and (iii) align executives' performance goals and payout opportunity with the shortened performance period for the 2015 Stub Period. The key changes, which are described in more detail in the following sections, included the following:

#### *Short-Term Incentives*

The performance period for the 2015 Stub Period was June 28, 2015 through December 31, 2015; and

The target bonus opportunity for the participants (including the named executive officers) was 50% of the normal annualized target bonus opportunity.

*Long-Term Incentives*

Normal cycle grants for the 2015 Stub Period, made on June 29, 2015, were granted at one-half the value of an annualized full year award and consisted of 100% performance-based RSUs;

The performance periods for the normal cycle 2015 Stub Period grants were:

- June 28, 2015 through December 31, 2015;
- January 1, 2016 through December 31, 2016; and
- January 1, 2017 through December 31, 2017.

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Vesting of any earned performance-based RSUs is June 28, 2018, so as to keep the full 3-year period before any earned awards are paid out;

Special retention awards were made to select participants (including the named executive officers) at the same time as the normal cycle 2015 Stub Period grants as follows:

- The retention awards were made on June 29, 2015 to retain select participants in the face of the unsolicited takeover bid by Mylan;
- The grant value of the retention awards for the named executive officers was equal to the grant value of the 2015 Stub Period normal cycle awards; and
- The retention awards were delivered 100% in time-based RSUs with 5-year cliff vesting to enhance retention over the period of uncertainty created by the unsolicited takeover bid.

As in prior years, Meridian compares our executive compensation structure and practices to those of the Comparison Group annually. Based on Meridian's review in April 2015, the market data provided by Meridian indicated that the structure of our executive compensation program is generally competitive with industry practices and consistent with the program objectives described above.

The primary role of each compensation element is described below, followed by a discussion of the individual elements of compensation for the named executive officers, including the CEO.

### *Base Salaries*

Base salaries are a fixed pay element provided to recognize and reward an individual's position, competencies, experience and performance. Base salary is the only element of our executives' total cash and equity compensation that is not at risk based on either the performance of our business or stock price appreciation. The Committee approves base salaries for the named executive officers other than the CEO. For the CEO, the Committee submits its recommendation for the CEO's base salary to the independent directors of the Board for their approval. In approving an executive's base salary, the Committee may consider comparisons among positions internally and externally, proxy and survey data, performance, job experience and unique role responsibilities. To assist the Committee in this process, each year the CEO provides the Committee with base salary recommendations for each of the other named executive officers as well as summaries of such named executive officers' individual performance.

Executives are eligible for annual salary increases based on an evaluation of individual performance and the market level of pay for comparable positions at other companies in the Comparison Group. Executives are also eligible for salary adjustments for promotions or changes in job responsibilities. For the 2015 Stub Period, base salaries for the named executive officers increased between 1.5% and 3.6% based on the Committee's review of the compensation market data and assessment of individual performance.

### *Short-Term Incentive Award Opportunities*

The Management Incentive Bonus Plan (the "MIB Plan"), which is part of the Perrigo Company Annual Incentive Plan that our shareholders approved in 2008 and for which the performance goals were reapproved by our shareholders in 2013, is intended to motivate and reward participants for achieving and exceeding specific, financial goals that support our objective of increasing long-term shareholder value. Participants in the MIB Plan include our executive officers (including the named executive officers), other management level personnel and other selected individuals. Substantially all other employees participate in other annual incentive plans. Management Incentive Bonus ("MIB") awards are paid in cash upon attainment of the performance goals.

Near the beginning of each performance period, the Board approves the financial plan for that performance period, from which the Committee determines and approves the performance target goals and payout schedules



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for the MIB Plan. These goals and individual bonus targets, which are stated as a percentage of salary, are then communicated to the participants. The payout schedules reflect a range of potential award opportunities that are set around the targets.

Following the end of the performance period, the Committee reviews Perrigo’s actual results against the performance target goals to determine at what level the MIB will be paid. The MIB Plan payout schedules provide for payouts only if performance results meet or exceed our performance goals, excluding any items and events that are non-operational in nature, including acquisitions.

Individual performance goals are not a formulaic input for determining the bonus opportunity. However, to ensure that awards reflect an executive’s performance and contribution to our results, the Committee has, or, in the case of the CEO, the independent directors have, the discretion to adjust any named executive officer’s actual award up by as much as 50% or down by as much as 100% based on individual performance, provided that, in the case of any upward adjustment, the maximum incentive award opportunity for any individual executive is capped at 200% of the target award opportunity.

Reflecting our philosophy of pay-for-performance, actual incentive payouts may vary from target levels based on Company, division and individual performance. For all participants in the MIB Plan, including the named executive officers, the MIB and any discretionary bonus payouts have together averaged about 102.0% and 129.8% of target over the prior five and ten fiscal years, respectively, inclusive of the 2015 Stub Period. The expectation is that, over long periods of time, annual incentive payouts should average around the target level.

The 2015 Stub Period target short-term incentive award opportunities, as a percentage of the 2015 Stub Period base salary, were 120% for the CEO and 60-80% for the other named executive officers, as provided in the table below. The range of award opportunities is listed in the Grants of Plan-Based Awards for 2015 Stub Period table on page 31.

| <b>Executive</b> | <b>2015 Stub Period Target<br/>Bonus<br/>(as % of Salary)</b> |
|------------------|---|
| Mr. Papa         | 120%  |
| Mr. Hendrickson  | 80%   |
| Ms. Brown        | 70%   |
| Mr. Kingma       | 60%   |
| Mr. Needham      | 60%   |

We use consolidated operating income as the metric for calculating the pool of available funds that can be paid out under the MIB Plan. Consolidated operating income for purposes of the MIB Plan equals operating income calculated in accordance with U.S. generally accepted accounting principles ( U.S. GAAP ), less certain adjustments considered unusual or non-recurring such as, but not limited to, restructuring expenses, unusual litigation charges, impairments, unusual gains or losses, and certain acquisition-related expenses and amortization expenses related to those acquisitions ( MIB Operating Income ). Operating income calculated in accordance with U.S. GAAP does not include the effect of income tax, interest expense and certain other income and expense items that are included in calculating net income in accordance with U.S. GAAP.

Near the beginning of the 2015 Stub Period, the Committee approved a matrix of target award opportunities for the MIB Plan that corresponded to various levels of operating income performance as a percentage of the MIB Operating Income goals for the 2015 Stub Period. The maximum pool of funds available for all 2015 Stub Period awards under the MIB Plan was capped at 200% of the aggregate target award for all participants and the maximum incentive award opportunity for any individual participant in the MIB Plan is limited to 200% of that individual’s target award.

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The following chart shows the formula for overall MIB funding for the 2015 Stub Period:

| <b>Performance Level</b>                    | <b>Funding Level</b>  |
|---|---|
| Below 80% of performance target             | No funding  |
| At 80% of performance target                | 50% funding of target awards (threshold)  |
| Between 80% and 100% of performance target  | 50% funding of target awards plus an additional 2.5% of funding for every 1% (or fraction thereof) above the performance target                       |
| At 100% of performance target               | 100% funding of target awards (target)  |
| Between 100% and 120% of performance target | 100% funding of target awards plus an additional 5% of funding for every 1% (or fraction thereof) above the performance target (to a maximum of 200%) |
| At or above 120% of performance target      | 200% funding of target awards (maximum)   |

Near the beginning of each fiscal year (or in this case, the 2015 Stub Period), the Board approves the financial plan for that fiscal year (or in this case, the 2015 Stub Period), from which the Committee determines and approves the performance target goals and payout schedules for the MIB Plan. As a result, the Committee originally set the MIB Operating Income target for all participants in the MIB Plan for the 2015 Stub Period at \$746.4 million.

**2015 Stub Period MIB Pool Funding**

|               | <b>MIB Operating Income</b> | <b>Pool Funding</b> |
|---------------|-----------------------------|---------------------|
| Maximum       | \$ 895,700,000              | 200%                |
| Target        | \$ 746,400,000              | 100%                |
| Threshold     | \$ 597,100,000              | 50%                 |
| <b>Actual</b> | <b>\$ 685,000,000</b>       | <b>79.4%</b>        |

Perrigo's actual MIB Operating Income performance for the 2015 Stub Period was \$685.0 million. This amount consisted of \$94.5 million of income from continuing operations as reported in our financial statements, plus \$590.5 million of net, non-operational adjustments reviewed and approved by the Committee. These adjustments included charges related to acquisitions not included in Perrigo's original plan for the 2015 Stub Period, restructuring charges, asset impairment, Mylan-related defense costs, and other expenses. Based on the payout matrix for the 2015 Stub Period MIB Plan, the pool of funds available for all 2015 Stub Period awards under the MIB Plan was 79.4% of the target award.

The pool of available funds was then allocated among nine sub-pools covering various geographic groups or business units, including Corporate, using a mathematical formula based on the relative performance of each geographic group or business unit. This allocation determined the actual pay-out for members of each respective geographic group or business unit, which ranged from a low of 33.24% to a high of 139.7%. The Company's management team, including the named executive officers, is included in the Corporate MIB Plan.

For the 2015 Stub Period, the Committee used the following performance metrics to determine how the pool of available MIB funds would be allocated among the various business units, including Corporate (no change from the metrics used for fiscal 2015):

MIB Operating Income and Days Working Capital at the Corporate level, which applies to each named executive officer; and

MIB Operating Income and Days Working Capital at the business unit/division level.



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For fiscal 2015, the Committee approved a change to the MIB Plan such that Days Working Capital was used in place of Operating Working Capital Turns as part of the calculation to determine how to allocate the pool of MIB funds among the various business units. This change was approved by the Committee to enhance focus on the balance sheet and statement of cash flows in addition to the income statement. Although both metrics are fairly similar, the Committee believed that Days Working Capital is a superior benchmark that facilitates the annual goal setting process. The weighting for Days Working Capital remained at 14%, while the weighting for MIB Operating Income remained at 86%.

The MIB Operating Income and Days Working Capital targets for participants in the Corporate MIB Plan for the 2015 Stub Period were \$746.4 million and 111 days, respectively. In addition, the Corporate MIB Plan for the 2015 Stub Period required MIB Operating Income and Days Working Capital of at least \$597.1 million and at least 133 days in order for participants to receive any payouts relative to those components under the MIB Plan.

Perrigo's actual MIB Operating Income and Days Working Capital performance for the 2015 Stub Period, as calculated under the Corporate MIB Plan, was \$685 million and 112 days, respectively. The 2015 Stub Period MIB Operating Income and Days Working Capital performance each represented approximately 79.4% of the MIB Operating Income target payout for the purpose of bonus pool funding and the Days Working Capital target payout. Based on the payout matrix for the 2015 Stub Period Corporate MIB Plan and the weighting between the MIB Operating Income and Days Working Capital components, the bonus payouts under the 2015 Stub Period Corporate MIB Plan, which included payouts to each named executive officer, were 76.8% of the bonus target.

While the 76.8% payouts were based on the payout matrix for the 2015 Corporate MIB Plan, we believe this payout level is also supported by and consistent with other aspects of Perrigo's 2015 Stub Period financial performance, including sales, gross profit and cash flow from operations. All of these factors contributed to Perrigo's performance in the 2015 Stub Period.

In assessing individual performance in the 2015 Stub Period for purposes of determining whether adjustments should be made to the MIB payouts, the Committee focused on the personal efforts of participants to help Perrigo meet its financial, strategic and other goals. The CEO provided substantial input to the Committee regarding the personal performance of the other named executive officers in this respect and, in the case of the CEO, the Committee submitted its recommendation to the independent directors for their approval. The independent directors in the case of the CEO, and the Committee in the case of the other named executive officers, have the ability to adjust individual MIB payouts based on personal performance. After individual adjustments based on this assessment of individual performance, competencies, and experience, actual MIB payouts to the named executive officers for the 2015 Stub Period ranged from 76.8% to 80.8% of target. The actual bonuses awarded to the named executive officers are listed under Non-Equity Incentive Plan Compensation in the Summary Compensation table on page 30.

*Long-Term Incentive Award Opportunities*

Long-term stock-based compensation, which is awarded under our 2013 Long-Term Incentive Plan (the "LTIP"), is intended to motivate and reward executives for creating shareholder value as reflected in the total shareholder return of Perrigo's ordinary shares. Awards under the LTIP may be in the form of stock options, non-statutory stock options, stock appreciation rights or stock awards, including restricted shares or restricted share units, or performance shares or performance units. We provide long-term incentive opportunities solely through stock-based awards to the executive officers, management and other key employees. In the 2015 Stub Period, approximately 2,100 employees received stock-based compensation.

As a variable component of compensation, the amount realized from stock-based compensation will vary based on the market price of Perrigo's ordinary shares. In addition, performance-based restricted stock units are only earned if specified financial goals are achieved.

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The Committee sets stock-based grant levels based on consideration of an executive's position, review of market competitive practices (using the market median as a competitive guideline) and the aggregate cost impact to the Company. Grants to named executive officers are subject to the approval of the Committee and, in the case of the CEO, the independent directors of the Board.

*Change in Performance Measurement Period for the 2013 and 2014 Annual Long-Term Incentive Grant*

As a result of the change in fiscal year, on June 22, 2015, the Board and the Committee approved amendments to the performance measurement period applicable to the Company's 2013 and 2014 performance-based restricted stock unit awards under the LTIP. The amendments change the remaining performance measurement period on each of the 2013 and 2014 grants to align with the next two financial reporting periods of the Company given the change in fiscal year. As amended, the performance measurement periods are as follows:

| <b>2013 Grants</b> | <b>Original Measurement Periods</b> | <b>As Amended</b>                    |
|--------------------|-------------------------------------|--------------------------------------|
| Year One           | June 30, 2013    June 28, 2014      | June 30, 2013    June 28, 2014       |
| Year Two           | June 29, 2014    June 27, 2015      | June 29, 2014    June 27, 2015       |
| Year Three         | June 28, 2015    June 25, 2016      | June 28, 2015    December 31, 2015   |
| <b>2014 Grants</b> |                                     |                                      |
| Year One           | June 29, 2014    June 27, 2015      | June 29, 2014    June 27, 2015       |
| Year Two           | June 28, 2015    June 25, 2016      | June 28, 2015    December 31, 2015   |
| Year Three         | June 26, 2016    July 1, 2017       | January 1, 2016    December 31, 2016 |

The amendments retain the original service requirements, such that the recipients must remain employed with the Company through the original vesting date of the applicable grant in order to actually receive these grants.

The Committee has approved using ROTC as the performance measure for performance-based restricted stock units. ROTC measures our ability to generate profits from the effective use of all tangible capital invested in the business. Tangible capital is defined as Perrigo's operating assets and liabilities excluding all acquisition-related intangible assets and goodwill. ROTC is calculated by dividing Perrigo's after tax MIB Operating Income by its tangible capital. Both management and the Board of Directors regularly review both ROTC and return on invested capital ( ROIC ) to measure the Company's ability to provide a return on all assets greater than the Company's cost of capital. The ROIC calculation includes goodwill as well as intangible assets from acquisitions.

The ROTC target used for performance-based restricted stock units granted in the 2015 Stub Period was 60.5%. Our 2015 Stub Period ROTC performance of 56.6% resulted in an actual vesting credit of 68%, which will be relevant for any performance period that includes the 2015 Stub Period. Information regarding the fiscal 2013 grant is included in footnote 5 to the Outstanding Equity Awards at 2015 Stub Period End table on page 33.

With respect to the performance-based restricted stock units granted in fiscal year 2013 that vested in the 2015 Stub Period, the vesting credits for the 2015 Stub Period, fiscal 2015 and fiscal 2014 portions of the 2013 grant were 68%, 135% and 114% respectively, based on Perrigo's financial performance. Given these percentages, the full three-year vesting credit for the performance-based restricted stock units granted in fiscal 2013 was 106%. These results are summarized in the chart below.

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**2013 Performance Share Awards**

(Based on Company ROTC performance in fiscal years 2014, 2015 and

2015 Stub Period ( SP ) and vested in the 2015 Stub Period)

|   | <b>FY 2014</b> | <b>FY 2015</b> | <b>2015 SP</b> |
|---|----------------|----------------|----------------|
| ROTC Maximum Performance (200% Payout)  | 55.1%          | 65.1%          | 66.6%          |
| ROTC Target Performance (100% Payout)   | 50.0%          | 59.2%          | 60.5%          |
| ROTC Threshold Performance (50% Payout) | 45.0%          | 53.2%          | 54.5%          |
| ROTC Actual Performance                 | 50.8%          | 61.2%          | 56.6%          |
| Percent Payout                          | 114%           | 135%           | 68%            |

Full performance period vesting = 106%

The actual number of restricted stock units that vested in the 2015 Stub Period for each of our named executive officers is listed under Number of Shares Acquired on Vesting in the Option Exercises and Stock Vested in 2015 Stub Period table on page 34.

The accounting cost of the stock-based awards is determined at the grant date and accrued over the vesting service period. The ultimate expense for the performance-based restricted stock units is based on the number of shares earned.

The grant date fair value, as calculated under the applicable accounting standard (FASB ASC Topic 718), for the 2015 Stub Period stock-based grants is presented in the Grants of Plan-Based Awards for the 2015 Stub Period table on page 31.

Stock options and performance-based restricted stock units are designed to be deductible by Perrigo for federal income tax purposes under Section 162(m) of the Internal Revenue Code (the Code). Accordingly, when executives exercise options or receive shares in payment for earned performance-based restricted stock units, they are taxed at ordinary income rates (subject to withholding), and Perrigo receives a corresponding tax deduction. For certain named executive officers with total compensation exceeding \$1 million, the compensation expense associated with service-based restricted stock awards may not be tax deductible by Perrigo for federal income tax purposes under Section 162(m).

Our grant documents include a claw-back provision that allows Perrigo to recover incentive compensation paid to an executive if Perrigo's financial results are later restated due to the individual's misconduct, including, without limitation, fraud or knowing illegal conduct.

**Stub Period Normal Cycle Grants and Retention Grants**

For the past few years, the long-term stock-based compensation for our executives has consisted of a mix of three types of stock-based awards: performance-based restricted stock units, stock options, and service-based restricted stock units. In developing this grant mix, the Committee considered the Company's compensation philosophy and ongoing business strategy, reviewed market practices and alternative award types, and considered the overall cost impact to Perrigo of various award types. The Committee reviews this grant mix annually and concluded that certain changes would be made for the 2015 Stub Period grant cycle. Specifically, taking into account the change to a calendar year-end beginning in 2016, the shortened time frame for the 2015 Stub Period, and the uncertainty created by the unsolicited bid from Mylan, the Committee determined to separate the 2015 Stub Period grant into two awards – a normal cycle grant and a retention grant.

**Table of Contents***The Normal Cycle Grant*

Given that the 2015 Stub Period was approximately six months long, the grant value for the normal cycle grant was provided to participants, including the named executive officers, based on a pro rata amount of an annualized grant value. For this purpose, the Committee determined that the 2015 Stub Period normal cycle grant would be one-half the value of the annualized amount. To ensure alignment to creating shareholder value, the Committee determined to make the normal cycle grant 100% in performance-based RSUs.

The following provides a summary of this grant:

The number of performance-based RSUs to be earned for the 2015 Stub Period grant is dependent on the Company's performance during three distinct performance periods (for which a separate ROTC goal is established) as follows:

- June 28, 2015 through December 31, 2015;
- January 1, 2016 through December 31, 2016; and
- January 1, 2017 through December 31, 2017

Shares can be earned based on the average ROTC over three distinct performance periods, using challenging target ROTC goals that are set by the Board and based on each year's financial plan; and

Earned awards, if any, can range from 0% to 200% of the target number of shares granted and will become 100% vested on June 28, 2018 (three years from the grant date).

The following table sets forth the number of performance-based restricted stock units granted to the named executive officers for the 2015 Stub Period:

| <b>Named Executive Officer</b> | <b>2015 Stub Period PRSUs Granted</b> |
|--------------------------------|---------------------------------------|
| Mr. Papa                       | 21,994                                |
| Mr. Hendrickson                | 2,987                                 |
| Ms. Brown                      | 5,431                                 |
| Mr. Kingma                     | 2,987                                 |
| Mr. Needham                    | 2,322                                 |

*Retention Grants*

The Committee and Board of Directors also recently addressed the adverse impact of Mylan's unsolicited takeover proposal on the Company's applicant flow and offer acceptance rate, third-party recruitment of Perrigo's key talent, and the increased uncertainty in the workforce. In light of these realities, on June 22, 2015, the Remuneration Committee approved a one-time retention grant to certain employees, including the named executive officers. The retention grant for each individual was equal in value to his or her 2015 Stub Period normal cycle grant and consisted of restricted stock units with five-year cliff vesting. These retention awards were granted on June 29, 2015, and approximately 130 employees, including the named-executive officers, received the one-time retention grant.

**Special Restricted Stock Unit Grants**

In addition, on December 28, 2015, the Committee and Board approved a special grant of restricted stock units to three of the Company's named executive officers to recognize their key contributions related to Mylan's hostile takeover attempt between April 2015 and November 2015.

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These grants were made on December 28, 2015, and will vest two years from the grant date. The named executive officers received restricted stock units equal to the following amounts: Mr. Papa: \$1,500,000; Ms. Brown: \$375,000; and Mr. Kingma: \$375,000.

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### **Promotion Grant**

Mr. Hendrickson was promoted to the position of President during the 2015 Stub Period and received a promotion grant of time-based restricted stock units in the amount of \$350,000, with two-year cliff vesting.

### **Annual Grant Timing**

Historically in August each year, the independent directors would approve all regular, annual stock-based awards for the CEO, and the Committee would approve all stock-based awards for the other named executive officers, as well as the maximum potential total grants for other employee levels. As previously noted, in connection with the Company's change in fiscal year, we transitioned our compensation processes. As a result, on June 29, 2015, after the end of the 2015 fiscal year, the Committee approved grants for the 2015 Stub Period. Beginning in 2016, any stock-based compensation grants will be made in the February or March timeframe in a manner consistent with having a calendar year-end. All regular annual stock-based awards are granted on, and priced at the last reported sale price of Perrigo's stock on the fifth trading day after the day on which Perrigo publicly releases its year-end earnings for the fiscal year.

Stock-based awards may be granted at various times during the year to new hires or to existing non-executive employees under special circumstances (promotions, retention or performance) with the approval of the CEO. Stock-based awards may also be granted during the year to the executive officers other than the CEO with the approval of the Committee and to the CEO with the approval of the independent directors as permitted under the LTIP. Such awards are priced at the closing price of Perrigo's stock on the day the awards are granted.

### **Executive Stock Ownership Guidelines**

Consistent with our compensation philosophy of tying a significant portion of the total compensation to performance, our executive compensation program facilitates and encourages long-term ownership of Perrigo stock. Our stock ownership guidelines reinforce that philosophy by requiring executive officers to maintain specific levels of stock ownership.

Each executive officer is required to attain certain target levels of stock ownership. These ownership guidelines are expressed in terms of a multiple of base salary as follows:

Chief Executive Officer: 5 times base salary

President and Executive Vice President: 3 times base salary

Senior Vice President: 2 times base salary

For purposes of determining an executive officer's stock ownership, at least fifty percent (50%) must consist of (i) shares purchased on the open market, (ii) shares owned jointly with a spouse and/or children, (iii) shares acquired through the exercise of stock options or vesting of restricted shares or restricted stock units, or (iv) shares held through the Perrigo Company Profit-Sharing and Investment Plan. The balance of an executive officer's stock ownership may be satisfied through (a) unvested but earned performance-based restricted stock shares or restricted share units that have not been forfeited, and (b) unvested service-based restricted shares or restricted share units that have not been forfeited.

Until each executive officer attains the applicable target stock ownership level, he or she is required to retain a stated percentage of shares received through our incentive plans, including shares obtained through the exercise of stock options, vesting of restricted shares, payout of performance shares and any other vehicle through which the individual acquires shares. At any time that an executive's direct stock ownership is below the required levels set forth above, (i) with respect to restricted shares and units, he/she is restricted from selling more than 50% of the net shares received following the vesting of any service-based or performance-based restricted shares or restricted share units under any of the Company's compensation plans, and (ii) with respect to stock options, he or she is restricted from selling more than 50% of the net value received upon the exercise of any stock option (i.e. after the cost of the option and taxes are remitted), such that at least 50% of the net value received upon the



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exercise of any stock option must be converted to directly owned shares. In these cases, however, the participants must still adhere to the retention requirements with respect to the remaining shares.

As of the end of the 2015 Stub Period, all of our executive officers, including our named executive officers, were in compliance with these guidelines.

### **Compensation Risk Assessment**

At the Committee's request, Meridian, the Committee's independent consultant, conducted an assessment of the Company's compensation policies and practices for the 2015 Stub Period to determine whether any practices might encourage excessive risk taking on the part of executives. This assessment included a review of the Company's pay philosophy, competitive position, annual incentive arrangements (including broad-based incentive plans) and long-term incentive arrangements (including stock option, restricted stock unit and performance share unit design) as well as potential mitigating factors such as stock ownership requirements and recoupment policies.

After considering Meridian's assessment, the Committee concluded that our compensation programs are designed and administered with the appropriate balance of risk and reward in relation to our overall business strategy and are not designed in such a way to encourage executives and employees to take unnecessary risks that would be reasonably likely to have a material adverse effect on the Company. Factors that led to this conclusion include:

Our overall compensation levels are generally within a competitive range of market.

Our compensation mix, which is described in detail above, is balanced among (i) fixed components such as salary and benefits, (ii) annual incentives that are based on total Company financial performance, business unit financial performance, operational measures and individual performance, and (iii) for management level personnel, equity awards typically comprised of stock options (although no stock options were granted during the 2015 Stub Period), performance share units and time-based restricted stock units. The Committee believes our compensation mix provides a balanced focus on achieving both short-term financial results and long-term value creation.

Through equity-based awards, a significant percentage of our management's incentive compensation is based on the long-term performance of the total Company, which mitigates any incentive to pursue strategies that might maximize the performance of a single operating division to the detriment of our Company as a whole.

The MIB Plan and the performance share units each use different performance metrics to determine actual earned award payouts.

We have the right to recover incentive compensation previously paid to an executive based on our financial results if the results are later restated because of the individual's misconduct, including without limitation fraud or knowing illegal conduct.

Our incentive award program avoids steep payout cliffs at certain performance levels that may encourage short-term business decisions to meet payout thresholds.

Maximum payouts under both the MIB Plan and the LTIP are capped at 200% of the target amount for executive officers, including named executive officers, which mitigates excessive risk-taking since the amount that can be earned in any given performance period is capped.



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Our senior executives are subject to stock ownership guidelines that incentivize them to consider the long-term interest of Perrigo and our shareholders and discourage excessive risk-taking that could negatively impact our stock price.

Our Board of Directors and the Committee annually review and approve incentive plan targets that they believe are attainable without the need to take inappropriate risk, and they retain a large amount of discretion to adjust compensation for Company, division and individual performance as well as other factors.

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Based on the foregoing, the Committee determined that any risks arising from our compensation policies and practices are not reasonably likely to have a material adverse effect on the Company.

### **Benefits and Perquisites**

#### *Retirement Benefits*

We offer retirement benefit plans to provide financial security and to facilitate employees' saving for their retirement. We make annual contributions under our Profit Sharing Plan for employees, including the executive officers. We also make matching contributions up to the limits as defined in the applicable regulations under our 401(k) Plan to certain of our employees, including the named executive officers.

#### *Executive Perquisites*

We provide a limited number of perquisites to our named executive officers. Benefits and perquisites may include supplemental long-term disability insurance premiums, executive physical exams, limited spousal travel and financial counseling/tax advice.

#### *Non-Qualified Deferred Compensation Plan*

We maintain a Non-Qualified Deferred Compensation Plan (the "Deferred Compensation Plan") that allows certain executives, including the named executive officers, to voluntarily elect to defer base salary and earned annual incentive awards. Under that plan, we provide annual profit-sharing contributions and matching contributions that cannot be provided under Perrigo's Profit-Sharing and Investment Plan (the "Tax-Qualified Plan") because of the limitations of Sections 415 and 401(a)(17) of the Code. Code Section 415 limits the total annual additions to a participant's account under the Tax-Qualified Plan to a specified dollar amount, currently \$53,000. Code Section 401(a)(17) limits total compensation that can be considered under the Tax-Qualified Plan. This limit is currently \$265,000. Due to these limits, certain Perrigo employees would not receive profit-sharing contributions and matching contributions under the Tax-Qualified Plan on their full compensation. Therefore, we provide affected employees, including the named executive officers, with the profit-sharing contributions and matching contributions under the Deferred Compensation Plan that they would have been eligible for under the Tax-Qualified Plan but for the limitations under the Code.

### **Employment Agreements (Severance Benefits)**

We typically do not enter into employment agreements with our executives. However, in order to recruit our CEO during fiscal 2007, we entered into an employment agreement with him. The key compensation terms of this agreement are summarized below. Post-employment payments under the CEO's employment agreement are presented in the section entitled "Potential Payments Upon Termination or Change in Control" beginning on page 35.

All other executives are subject to the Company's general severance policy in the event of termination other than for cause. Under this policy, executives terminated without cause would receive 52 weeks of base salary, a 52-week waiver of COBRA premiums, a pro-rata bonus payment and can elect career transition assistance up to a maximum of \$25,000.

#### *CEO Compensation*

Mr. Papa's employment agreement became effective on October 9, 2006. His initial compensation was determined based on consideration of market practices and experience. Consistent with our emphasis on performance-based pay, the majority of Mr. Papa's annual compensation is stock-based with the ultimate value realized based on Perrigo's stock price performance. In accordance with his employment agreement, Mr. Papa's compensation currently includes: a base salary; participation in the MIB Plan; annual grants of stock options, service-based restricted units and performance-based restricted stock units; and participation in Perrigo's other employee benefit plans.

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Mr. Papa also serves on the Board of Directors pursuant to the terms of his agreement. Although the agreement had an initial term of two years, it automatically was extended for additional 12-month periods and will continue to do so until either Perrigo or Mr. Papa provides written notice of non-renewal to the other party at least 120 days before the last day of the then-current renewal term. The agreement contains customary confidentiality obligations, non-competition restrictions for two years from the date of termination of his employment and non-solicitation restrictions for one year from the date of termination of his employment.

In connection with Mr. Hendrickson's promotion to President of the Company, a position previously held by Mr. Papa, Mr. Papa's employment agreement was amended effective October 22, 2015 to modify his title.

If Mr. Papa were involuntarily terminated by us without cause or voluntarily terminated for good reason (as defined in the agreement), he would receive cash severance benefits and continued vesting of certain stock-based awards. The circumstances under which severance benefits are triggered and the resulting payouts were set to recruit Mr. Papa and were generally consistent with market practices. In addition, under the terms of his equity grant agreements, Mr. Papa would receive full vesting of his outstanding stock-based awards upon termination following a change in control.

On November 12, 2015, Mr. Papa's employment agreement was amended to more closely conform the terms of the agreement applicable in the event of a change in control of the Company to those of the Company's broad-based Change in Control Severance Policy for U.S. Employees. Pursuant to the amendment, in the event of a change in control, the term of Mr. Papa's employment agreement would be automatically extended for an additional two years from the date of such change in control. The non-competition and non-solicitation restrictive covenants would not apply if his employment were terminated without cause or as a result of or in any way related to a change in control.

Further details regarding potential payments under this agreement upon a termination of employment, including following a change in control, are presented in the section entitled "Potential Payments Upon Termination or Change in Control" beginning on page 35.

## **Changes for Calendar Year 2016**

For fiscal 2016, we are returning to the LTI practices in effect prior to the 2015 Stub Period: our executives will receive performance-based restricted stock units, stock options, and service-based restricted stock units. The performance periods for the performance-based restricted stock units will return to three one-year performance periods. In addition, the Committee approved a change to the MIB Plan whereby Net Operating Profit After Tax will be used in place of operating income to calculate the pool of available funds that can be paid out under the MIB Plan. In addition, the weighting for the Corporate financial metrics was slightly modified to be 80% based on operating income and 20% based on Days Working Capital.

## **Tax Matters**

### *Deductibility of Compensation*

Code Section 162(m) limits the deductibility by Perrigo of compensation in excess of \$1 million paid to each of the CEO and the next three most highly paid officers (excluding the Chief Financial Officer). Certain performance-based compensation is not included in compensation counted for purposes of the limit. The Committee attempts to establish and maintain a compensation program that will optimize the deductibility of compensation. The Committee, however, reserves the right to use its judgment to authorize compensation that may not be fully deductible where merited by the need to respond to changing business conditions or an executive officer's individual performance.

**Table of Contents****Summary Compensation Table**

The following table summarizes the compensation of our named executive officers for the 2015 Stub Period and fiscal years 2015, 2014 and 2013.

| Name and Principal Position | Fiscal Year | Salary (\$) | Bonus (\$)             | Stock                      | Option                     | Non-Equity Incentive Plan        | All Other                        | Total (\$) |
|-----------------------------|-------------|-------------|------------------------|----------------------------|----------------------------|----------------------------------|----------------------------------|------------|
|                             |             |             |                        | Awards (\$) <sup>(1)</sup> | Awards (\$) <sup>(2)</sup> | Compensation (\$) <sup>(3)</sup> | Compensation (\$) <sup>(4)</sup> |            |
| Joseph C. Papa Chairman     | 2015SP      | 612,000     | 500,000 <sup>(5)</sup> | 9,599,914                  |                            | 563,995                          | 258,757                          | 11,534,666 |
| Chief Executive Officer     | 2015        | 1,183,750   |                        | 5,829,935                  | 2,022,335                  | 1,410,130                        | 261,441                          | 10,707,590 |
|                             | 2014        | 1,117,500   |                        | 3,990,351                  | 1,711,405                  | 1,037,390                        | 11,088,894                       | 18,945,540 |
|                             | 2013        | 1,055,000   |                        | 2,399,959                  | 1,551,631                  | 953,175                          | 186,271                          | 6,146,036  |
| Judy L. Brown               | 2015SP      | 312,625     | 375,000 <sup>(5)</sup> | 2,375,083                  |                            | 170,460                          | 146,104                          | 3,379,272  |
| Executive Vice President,   | 2015        | 605,950     |                        | 1,617,124                  | 572,404                    | 419,968                          | 180,380                          | 3,395,826  |
| Chief Financial Officer     | 2014        | 563,200     |                        | 1,206,065                  | 517,314                    | 340,249                          | 3,785,451                        | 6,412,279  |
|                             | 2013        | 526,250     |                        | 840,067                    | 543,069                    | 288,248                          | 91,112                           | 2,288,746  |
| John T. Hendrickson         | 2015SP      | 283,250     |                        | 1,450,103                  |                            | 175,822                          | 182,839                          | 2,092,013  |
| President                   | 2015        | 490,750     |                        | 930,677                    | 285,023                    | 295,912                          | 235,247                          | 2,237,609  |
|                             | 2014        | 470,250     |                        | 643,937                    | 276,234                    | 265,328                          | 1,299,871                        | 2,955,620  |
|                             | 2013        | 452,468     |                        | 333,029                    | 215,290                    | 250,264                          | 69,726                           | 1,320,777  |
| Todd W. Kingma Executive    | 2015SP      | 251,750     | 375,000 <sup>(5)</sup> | 1,475,007                  |                            | 119,601                          | 168,163                          | 2,389,521  |
| Vice President, General     | 2015        | 490,750     |                        | 986,231                    | 285,023                    | 294,812                          | 120,084                          | 2,176,900  |
| Counsel and Secretary       | 2014        | 470,250     |                        | 643,937                    | 276,234                    | 267,855                          | 2,400,921                        | 4,059,198  |
|                             | 2013        | 452,468     |                        | 459,028                    | 296,742                    | 250,264                          | 60,903                           | 1,519,405  |
| Jeff Needham                | 2015SP      | 248,000     |                        | 855,146                    |                            | 120,274                          | 39,307                           | 1,262,726  |
| Executive Vice President,   |             |             |                        |                            |                            |                                  |                                  |            |