

**ALKERMES PLC**  
**Nominating and Corporate Governance Committee Charter**

**A. PURPOSE AND SCOPE**

The primary function of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Alkermes plc (the “Company”) is to: (i) identify individuals qualified to become members of the Board, and recommend that the Board select director nominees for election by the shareholders of the Company; (ii) periodically review the Company’s Code of Business Conduct and Ethics applicable to all directors, officers and employees (the “Code of Business Conduct”), the Company’s Corporate Governance Guidelines (the “Corporate Governance Guidelines”), the Company’s Share Ownership and Holding Guidelines (the “Share Ownership and Holding Guidelines”), and other governance practices and policies and any anticipated risks to the Company related thereto, including with respect to environmental, health, safety, sustainability and corporate responsibility matters, and recommend any changes thereto to the Board for approval; (iii) monitor compliance with the applicable provisions of the Code of Business Conduct, Corporate Governance Guidelines and Share Ownership and Holding Guidelines and (iv) conduct the annual Board evaluation process, including facilitation of annual self-assessments by the Board, each of its committees and individual directors.

The Company shall make this Charter (this “Charter”) available on the Corporate Governance page of the Investors section of its website at [www.alkermes.com](http://www.alkermes.com).

**B. COMMITTEE COMPOSITION AND PROCEDURE**

The Committee shall be comprised of such number of directors as the Board may determine from time to time, who shall be “independent” as defined by the applicable rules and regulations of the United States Securities and Exchange Commission (the “SEC”), The Nasdaq Stock Market, any other exchange upon which securities of the Company are traded, or any other governmental or regulatory body exercising authority over the Company (each, a “Regulatory Body,” and collectively, the “Regulatory Bodies”).

To the extent permitted by the applicable Regulatory Bodies, and provided that the Committee is comprised of at least three members, the Board may appoint one member to the Committee (provided that such member may not serve as the Chair of the Committee) who does not meet the independence requirements set forth above and who is not a current officer or employee of the Company or an immediate family member of a current officer or employee of the Company, if the Board, under exceptional and limited circumstances, determines that membership on the Committee by the individual is in the best interests of the Company and its shareholders and the individual meets all other requirements for Committee membership. The Board shall cause the Company to disclose in its next proxy statement following such determination (or, if the Company does not file a proxy statement, in its next annual report on Form 10-K) the nature of the relationship and the reasons for such determination. A member appointed in this capacity may serve on the Committee for a maximum of two years.

Each member of the Committee shall be elected by the Board and shall serve until their successor shall be duly elected and qualified or until their earlier resignation or removal. The members of the Committee may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically and without any further action constitute resignation or removal, as applicable, from the Committee. Vacancies occurring on the Committee, for whatever reason, may be filled by the Board. If the Board does not elect a Chair of the Committee, the members of the Committee may designate a Chair by majority vote of the full Committee.

The Committee shall meet as necessary, but at least twice per year, to enable it to fulfill its goals and responsibilities as set forth herein. The Committee can meet in person, by videoconference, teleconference or other communications equipment by means of which all participants in the meeting can hear each other. A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the action of a majority of those present, after determining a quorum, shall be the act of the Committee. The Committee may delegate its authority to subcommittees as it deems appropriate. The Committee may invite members of management or others to attend Committee meetings and provide such information as the Committee may request on the issues being considered or other topics of interest to the Committee.

The Committee shall keep written minutes of its meetings and record such minutes with the books and records of the Company. Minutes of each meeting will be made available to the members of the Board and the Secretary of the Company upon request. In lieu of a meeting, the Committee may act by unanimous written consent.

### **C. RESPONSIBILITIES AND DUTIES**

To fulfill its responsibilities and duties, the Committee shall:

#### Board Evaluation, Composition and Nominations

1. Periodically review and evaluate the size, composition and organization of the Board and its committees, (a) to comply with requirements established by the Regulatory Bodies or any other applicable statute, rule or regulation which the Committee deems relevant, (b) to assess whether the Board is comprised of members possessing the proper skills, diversity, expertise and personal and professional backgrounds for service as a director of the Company, as determined by the Committee and (c) to assess the effectiveness of the Board and each of its committees, and make recommendations regarding each of (a) – (c) to the Board for approval.
2. Establish criteria for Board and committee membership (to be set forth in the Corporate Governance Guidelines), which shall include descriptions of any specific minimum qualifications that the Committee believes must be met by a director nominee and any specific qualities or skills the Committee believes director nominees should possess.
3. Consider director candidates, including those recommended by shareholders in accordance with the Company's guidelines for such director candidate recommendations set forth in the Company's proxy statement, in light of the director independence requirements established by applicable Regulatory Bodies and the criteria for Board and committee membership established by the Committee.
4. Retain third-party consultants, when and if appropriate from time to time, to assist the Committee in searching for and identifying director candidates. The Committee shall have the sole authority to retain, terminate and approve fees and terms related to such third-party consultants.
5. Recommend that the Board nominate qualified individuals for election as directors at the Company's annual meeting of shareholders each year.
6. Recommend to the Board those directors to be appointed to serve as members and chairs of the committees of the Board.
7. Evaluate the performance of current Board members proposed for re-election and approve the nominations of those members of the Board standing for re-election that the Committee determines are appropriate.

8. Review and recommend to the Board an appropriate course of action upon the resignation of current Board members or any planned expansion of the Board and review the qualifications for service on the Board of any potential additional or replacement members of the Board.
9. Perform an annual self-assessment of the performance and effectiveness of the Committee and its members, the results of which shall be discussed with the Board.
10. Facilitate annual self-assessments by all members of the Board with respect to the performance and effectiveness of individual directors, the Board as a whole and each of the other committees of the Board.

#### Establishment and Review of Corporate Governance Policies and Practices

11. Review and assess the adequacy of the Code of Business Conduct, Corporate Governance Guidelines and Share Ownership and Holding Guidelines periodically, but at least annually, and recommend any proposed amendments to such policies to the Board for approval.
12. Monitor compliance with the Code of Business Conduct and Corporate Governance Guidelines as needed, and with the Share Ownership and Holding Guidelines on an annual basis.
13. Oversee the Company's establishment and maintenance of means by which allegations of violations of, or non-compliance with, the Code of Business Conduct and other applicable laws can be reported to the Committee in a confidential manner.
14. Evaluate and determine, in consultation with other Board committees, as needed, an appropriate response to credible evidence indicating violations of or non-compliance with the Code of Business Conduct or the Company's Constitution after consulting with legal counsel, which may include reporting any violation of law to any appropriate Regulatory Body.
15. Review and assess the adequacy of the Company's memorandum and articles of association (the "Company's Constitution") periodically and recommend to the Board any necessary modifications to the Company's Constitution.
16. Review the Company's other governance practices and policies and any anticipated risks to the Company related thereto, including with respect to director overboarding and conflicts of interest and environmental, health, safety, sustainability and corporate responsibility matters.
17. Periodically review the Company's strategy, objectives, policies and practices in the areas of management and leadership development, diversity, inclusion and belonging, and human resource management and support.
18. Review the Company's political activities, including periodic assessment of the Company's policies on political lobbying activities and periodic review of political contributions by the Company and its political action committees.
19. Evaluate (or delegate to the Chief Compliance Officer to evaluate) any and all requests for waivers of the Code of Business Conduct, including any such requests submitted by directors or officers, make a recommendation to the Board whether to grant any such requests for waivers, and establish a process for prompt public disclosure upon the grant of any such waivers for directors or officers, as may be required by any Regulatory Body.

## Shareholder Proposals and Nominations

20. Review all shareholder proposals and nominations properly submitted to the Company in accordance with the Company's Constitution, including the timeliness and eligibility of the submission thereof, and recommend to the Board appropriate action on each such proposal and nomination.

## Succession Planning

21. Review and discuss with the Board corporate succession plans for the Chief Executive Officer and other key officers of the Company.

## General

22. In carrying out its responsibilities, the Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Committee may consult. The Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company, attend a meeting of the Committee or meet with any members of, or advisors to, the Committee.
23. To the extent deemed appropriate by the Committee, engage outside counsel, service providers and/or independent consultants at the Company's expense to review, or assist with, any matter for which the Committee is responsible, approve the terms of engagement and fees of any outside counsel and/or independent consultants, and terminate any such engagement if necessary.
24. Periodically consider potential educational topics for the Board and provide recommendations to the Board regarding such educational measures.
25. Take such other actions within the Committee's areas of responsibility regarding the Company's corporate governance policies and practices that the Committee shall reasonably deem to be appropriate and in the best interests of the Company and its shareholders or as shall otherwise be required by any Regulatory Body.
26. Review and assess the adequacy of this Charter periodically as conditions dictate but at least annually to ensure compliance with any rules or regulations promulgated by any Regulatory Body and recommend any modifications to this Charter, if and when appropriate, to the Board for its approval.
27. Exercise such additional powers as may be requested by the Board or reasonably necessary or desirable, in the Committee's discretion, to fulfill its responsibilities and duties under this Charter.
28. Perform such other functions as the Board may request from time to time and regularly report to the Board on areas of the Committee's responsibility.

## **D. INDEPENDENT ADVICE**

The Committee has the sole authority to retain and terminate any search firm that is to be used by the Company to assist in identifying director candidates. The Committee shall also have sole authority to approve any such search firm's fees and other retention terms.