



# CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

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## 1. Status

The Corporate Governance and Nominating Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Teva Pharmaceutical Industries Limited (the “Company”).

## 2. Membership

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

The members and Chairman of the Committee shall be appointed by the Board based on the recommendations of the Committee, and shall serve for such term or terms as set forth in the Company's Articles of Association.

## 3. Purpose

The purposes of the Committee are (i) to identify individuals qualified to become Board members; (ii) to recommend to the Board director nominees for each annual meeting of shareholders and (iii) to assist the Board in establishing and reviewing the Company’s statement of corporate governance principles and promoting good corporate governance in the Company.

## 4. Duties and Responsibilities

The Committee has the following roles and responsibilities:

### 4.1 *Corporate Governance*

- 4.1.1 to establish and review periodically the statement of corporate governance principles approved by the Board to ensure that they remain relevant and are being complied with;
- 4.1.2 to review the procedures and communication plans for shareholders’ meetings and to ensure that the required information on the Company is adequately presented and that the meeting promotes effective communication between the Company and its shareholders on matters of importance which are on the agenda;
- 4.1.3 to oversee the Company’s corporate governance policies and practices, including reviewing the Company’s organizational documents and identifying corporate governance best practices, and to recommend to the Board such

other actions and changes regarding the governance of the Company that are in the best interests of the Company;

#### 4.2 *Board Composition*

- 4.2.1 to review, in consultation with the Chairman of the Board, the composition and size of the Board in order to ensure that the Board has the proper expertise and that its membership consists of persons with appropriate backgrounds and qualifications;
- 4.2.2 to determine the criteria for the selection of Board members and Board committee members;
- 4.2.3 to plan for continuity on the Board as existing Board members retire or resign from the Board;
- 4.2.4 to prepare and review succession plans for the Chairman of the Board in case of his resignation, retirement or death;
- 4.2.5 to evaluate the performance of current Board members proposed for re-election, and recommend to the Board as to whether members of the Board should stand for re-election;
- 4.2.6 in consultation with the Chairman of the Board, to actively seek, interview and screen individuals qualified to become Board members consistent with the established selection criteria for recommendation to the Board and recommend to the Board as to whether any such person should be appointed or otherwise stand for election to the Board;
- 4.2.7 if the Board wishes to fill a vacancy on the Board or any Board committee, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by shareholders or appointment by the Board;
- 4.2.8 to review, consistent with the established selection criteria and subject to applicable law, the qualifications of candidates proposed by shareholders for the Board and make recommendations regarding any suitable candidates;
- 4.2.9 to maintain an orientation program for new Board members and an ongoing education program for existing Board members, and periodically review these programs and update them as necessary;

#### 4.3 *Evaluation of Performance*

to review annually its own performance, and present the results to the Board, and oversee and ensure that an annual self-evaluation of the Board as a whole and of each other committee is completed and discussed, including proposing any modifications or alterations in Board or committee practices, procedures or charters;

#### 4.4 *Board Committees*

- 4.4.1 to review and make recommendations to the Board regarding the Board's committee structure and the roles and responsibilities of the standing Board committees;

4.4.2 in consultation with the Chairman of the Board, to recommend to the Board persons to be members of Board committees and committee chairmen.

## **5. Meetings**

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

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

The Committee may invite to its meetings other directors, Company management and other such persons as the Committee deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings anyone with a personal interest in the matters to be discussed.

The Committee shall have sole authority to retain, terminate and oversee the work of any search firm to be used to identify candidates for Chairman of or election to the Board. The Committee shall also have authority to obtain advice and assistance from internal and external legal, accounting or other advisors. The search firm or outside advisor shall be independent as determined in the discretion of the Committee. The Committee shall have sole authority to approve the search firm's and any other advisor's fees and other retention terms. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to such search firm, external legal, accounting or any other advisors.

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

## **6. Charter Amendment**

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