

## **ALKERMES plc**

### **Nominating and Corporate Governance Committee Charter**

#### **A. PURPOSE AND SCOPE**

The primary function of the Nominating and Corporate Governance Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Alkermes plc (the “Company”) in fulfilling its responsibilities by: (i) identifying individuals qualified to become members of the Board, and recommending that the Board select the director nominees for election by the shareholders of the Company, (ii) periodically reviewing the Company’s Code of Business Conduct and Ethics applicable to all directors, officers and employees (a “Code of Business Conduct”) and the Company’s Share Ownership and Holding Guidelines ( “Share Ownership and Holding Guidelines”), (iii) monitoring compliance with the Code of Business Conduct and Share Ownership and Holding Guidelines, (iv) facilitating the annual Board evaluation process. The Committee is also responsible for periodically reviewing the Company’s Corporate Governance Guidelines and recommending any changes thereto.

The Company shall make this Charter available on its website at [www.Alkermes.com](http://www.Alkermes.com).

#### **B. COMMITTEE COMPOSITION AND PROCEDURE**

The Committee shall be comprised of a minimum of three members of the Board, provided, however, that if fewer than three independent directors sit on the Board, the Committee shall be comprised of such lesser number as the Board from time to time may designate. Each Committee member shall meet any applicable independence requirements promulgated by the Securities and Exchange Commission (“SEC”), any 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’”). Each member of the Committee shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

Members of the Committee shall be elected by the Board following each annual general meeting of shareholders and shall serve until their successors 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 constitute resignation or removal, as applicable, from this Committee. Vacancies occurring, for whatever reason, may be filled by the Board. Unless the Board elects a Chair, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

To the extent permitted by the Regulatory Bodies, the Board of Directors may appoint one member (other than the Chairman 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 if the Board of Directors, under exceptional and limited circumstances, determines that membership on the Committee by the individual is required by the best interests of the Company and its shareholders and the member meets all other requirements. The Board of Directors shall disclose in the next annual meeting proxy statement after such determination (or, if the Company does not file a proxy statement, in its Form 10-K) the nature of the relationship and the reasons for the determination. A member appointed in this capacity may not serve longer than two years.

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. 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 of the Committee as it deems appropriate. The Committee may invite members of management or others to attend Committee meetings and provide pertinent information as the Committee may request on the issues being considered.

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. 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 Composition and Nominations

1. Evaluate the current composition and organization of the Board and its committees in light of requirements established by the Regulatory Bodies or any other applicable statute, rule or regulation which the Committee deems relevant and make recommendations regarding the foregoing to the Board for approval.
2. Review the composition and size of the Board in order to ensure that the Board is comprised of members possessing the proper expertise, skills, attributes and personal and professional backgrounds for service as a director of the Company, as determined by the Committee.
3. Recommend nominees for election as directors of the Company to the Board in accordance with the criteria set forth in the Company's Corporate Governance Guidelines.
4. Consider recommendations in light of the director independence requirements established by applicable Regulatory Bodies.

5. Recommend to the Board for selection Board members for assignment to serve as members and chairpersons of the committees of the Board.
6. Evaluate the performance of current Board members proposed for reelection, and approve the nominations of those members of the Board standing for reelection that the Committee determines are appropriate.
7. 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.
8. Retain a third-party consultant, 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 consultant.

#### Establishment and Review of Corporate Governance Policies

9. 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. The Committee shall recommend any amendments to the Code of Business Conduct, Corporate Governance Guidelines and Share Ownership and Holding Guidelines to the Board for approval.
10. Collaborate with the Company's officers and legal counsel to disclose publicly any amendments to the Code of Business Conduct required to be disclosed by any Regulatory Body.
11. Collaborate with the Company's officers and legal counsel to develop a means by which allegations of violations of or non-compliance with the Code of Business Conduct can be reported to the Committee in a confidential manner.
12. Review and assess the adequacy of the Company's memorandum and articles of association (the "Governing Documents") periodically and recommend to the Board any necessary modifications to the Governing Documents.
13. Monitoring compliance with the Company's Share Ownership and Holding Guidelines on an annual basis.

#### Oversight of the Evaluation of the Board and Management

14. Facilitate the annual evaluation of the Board and its committees.

15. Evaluate and determine an appropriate response to credible evidence indicating violations of or non-compliance with the Code of Business Conduct or the Governing Documents after consulting with legal counsel, including reporting any violation of law to any appropriate Regulatory Body.
16. Evaluate any and all requests for waivers of the Code of Business Conduct, evaluate any such requests submitted by directors or executive officers, make a recommendation to the Board whether to grant any requests for waivers submitted by directors or executive officers and establish a process for prompt public disclosure upon the grant of any such waivers for directors or executive officers as may be required by any Regulatory Body.

### Shareholder Proposals

17. Review all shareholder proposals submitted to the Company (including any proposal relating to the nomination of a member of the Board as in the manner set forth in the Company's Corporate Governance Guidelines) and the timeliness of the submission thereof and recommend to the Board appropriate action on each such proposal.

### General

18. 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.
19. 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 it is responsible and approve the terms of engagement and fees of any outside counsel and/or independent consultants and terminate any such engagement if necessary.
20. Take such other actions within the Committee's areas of responsibility regarding the Company's corporate governance 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.
21. 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.
18. Perform an annual evaluation of the Committee in conjunction with the annual Board self-assessment process the results of which are discussed with the Board.

19. 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.
20. The Committee shall make regular reports to the Board concerning 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.