

JAZZ PHARMACEUTICALS PLC
CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE OF THE BOARD OF DIRECTORS

ORGANIZATION

The Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Jazz Pharmaceuticals plc, a company formed under the laws of Ireland (the “*Company*”), shall consist of at least two (2) members of the Board. All members of the Committee shall satisfy the independence requirements of The Nasdaq Stock Market LLC (“*Nasdaq*”) applicable to nominations committee members, as in effect from time to time, when and as required by Nasdaq, including any exceptions permitted by these requirements. The members of the Committee shall be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board. The Chairperson of the Committee shall be designated by the Board. The operation of the Committee shall be subject to the Constitution of the Company and the Companies Act 2014 of Ireland, each as in effect at the time of any action by the Committee. Except to the extent inconsistent with any laws and rules applicable to the Company, including the rules of Nasdaq, any responsibility or authority of the Committee under this Charter may be delegated by the Committee to the Chairperson of the Committee or to one or more Committee members.

STATEMENT OF POLICY

The purpose of the Committee shall be to (i) oversee all aspects of the Company’s corporate governance functions on behalf of the Board; (ii) make recommendations to the Board regarding corporate governance issues; (iii) identify, review and evaluate candidates to serve as directors of the Company and review and evaluate incumbent directors; (iv) serve as a focal point for communication between such candidates, non-committee directors and the Company’s management; (v) recommend to the Board for selection candidates to the Board; (vi) make other recommendations to the Board regarding affairs relating to the directors of the Company; (vii) assist the Board in fulfilling its duties and oversight responsibilities relating to the Company’s compliance with applicable laws and regulations, other than as related to the Company’s financial statements, accounting practices and independent registered public accounting firm or auditors for the purpose of preparing or issuing an audit report or performing audit services (the “*Auditors*”) (as to which the Audit Committee of the Board has oversight responsibility on behalf of the Board); and (viii) assist the Board in fulfilling its duties and oversight responsibilities as to the Company’s management of risks that are not financial or information security risks (as to which the Audit Committee of the Board has oversight responsibility on behalf of the Board) or risks related to compensation policies (as to which the Compensation Committee of the Board has oversight responsibility on behalf of the Board).

OPERATING PRINCIPLES AND PROCESSES

In fulfilling its function and responsibilities, the Committee should give due consideration to the following operating principles and processes:

- ***Communication*** – Regular and meaningful contact throughout the year with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable, is viewed as important for strengthening the Committee’s knowledge of relevant current and prospective corporate governance issues.
- ***Committee Education/Orientation*** – Developing with management and participating in a process for systematic review of important corporate governance issues and trends in corporate governance practices that could potentially impact the Company will enhance the effectiveness of the Committee.
- ***Resources*** – The Committee shall be authorized to access such internal and external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including engagement of independent counsel, consultants and other professional advisors, as well as executive search firms to help identify director candidates. The Committee shall have the authority to approve fees, costs and other terms of engagement of such outside resources.
- ***General Authority*** – The Committee shall have the authority to perform such other functions and exercise such other powers as may be necessary or appropriate in the efficient discharge of the responsibilities expressly provided by this Charter.
- ***Reporting to the Board*** – The Committee, through the Committee Chairperson, shall report all material activities of the Committee to the Board from time to time, or whenever so requested by the Board.

RESPONSIBILITIES

The Committee’s functions and procedures should remain flexible to address changing circumstances most effectively. To implement the Committee’s purpose and policy, the Committee shall have the full power and authority of the Board with respect to the following duties and responsibilities, with the understanding, however, that the Committee may supplement or (except as otherwise required by applicable laws or rules) deviate from these activities as appropriate under the circumstances:

- ***Director Nominations*** – The Committee has the responsibility of identifying, reviewing and evaluating candidates to serve on the Company’s Board, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements. The Committee also has the responsibility of reviewing with the Board from time to time the appropriate skills and criteria required of directors and nominees for director in the context of the then current composition of the Board. The Committee shall also have the primary responsibility for reviewing, evaluating and considering the recommendation for nomination of incumbent directors for reelection to the Board, as well as monitoring the size of the Board. The Committee shall also recommend to the Board candidates to join the Board. The Committee shall also have the power and authority to consider recommendations for Board nominees and proposals submitted by the Company’s shareholders and to establish any policies, requirements, criteria and procedures in furtherance of the foregoing, including

policies and procedures to facilitate shareholder communications with the Board, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by applicable law in the course of exercising its authority.

- **Board Assessment** – The Committee shall periodically review, discuss and assess the effectiveness and performance of the Board, including Board committees, seeking input from senior management, the full Board and others, and shall recommend a process for such review, discussion and assessment which will be implemented at the direction of the Committee. The assessment shall include evaluation of the Board’s contribution as a whole and effectiveness in serving the best interests of the Company and its shareholders, specific areas in which the Board and/or management believe contributions could be improved, and overall Board and Board committee composition and makeup, including the reelection of current Board members. The factors to be considered shall include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment, skills and expertise appropriate for the Company. The Committee shall also consider and assess the independence of directors, including whether a majority of the Board continue to be independent from management in both fact and appearance, as well as within the meaning prescribed by Nasdaq. The results of these reviews shall be provided to the Board for further discussion as appropriate.

- **Board Committee Nominations** – The Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of Nasdaq, the rules and regulations of the Securities and Exchange Commission and applicable law, shall recommend to the entire Board annually the Chairpersonship and membership of each Board committee.

- **Continuing Education** – The Committee shall evaluate from time to time the need for continuing education of directors, if deemed appropriate.

- **Procedures for Information Dissemination** – The Committee shall oversee and review the processes and procedures used by the Company to provide information to the Board and its committees. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.

- **Corporate Governance Guidelines** – The Committee shall review and assess the Company’s Corporate Governance Guidelines (the “**Guidelines**”) annually, and shall report to the Board any recommendations it may have in connection therewith. The Committee shall also be responsible for overseeing the Company’s adherence to the corporate governance standards of the Company and the Guidelines.

- **Committee and Charter Evaluation** – The Committee shall review and assess the adequacy of this Charter and its own performance from time to time as deemed appropriate by the Committee and recommend any proposed changes to its Charter to the Board for its

consideration.

- ***Compliance and Risk Management*** – The Committee shall review the results of management’s efforts to monitor compliance with the Company’s programs and policies designed to ensure adherence to applicable laws and rules, as well as to its Code of Conduct, in each case other than as related to the Company’s financial statements, accounting practices, and Auditors (as to which the Audit Committee of the Board shall have oversight responsibility on behalf of the Board). The Committee shall oversee the Company’s management of risks that are not financial or information security risks (as to which the Audit Committee of the Board has oversight responsibility on behalf of the Board) or risks related to compensation policies (as to which the Compensation Committee of the Board has oversight responsibility on behalf of the Board), including the periodic review with management of the Company’s efforts to identify and mitigate risk.

MEETINGS AND MINUTES

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate. Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company and the Secretary of the Company promptly after each meeting.

***Amended and Restated by the Board of Directors of Jazz Pharmaceuticals plc on
1 November 2018.***