

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

(Amendment No.     )

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 under §240.14a-12

**Endo International plc**

---

(Name of Registrant as Specified in Its Charter)

---

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
- Fee paid previously with preliminary materials
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11



Endo International

2022 Annual General Meeting of Shareholders  
& Proxy Statement



Helping everyone  
we serve  
live their best life



## Our Vision

Helping everyone we serve live their best life

## Our Mission

We develop and deliver life-enhancing products through focused execution

## Our Strategic Priorities

### Expand & Enhance Our Portfolio

We are **investing to build a more differentiated and durable portfolio** that benefits our customers and creates sustainable long-term value

### Reinvent How We Work

We are **embracing the future by accelerating new ways of working** to better serve our customers, promote innovation, and improve productivity

### Be a Force For Good

We are **committed to the adoption of more sustainable practices** that positively impact our stakeholders, including the promotion of diversity & inclusion in all we do

## Our Values



Collaboration



Drive



Empathy



Innovation



Integrity & Quality





To our fellow Shareholders:

It is our pleasure to announce the Endo International plc (Endo) 2022 Annual General Meeting of Shareholders. The attached Notice of the Annual General Meeting and Proxy Statement will serve as your guide to the business to be conducted and provides additional details regarding the meeting.

In a year of ongoing challenges, including relating to the COVID-19 pandemic, Endo delivered strong financial and operational performance across all segments. Total revenues increased by 3% to \$2.99 billion and Adjusted EBITDA\* increased by 6% to \$1.48 billion. We also advanced our vision of helping those we serve live their best life and made meaningful progress against each of our three strategic priorities—expand and enhance our portfolio, reinvent how we work and be a force for good—which guide all of our actions as a company.

Our achievements in 2021 were driven by our more than 3,000 engaged team members who continue to be motivated by a strong sense of purpose and be guided by our values. We are proud of our results and the commitment and dedication of our team members.

### **Expanding & Enhancing Our Portfolio—Support Future Growth**

We delivered strong XIAFLEX® revenue growth of 37% versus the prior year, even as physician offices continued to be significantly impacted by COVID-19-related market conditions. This success was driven by consistent commercial execution, ongoing investment in consumer disease awareness and the launch of our first branded direct-to-consumer campaign for XIAFLEX® for Peyronie's disease. As part of our comprehensive plan to maximize the long-term value of XIAFLEX®, we continue investing in our development programs related to potential new orthopedic focused indications, including plantar fibromatosis and adhesive capsulitis, as well as pre-clinical programs for several other possible indications. We're excited about the possibility of XIAFLEX® to satisfy the unmet need for an effective nonsurgical option for the treatment of conditions where one doesn't exist today.

In March 2021, we launched Qwo®, the first FDA-approved injectable for the treatment of moderate to severe cellulite in the buttocks of adult women and have trained and certified more than 1,800 aesthetic accounts. We are pleased that women who have been successfully treated with Qwo® have shared their positive results. However, as the base of Qwo® utilization has increased, a perception has emerged among some customers that skin discoloration may be more prevalent than the 8% seen in our Phase 3 clinical study results. In response to this feedback, we are conducting additional data analysis and designing additional clinical studies focused on the potential prevention or reduction of bruising and skin discoloration. As the first and only FDA-approved injectable treatment for moderate to severe cellulite that addresses its underlying causes, we believe Qwo® can be a cornerstone cellulite treatment and we are committed to doing the work required to achieve this outcome.

Our Sterile Injectables business has best in class commercial capabilities and is supported by a diversified manufacturing network with a long track record of reliable and high-quality supply, anchored by our flagship manufacturing site in Rochester, Michigan. In 2021, we continued investing in our Sterile Injectables pipeline, increasing the number of development projects by 30% in 2021 with a focus on more durable and differentiated product opportunities, including ready-to-use (RTU) products. The recently launched VASOSTRICT® RTU bottle is the first and only FDA-approved, RTU formulation of the drug and a critical element of our VASOSTRICT® life cycle management strategy. The RTU format helps reduce labor costs for hospitals by eliminating the need to prepare or transfer the product before patient administration so healthcare providers can focus on patient care.

Rounding out our 2021 portfolio expansion progress, we launched eight sterile, generic and international products, including the high value launches of lubiprostone capsules, the authorized generic of AMITIZA®, and varenicline tablets, the first and only FDA-approved CHANTIX® generic. Our varenicline product launch in September 2021 was significantly earlier than expected and was achieved through outstanding execution by our Research & Development, Manufacturing and Supply Chain teams. We have expanded our varenicline capacity and, depending on the competitive landscape, that product may be a significant 2022 opportunity.

We look forward to having the opportunity to launch an estimated ten new products in 2022.

### **Reinventing How We Work—Better Serve Our Customers and Improve Productivity**

In 2021, we continued optimizing our manufacturing network with the sale of our generic manufacturing facilities in New York and California and we remain on track to achieve the cost savings of the optimization plan we announced in late 2020. Through a combination of new product launches and optimization initiatives, we improved the profitability of our Generics Pharmaceuticals segment by 84% compared to 2020.

We are expanding the sterile fill-finish manufacturing capacity and capabilities at our Rochester, Michigan facility to support the U.S. government's future pandemic preparation efforts. Additionally, we advanced our strategy to ensure supply chain resilience and redundancy across multiple geographies, including our new facility in Indore, India.

## [Table of Contents](#)

Based on the lessons learned during the pandemic, we continued to evolve our ways of working, most notably through the adoption of a flexible workplace policy for many positions. We are empowering our team members to work at the time and place that they are most productive to achieve individual, team and company goals. This approach has increased our team members' sense of trust, empowerment and productivity. It also enables our company to access a much broader and more diverse talent pool that is no longer limited to specific geographical locations.

### **Being a Force for Good—Advancing Our Environmental, Social and Governance (ESG) Commitment**

The continued adoption of sustainable practices to benefit all our stakeholders is critical to our long-term success. In 2021, we took meaningful steps toward further integrating ESG into our business and our progress is detailed in our recently issued 2021 Corporate Responsibility Report available at [www.endo.com/our-responsibility](http://www.endo.com/our-responsibility).

To further ingrain sustainable practices into our business, we formed an ESG Steering Committee, comprised of members of the Senior Executive Team, to guide our ESG strategy and execution. Additionally, the Board formalized its overall oversight of our ESG program through the Nominating, Governance & Corporate Responsibility Committee with the other Board committees having responsibility for individual program aspects.

A critical element of our strategy is the advancement of diversity, equity and inclusion (DEI) in all that we do. As part of our DEI strategy, we engaged an external firm to conduct a comprehensive analysis of pay within all groups at all levels of the organization, and we are pleased to report no inequities were found. Additionally, to identify areas of success and opportunities for improvement, we surveyed more than 1,000 global team members and held 40 focus groups. The feedback we received is informing our plans, including the expansion of learning options and solutions for all team members. While we are still in the early stages of our journey, we are pleased that the female representation in our U.S. workforce increased in 2021 (51% in 2021 versus 47% in 2020), with additional gains in the number of females in senior leader roles in the U.S. (29% in 2021 versus 21% in 2020). Additionally, over the past two years, the gender and ethnic diversity of the Board has increased, with 38% of Board members being female.

We also continue to focus on reducing our climate impact. Each of our locations has adopted a customized multi-year strategy to move from diesel to cleaner and more efficient natural gas as well as renewable energy alternatives. In 2021, we completed the baseline assessment of our Scope 1 and Scope 2 greenhouse gas emissions, which will further inform our climate strategy.

### **Leading Through Uncertainty**

In meetings with shareholders during 2021, the most frequent topic discussed was the importance of managing through the significant uncertainties the Company is facing, including outstanding opioid litigation and the impact of the loss of exclusivity on VASOSTRICT®, while remaining focused on advancing our strategic and operational priorities. Shareholders were focused not only on our strategy to address these uncertainties but also on our plans to retain an experienced and committed leadership team and work force. We agree that this is important to the long-term success of Endo. Taking this feedback into account, the Board has taken additional governance related actions in support of its oversight function as it relates to these uncertainties and modified the Company's executive compensation program to appropriately incentivize the Company's leadership team.

In 2021, the Strategic Planning Committee was made a chartered committee of the Board of Directors. Providing critical oversight of the Company's evaluation, pursuit and consideration of different strategic alternatives, the Strategic Planning Committee met regularly with management and external advisors. Additionally, as part of Endo's strategic planning process, and based upon the recommendation of independent advisors, the Board authorized prepayment of certain incentive compensation for Named Executive Officers and other key employees. These prepayments are subject to significant clawback and repayment obligations that function as an incentive mechanism.

The Board believes these actions are critical to protect stakeholder interests.

### **Closing Thoughts and Looking Ahead**

Marked by a second year of the pandemic and other uncertainties, 2021 was a year of unprecedented challenges. Guided by our vision and mission, Endo delivered strong financial and operating performance across all segments, progressed each of our strategic priorities and continued to advance on our transformation journey. We want to thank our global team members for their dedication, commitment and teamwork in support of advancing our strategic priorities and aspiring to live our vision of helping every patient we serve live their best life. And very importantly, we want to express our appreciation for your commitment to, and investment in, Endo. As fellow shareholders, our primary goal is to successfully navigate the uncertainties before us and realize the significant opportunities to create sustainable value over the long-term. We are excited to work every day toward this outcome.

Thank you for putting your trust in us.



Blaise Coleman  
President, Chief Executive Officer and Director



Mark G. Barberio  
Chairman of the Board

\* Reconciliations of Adjusted EBITDA and other non-GAAP financial measures to the most directly comparable GAAP financial measures are included in the Company's earnings release issued February 28, 2022.



## Notice of Annual General Meeting of Shareholders

**TO BE HELD ON JUNE 9, 2022**

**8:00 a.m., Irish time**

*First Floor, Minerva House,*

*Simmonscourt Road, Ballsbridge, Dublin 4, Ireland*

Notice is hereby given that the 2022 Annual General Meeting of Shareholders (the Annual Meeting) of Endo International plc, an Irish public limited company, will be held on June 9, 2022 at 8:00 a.m., Irish time, at First Floor, Minerva House, Simmonscourt Road, Ballsbridge, Dublin 4, Ireland.

Unless otherwise indicated or required by the context, references throughout this Proxy Statement to “Endo,” the “Company,” “we,” “our” or “us” refer to Endo International plc and its subsidiaries.

The purposes of the meeting are:

- (1) To elect, by separate resolutions, eight members to our Board of Directors to serve until the next Annual General Meeting of Shareholders;
- (2) To approve, on an advisory basis, the compensation of our named executive officers (say-on-pay);
- (3) To renew the Board's existing authority to issue shares under Irish law;
- (4) To renew the Board's existing authority to opt-out of statutory pre-emption rights under Irish law;
- (5) To approve the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2022 and to authorize the Board of Directors, acting through the Audit & Finance Committee, to determine the independent registered public accounting firm's remuneration; and
- (6) To act upon such other matters as may properly come before the Annual Meeting or any adjournment or postponement thereof.

Proposals 1, 2, 3 and 5 are ordinary resolutions requiring the approval of a simple majority of the votes cast at the Annual Meeting. Proposal 4 is a special resolution requiring the approval of not less than 75% of the votes cast at the Annual Meeting. All proposals are more fully described in this Proxy Statement.

The Company's Irish statutory financial statements for the fiscal year ended December 31, 2021, including the reports of the directors and auditors thereon, will be presented and considered at the Annual Meeting. There is no requirement under Irish law that such statements be approved by the shareholders, and no such approval will be sought at the Annual Meeting. The Annual Meeting will also include a review of the Company's affairs.

Only shareholders of record at the close of business on April 11, 2022 (the record date) are entitled to notice of and to vote at the Annual Meeting and any adjournment thereof.

This year, we have elected to continue to furnish proxy materials to our shareholders electronically so that we can provide our shareholders with the information they need while saving on printing and delivery costs and reducing the environmental impact of our annual meetings.

## [Table of Contents](#)

It is important that your shares be represented and voted at the Annual Meeting. Please vote by promptly completing and returning your proxy by internet, by mail or by telephone so that, whether or not you intend to vote in person by ballot at the Annual Meeting, your shares can be voted. Returning your proxy will not limit your rights to attend or vote at the Annual Meeting.

If you are a shareholder who is entitled to attend the Annual Meeting and vote, then you are entitled to appoint a proxy or proxies to attend and vote on your behalf. A proxy is not required to be a shareholder in the Company. If you wish to appoint as proxy any person other than the individuals specified on the proxy card, please specify the name(s) and address(es) of such person(s) in the proxy card.

### Special Precautions Due to COVID-19 Concerns:

We greatly value engagement with our shareholders. Due to continuing COVID-19 uncertainties, we encourage voting by proxy as the preferred means for shareholders to participate at the Annual Meeting. Personal attendance at the Annual Meeting may be constrained by health guidelines or travel restrictions or present a health risk to shareholders and others. Shareholders who are experiencing or have been in contact with anyone experiencing COVID-19 symptoms should not attend the Annual Meeting in person. We may take additional precautions or impose additional restrictions on attending the Annual Meeting in person, including limited seating, health screenings and other requirements in order to enter the building.

If alternative arrangements, such as changing the date, time, location or format of the meeting, become necessary or appropriate, we will promptly communicate the change to shareholders by an announcement in a press release posted on the investor relations page of <https://investor.endo.com/> and in a filing with the U.S. Securities and Exchange Commission. Shareholders should monitor this page regularly, as circumstances may change on short notice. We recommend that shareholders keep up-to-date with the latest public health guidance regarding travel, quarantine and health and safety precautions.

By Order of the Board of Directors,



Matthew J. Maletta  
Executive Vice President,  
Chief Legal Officer and  
Company Secretary

Dublin, Ireland  
April 28, 2022

Endo International plc  
Registered Office: First Floor, Minerva House, Simmonscourt Road, Ballsbridge, Dublin 4, Ireland  
Registered in Ireland: Number—534814

Directors: Mark Gilbert Barberio (USA), Jennifer M. Chao (USA), Blaise Coleman (USA),  
Shane Martin Cooke (Ireland), Nancy June Hutson (USA), Michael Hyatt (USA),  
William Patrick Montague (USA), Mary Christine Smith (USA).



## Proxy Highlights

---



### **Endo delivered strong 2021 financial and operating results that exceeded expectations and progressed its strategic transformation**

In the face of uncertainty, Endo remains highly focused on advancing the Company's strategic priorities and delivering the Company's portfolio of quality medicines to patients in need.

Endo surpassed its 2021 financial and operational metrics. Total 2021 revenues of \$2.99 billion increased 3% compared to \$2.90 billion in 2020. 2021 Adjusted EBITDA\* of \$1.48 billion increased 6% compared to \$1.40 billion in 2020.

Through focused execution, Endo furthered its mission of developing and delivering life-enhancing products while managing through extensive headwinds from ongoing litigation, changing market dynamics, loss of VASOSTRICT® exclusivity and the impact of increased generic competition.

---



### **Endo's Board of Directors has taken decisive action to protect the interests of the Company's stakeholders and optimize the Board's oversight function**

Endo's Board of Directors remains highly engaged and has proactively implemented multiple governance enhancements to optimize its oversight and incentivize management.

In 2021, the Strategic Planning Committee, which provides critical oversight of the Company's pursuit and consideration of strategic alternatives, as well as the negotiation of potential outcomes, became a chartered committee of the Board of Directors.

The oversight functions for all other Board committees – the Audit & Finance Committee; the Compensation & Human Capital Committee; the Nominating, Governance & Corporate Responsibility Committee; and the Compliance Committee – were enhanced during 2021.

---



### **Meaningful changes have been made to the Company's executive compensation program**

Taking into account feedback received through the Company's shareholder engagement throughout 2021, Endo suspended the use of the continuity compensation arrangements used in prior years for Named Executive Officers.

As part of Endo's contingency planning process, and based upon the recommendation of independent advisors, the Board authorized prepayment of certain incentive compensation for Named Executive Officers and other key employees. These prepayments are subject to achievement of annual performance objectives and significant clawback and repayment obligations that function as an incentive mechanism.

---

\* Reconciliations of Adjusted EBITDA and other non-GAAP financial measures to the most directly comparable GAAP financial measures are included in the Company's earnings release issued February 28, 2022.

---





## **Endo has continued to advance its ESG initiatives across the Company to further the Company's commitment to sustainability**

In 2021, Endo took meaningful steps toward further integrating ESG into our business. This progress is detailed in our recently issued 2021 Corporate Responsibility Report available at [www.endo.com/our-responsibility](http://www.endo.com/our-responsibility).

The Company engaged an external firm to conduct a comprehensive analysis of pay within all groups at all levels and found no inequities. Endo promoted diversity, equity and inclusion by implementing changes to its recruitment and hiring processes and by focusing on cultural agility and leadership training.

Each of our locations has adopted a customized multi-year strategy to move from diesel to cleaner and more efficient natural gas as well as renewable energy alternatives. Additionally, we also completed the baseline assessment of our Scope 1 and Scope 2 greenhouse gas emissions, which will further inform our strategy.



## **The Board of Directors has nominated a strong slate of directors for election at the Annual Meeting**

In 2021, as part of the Board refreshment process, a new independent Chairman of the Board was elected which established a fully independent Board (with the exception of the Company's President and Chief Executive Officer) as well as fully independent committees.

This year's nominees are diverse and have the right mix of perspectives, skills and expertise to address the Company's current and anticipated challenges and opportunities.

Leveraging leadership and extensive experience, each Board member plays a key role in the Board's active oversight of management, corporate strategy and contingency planning.

---



## Proxy Statement for 2022 Annual General Meeting of Shareholders

---

### Table of Contents

<a href="#">General Information</a>	1
<a href="#">Proposal 1: Election of Directors</a>	4
<a href="#">Proposal 2: Advisory Vote on the Compensation of Our Named Executive Officers (Say-on-Pay)</a>	23
<a href="#">Proposal 3: Renewal of the Board's Existing Authority to Issue Shares under Irish Law</a>	61
<a href="#">Proposal 4: Renewal of the Board's Existing Authority to Opt-Out of Statutory Pre-Emption Rights under Irish Law</a>	62
<a href="#">Proposal 5: Approval of Appointment of Independent Registered Public Accounting Firm and Authorization to Determine the Firm's Remuneration</a>	64
<a href="#">Other Information Regarding the Company</a>	67

# Proxy Statement for 2022 Annual General Meeting of Shareholders

## General Information

We are providing these proxy materials in connection with the solicitation by the Board of Directors of Endo International plc (the Board), an Irish public limited company, of proxies to be voted at the Annual Meeting to be held on June 9, 2022, beginning at 8:00 a.m., Irish time. The Annual Meeting will be held at First Floor, Minerva House, Simonscourt Road, Ballsbridge, Dublin 4, Ireland.

In accordance with the rules of the U.S. Securities and Exchange Commission (SEC), we are furnishing the Proxy Statement for Annual Meeting, 2021 Annual Report on Form 10-K and 2021 Irish Statutory Financial Statements (collectively, the proxy materials) by providing access to these materials electronically on the internet. As such, we are not mailing a printed copy of our proxy materials to each shareholder of record or beneficial owner, and our shareholders will not receive printed copies of the proxy materials unless they request this form of delivery. We will provide printed copies upon request at no charge.

We are mailing a Notice of Meeting and Internet Availability of Proxy Materials (Notice of Internet Availability) to our shareholders on or about April 28, 2022 and expect to provide access to the 2021 Irish Statutory Financial Statements on or about May 6, 2022. The Notice of Internet Availability is being mailed in lieu of the printed proxy materials and contains instructions for our shareholders on how they may: (i) access and review our proxy materials on the internet; (ii) submit their proxy; and (iii) request printed proxy materials. Shareholders may request to receive printed proxy materials by mail or electronically by e-mail on an ongoing basis by following the instructions in the Notice of Internet Availability. We believe that providing proxy materials electronically enables us to save on printing and delivery costs and reduces the environmental impact of our annual meetings. A request made to receive proxy materials in printed form will remain in effect until such time as the shareholder elects to terminate it.

Unless otherwise indicated or required by the context, references in this proxy statement to “Endo,” the “Company,” “we,” “our” or “us” refer to Endo International plc and its subsidiaries.

## Annual General Meeting Admission

If you wish to attend the Annual Meeting, you must be a shareholder on the record date. In order to be admitted to the meeting, you will be required to present valid official photographic identification, such as a passport or driver’s license. In addition, you will need to demonstrate that you owned ordinary shares of the Company on the record date by (i) verifying your name and share ownership in the list of registered shareholders or (ii) providing written evidence of your share ownership as of the record date, such as your brokerage statement. For additional information about the location of the Annual Meeting, visit [www.endo.com/contact](http://www.endo.com/contact).

No cameras, recording equipment or electronic devices will be permitted at the Annual Meeting.

Based on health concerns or recommended or required health protocols related to COVID-19, the Company may impose additional restrictions on attending the Annual Meeting in person, including limited seating, health screenings and other requirements in order to enter the building.

## Shareholders Entitled to Vote

Holders of ordinary shares at the close of business on April 11, 2022 are entitled to receive this notice and to vote their shares at the Annual Meeting. As of that date, there were 235,113,574 issued and outstanding ordinary shares of Endo entitled to vote.

Each ordinary share is entitled to one vote on each matter properly brought before the Annual Meeting. Your proxy indicates the number of votes you have.

## How to Vote if You Are a Shareholder of Record

***Your vote is important. Shareholders of record may vote by internet, by mail, by telephone or by attending the Annual Meeting and voting in person by ballot as described below.***

**The Company encourages shareholders to vote by internet, by mail or by telephone, rather than attend the Annual Meeting in person.**

### **How to Vote**

If you are a shareholder of record, you may vote by internet, by mail, by telephone or by attending the Annual Meeting and voting in person by ballot. If you receive a paper copy of the proxy materials, which will include a proxy card, you may vote by mail by simply completing your proxy card, dating and signing it and returning it in the postage-paid envelope provided.

## [Table of Contents](#)

For additional instructions on how shareholders of record may vote using any of the methods set forth above, please visit [www.proxyvote.com](http://www.proxyvote.com), enter the control number found on the Notice of Internet Availability (or, if you request to receive a paper copy of the proxy materials, the proxy card) and follow the steps outlined on the secure website.

### ***Deadline for Voting by Internet, by Mail or by Telephone***

Internet and telephone votes must be received by 11:59 PM U.S. Eastern Time on June 8, 2022. If you are a shareholder of record and choose to vote by mail, your properly completed proxy card should be received by 8:00 a.m., Irish time on June 7, 2022.

### ***Additional Information on Voting at the Annual Meeting***

Voting by internet, by mail or by telephone will not limit your right to vote at the Annual Meeting if you decide to attend in person. If your shares are held in the name of a bank, broker or other holder of record, you must obtain a proxy, executed in your favor, from the holder of record to be able to vote at the Annual Meeting.

All shares that have been properly voted and not revoked will be voted in accordance with your instructions at the Annual Meeting. If you execute your proxy but do not give voting instructions, the ordinary shares represented by that proxy will be voted as described below under the section entitled "General Information on Voting and Required Vote."

### ***Additional Information for Beneficial Owners of Shares Held Through a Bank or Brokerage Firm***

If you are a beneficial owner of shares held through a bank or brokerage firm, please follow the voting instructions provided by your bank or brokerage firm.

## **Electronic Access to Investor Information**

Endo's Proxy Statement and other investor information are available on the Company's website at [www.endo.com](http://www.endo.com), under "Investors/Media." You can also access the Investor page of our website by scanning the QR code to the right with your smartphone.



## **General Information on Voting and Required Vote**

You are entitled to cast one vote for each ordinary share of Endo you own on the record date. Provided that a quorum is present, a majority of the votes cast at the Annual Meeting will be required in order for:

- each of the nominees to be elected as a director;
- the compensation of the named executive officers to be approved, on a non-binding advisory basis;
- the Board's existing authority to issue shares to be renewed; and
- the appointment of the Company's independent registered public accounting firm for the year ending December 31, 2022 to be approved and the Board, acting through the Audit & Finance Committee, to be authorized to determine the independent registered public accounting firm's remuneration.

In addition, renewal of the Board's existing authority to opt-out of statutory pre-emption rights will require the approval of not less than 75% of the votes cast at the Annual Meeting.

The presence of the holders of a majority of the issued and outstanding ordinary shares as of the record date entitled to vote at the Annual Meeting, present in person or represented by proxy, is necessary to constitute a quorum. Shares represented by a proxy marked "abstain" on any matter will be considered present at the Annual Meeting for purposes of determining a quorum. Abstentions will not be considered votes cast at the Annual Meeting. The practical effect of this is that abstentions are not voted in respect of these proposals. Shares represented by a proxy as to which there is a "broker non-vote" (for example, where a broker does not have the discretionary authority to vote the shares) will be considered present for the Annual Meeting for purposes of determining a quorum and will not have any effect on the outcome of voting on the proposals.

All ordinary shares that have been properly voted and not revoked will be voted at the Annual Meeting in accordance with your instructions. If you execute the proxy but do not give voting instructions, the ordinary shares represented by that proxy will be voted as follows:

- (1) FOR each of the nominees for election as director;
- (2) FOR the approval, on an advisory basis, of the compensation to be paid to the named executive officers;
- (3) FOR the renewal of the Board's existing authority to issue shares;
- (4) FOR the renewal of the Board's existing authority to opt-out of statutory pre-emption rights; and
- (5) FOR the approval of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2022 and the authorization of the Board, acting through the Audit & Finance Committee, to determine the independent registered public accounting firm's remuneration.

## [Table of Contents](#)

### ***Voting on Other Matters***

If other matters are properly presented at the Annual Meeting for consideration, the persons named in the proxy will have the discretion to vote on those matters for you. At the date the Company began printing this Proxy Statement, no other matters had been raised for consideration at the Annual Meeting.

### ***How You Can Revoke or Change Your Vote***

You may revoke your proxy at any time before it is voted at the Annual Meeting by:

- sending written notice of revocation to the Company Secretary;
- timely delivering a valid, later-dated proxy; or
- attending the Annual Meeting and voting in person. If your shares are held in the name of a bank, broker or other holder of record, you must obtain a proxy, executed in your favor, from the holder of record to be able to vote at the Annual Meeting.

### ***List of Shareholders***

The names of shareholders of record will be available at the Annual Meeting for any purpose germane to the meeting.

### ***Cost of Proxy Solicitation***

The Company will pay the costs incurred associated with preparing, printing and mailing this Proxy Statement and soliciting proxies. Proxies may be solicited on our behalf by directors, officers or employees in person or by telephone or electronic transmission. The Company will reimburse banks, brokers and other custodians, nominees and fiduciaries for their reasonable out-of-pocket costs of sending the proxy materials to our beneficial owners. The Company has retained D.F. King & Co., Inc. for proxy solicitation services for a base fee of approximately \$15,000 plus reasonable out-of-pocket expenses.

### ***Presentation of Irish Statutory Financial Statements***

The Company's Irish Statutory Financial Statements for the fiscal year ended December 31, 2021, including the reports of the directors and auditors thereon, will be presented and considered at the Annual Meeting. There is no requirement under Irish law for the statutory financial statements to be approved by shareholders, and no such approval will be sought at the Annual Meeting. The Company's 2021 Irish Statutory Financial Statements are expected to become available on or about May 6, 2022 at [www.proxyvote.com](http://www.proxyvote.com).

---

## Proposal 1: Election of Directors

### The Board of Directors

As set forth in the Company's Articles of Association (the Articles of Association) and unless otherwise determined by the Company by ordinary resolution, the number of directors of the Company shall be not less than five nor more than twelve, the exact number of which shall be fixed from time to time by resolution of the Board. The number of directors on the Board is currently fixed at eight and the number of nominees to be elected at the Annual Meeting is eight. Endo's current directors are Mark G. Barberio, Jennifer M. Chao, Blaise Coleman, Shane M. Cooke, Nancy J. Hutson, Ph.D., Michael Hyatt, William P. Montague and M. Christine Smith, Ph.D.

Directors may be elected by shareholders or, in the case of a vacancy on the Board or a newly created directorship resulting from any increase in the authorized number of directors, may be appointed by a majority of the directors then in office, subject to certain limitations. Directors generally serve until the following Annual General Meeting of Shareholders (at which time they shall retire from office unless re-elected by ordinary resolution) or until death, resignation or removal, if earlier. All of the current directors were elected at the last Annual General Meeting of Shareholders.

Non-employee directors generally receive compensation for their services as determined by the Board, as further described in the section entitled "Compensation of Non-Employee Directors."

Under the terms of the Company's Articles of Association, directors need not be shareholders of the Company or residents of Ireland. The Company does, however, have stock ownership guidelines as further described in the section below entitled "Common Stock Ownership Guidelines."

The Board annually determines the independence of directors based on a review by the Board and the Nominating, Governance & Corporate Responsibility Committee. No director is considered independent unless the Board has determined that he or she has no material relationship with the Company, either directly or as a partner, shareholder or officer of an organization that has a material relationship with the Company. Material relationships can include commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships, among others. To evaluate the materiality of any such relationship, the Board has adopted categorical independence standards consistent with the listing standards of the Nasdaq Stock Market (Nasdaq). These standards are available on the Company's website at [www.endo.com](http://www.endo.com), under "Investors/Media—Corporate Governance."

All members of the Audit & Finance, Compensation & Human Capital and Nominating, Governance & Corporate Responsibility Committees must meet applicable Nasdaq independence requirements.

The Board has affirmatively determined that, except for Mr. Coleman, all of its current members and all of the nominees listed below are independent under the Nasdaq listing rules. Mr. Coleman is not independent due to his current role as President and Chief Executive Officer of the Company.

In determining director independence, the Board considered relationships between Endo and companies affiliated with directors. In determining Mr. Cooke's independence, the Board considered his relationship with Alkermes plc (Alkermes), which has a 2002 license agreement with one of the Company's subsidiaries made in the ordinary course of business. Mr. Cooke was President of Alkermes until March 2018, when he was appointed to the board of directors of Alkermes. The Company made no royalty payments to Alkermes in 2021. The Board also considered Mr. Cooke's former relationship with UDG Healthcare plc (UDG), where he served as a director from February 2019 to August 2021. The Company's subsidiaries and UDG are parties to agreements, made in the ordinary course of business, whereby UDG provides services relating primarily to packaging of certain of the Company's products. The total amount of payments made by the Company to UDG from January 1, 2021 through Mr. Cooke's departure from UDG's board of directors in August 2021 was approximately \$4.0 million. In determining Mr. Barberio's independence, the Board considered his role as Chairman of Life Storage, Inc. During 2021, the Company paid less than \$0.1 million to Life Storage, Inc. in the ordinary course of business. The Board has determined that these relationships are not material and do not impair Mr. Cooke's or Mr. Barberio's independence.

On an annual basis and upon the nomination of any new director, the Nominating, Governance & Corporate Responsibility Committee and the Board consider directors' responses to a questionnaire asking about their relationships with the Company (and those of their immediate family members) and other potential conflicts of interest. The Nominating, Governance & Corporate Responsibility Committee has determined that, except for Mr. Coleman, all of the directors currently serving are independent and that the members of the Audit & Finance, Compensation & Human Capital and Nominating, Governance & Corporate Responsibility Committees also meet the applicable independence tests of the Nasdaq listing rules. Upon the recommendation of the Nominating, Governance & Corporate Responsibility Committee, the Board has determined that, during the last three years, none of the current directors, except for Mr. Coleman, has had any material relationship with the Company that would compromise his or her independence.

As of the date of this Proxy Statement, the Company is not aware of any material legal proceedings to which any director or executive officer of the Company, or any associate thereof, is a party that are adverse to the Company or any of its subsidiaries.

## Nominees

There are eight nominees for election as directors of the Company to serve until the 2023 Annual General Meeting of Shareholders (or until death, resignation or removal, if earlier). All of the nominees are currently serving as directors of the Company. The members of our Board represent a wide range of experience and perspectives important to enhancing the Board's effectiveness in fulfilling its oversight role. Below we highlight the composition of our director nominees.



The proposed nominees for election as directors have confirmed that they are each willing to serve as directors of the Company. If, as a result of circumstances not now known or foreseen, a nominee shall be unavailable or unwilling to serve as a director, an alternate nominee may be designated by the present Board to fill the vacancy. The Board believes that each of the Company's directors is qualified to serve as a member of the Board and each contributes to the mix of skills, core competencies and qualifications of the Board. When evaluating candidates for election to the Board, the Nominating, Governance & Corporate Responsibility Committee seeks candidates with certain qualities that it believes are important, including experience, skills, expertise, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, independence, those criteria and qualifications described in each director's biography below and such other relevant factors that the Nominating, Governance & Corporate Responsibility Committee considers appropriate in the context of the needs of the Board. Based on its belief that it is important for nominees for the Board to represent diverse viewpoints and backgrounds, the Nominating, Governance & Corporate Responsibility Committee also considers diversity such as race, ethnicity and gender when selecting candidates. Our current directors are highly experienced and have diverse backgrounds and skills as well as extensive track records of success in what we believe are highly relevant positions, including experience and knowledge overseeing and counseling management on, among other things, complex product liability litigation and regulatory compliance matters. The Board believes that each director's service as chair, vice chair, chief executive officer, chief financial officer and/or senior executive of significant companies has provided each director with skills that are important to serving on our Board.

Board Diversity Matrix (As of December 31, 2021)				
Total Number of Directors	8			
	Female	Male	Non-Binary	Did Not Disclose Gender
<b>PART I: GENDER IDENTITY</b>				
Directors	3	5	-	-
<b>PART II: DEMOGRAPHIC BACKGROUND</b>				
African American or Black	-	-	-	-
Alaskan Native or Native American	-	-	-	-
Asian	1	-	-	-
Hispanic or Latinx	-	-	-	-
Native Hawaiian or Pacific Islander	-	-	-	-
White	2	5	-	-
Two or More Races or Ethnicities	-	-	-	-
LGBTQ+	1			-
Did Not Disclose Demographic Background	-			



## [Table of Contents](#)

*Set forth below are summaries of the background, business experience and principal occupation of each of the Company's current director nominees:*

**MARK G. BARBERIO, 59**, was appointed to the Board of Directors in February 2020 and in June 2021, was appointed as independent, non-executive Chairman of the Board of Directors. Mr. Barberio is Chair of Endo's Strategic Planning Committee and is a member of Endo's Audit & Finance Committee, Compensation & Human Capital Committee, Nominating, Governance & Corporate Responsibility Committee and Compliance Committee. Mr. Barberio has been a Principal of Markapital, LLC since 2013. Prior to then, Mr. Barberio held numerous leadership roles at Mark IV, LLC (now Dayco, LLC), most recently having served as a director from 2011 to 2013, Co-Chief Executive Officer from 2009 to 2013 and Chief Financial Officer from 2004 to 2013. Mr. Barberio currently serves as a director of Gibraltar Industries, Inc. since June 2018 and Life Storage, Inc. since January 2015, where he has been Non-Executive Chairman since May 2018. Previously, Mr. Barberio served as a director of Paragon Offshore Limited from July 2017 to April 2018 and Exide Technologies from April 2015 to October 2020. He is also a member of the Rochester Institute of Technology Board of Trustees, 100 Club of Buffalo—serving the needs of first responders, Buffalo Angels LLC and Rochester Angel Network and is a member of the National Association of Corporate Directors. He earned an M.B.A. from State University of New York at Buffalo and a B.S. in Business-Accounting from Rochester Institute of Technology. Mr. Barberio's qualifications to serve on the Board of Endo include, among others, his significant knowledge in strategy development, finance, operational oversight, real estate, capital markets and investor relations stemming from his extensive executive- and board-level experience as chief executive officer, chief financial officer and chairman of the board.



**JENNIFER M. CHAO, 52**, was appointed to the Board of Directors in February 2021 and is a member of Endo's Audit & Finance Committee and Compliance Committee. Prior to joining Endo, Ms. Chao served as Chairman of the Board of BioSpecifics Technologies Corp. (BioSpecifics) from October 2019 until its acquisition by Endo in December 2020, and served as Chair of BioSpecifics' Compensation Committee and as a member of the Audit Committee, Strategy Committee, Intellectual Property Committee and Nominating and Corporate Governance Committee from 2015 to 2020. In March 2022, Ms. Chao was appointed to the Board of Directors of Cardiol Therapeutics Inc., where she serves as Chair of the Corporate Governance and Compensation Committee, and to the Board of Directors of Edesa Biotech, Inc. Ms. Chao is the founder of CoreStrategies Management, LLC, a strategic consulting firm providing transformational corporate and financial strategies to biotech/life science companies for maximizing core valuation. She also serves as a biotech/life sciences expert witness for corporate litigation. Previously, Ms. Chao was a Managing Director and Senior Lead Biotechnology Securities Analyst at Deutsche Bank, responsible for U.S. large- and small- to mid-cap biotechnology companies with global client coverage; known for differentiated fundamentals securities analysis and high visibility coverage of game changing technologies, paradigm shifting treatment algorithms and industry trends. Ms. Chao also served as a Managing Director and Senior Lead Biotechnology Analyst at RBC Capital Markets and VP, Senior Biotechnology Analyst at Leerink Swann & Co. Ms. Chao was a research fellow at Massachusetts General Hospital/Harvard Medical School, as a recipient of the BioMedical Research Career Award, and received her B.A. in Politics and Greek Classics from New York University. Ms. Chao's qualifications to serve on the Board of Endo include, among others, her knowledge of the biotech and life sciences industries, board-level experience at publicly traded companies and financial and Wall Street experience.



**BLAISE COLEMAN, 48**, was appointed President, Chief Executive Officer and a member of the Board of Directors, effective March 2020. He previously served as Executive Vice President and Chief Financial Officer since December 2016. He joined Endo in January 2015 as Vice President of Corporate Financial Planning & Analysis, and was then promoted to Senior Vice President, Global Finance Operations in November 2015. Prior to joining Endo, Mr. Coleman held a number of finance leadership roles with AstraZeneca, most recently as the Chief Financial Officer of the AstraZeneca/Bristol-Myers Squibb US Diabetes Alliance. Prior to that, he was the Head of Finance for the AstraZeneca Global Medicines Development organization based in Mölndal, Sweden. Mr. Coleman joined AstraZeneca in 2007 as Senior Director Commercial Finance for the US Cardiovascular Business. He joined AstraZeneca from Centocor, a wholly-owned subsidiary of Johnson & Johnson, where he held positions in both the Licenses & Acquisitions and Commercial Finance organizations. Mr. Coleman's move to Centocor in early 2003 followed 7 years' experience with the global public accounting firm, PricewaterhouseCoopers LLP. Mr. Coleman is a Certified Public Accountant; he holds a Bachelor of Science degree in accounting from Widener University and an M.B.A. from the Fuqua School of Business at Duke University. Mr. Coleman's qualifications to serve on the Board of Endo include, among others, his executive leadership experience at pharmaceutical companies, extensive background in finance, business and strategic planning and in-depth knowledge of the Company, its businesses and management.



## [Table of Contents](#)

**SHANE M. COOKE, 59**, has been a member of the Board of Directors since July 2014 and is Chair of Endo's Audit & Finance Committee and is a member of Endo's Compliance Committee. In March 2018, Mr. Cooke retired from Alkermes plc (Alkermes), most recently having served as its President since 2011, when Elan Drug Technologies (EDT) merged with Alkermes. Mr. Cooke was appointed to the board of directors of Alkermes in March 2018. From 2007 until 2011, he was head of EDT and Executive Vice President of Elan Corporation (Elan) and concurrently served as Chief Financial Officer of Elan from 2001 to 2011. Mr. Cooke was appointed director of Elan in 2005. Prior to joining Elan, he was Chief Executive and a founder of Pembroke Capital Limited. Mr. Cooke also previously held a number of senior positions in finance in the banking and aviation industries. He currently serves on the boards of directors of Alkermes and Prothena Corporation plc and previously served as Chairman of UDG Healthcare plc until August 2021. Mr. Cooke is a chartered accountant and a graduate of University College Dublin, Ireland. Mr. Cooke's qualifications to serve on the Board of Endo include, among others, his extensive knowledge of the pharmaceutical industry, significant executive- and board-level experience at a publicly traded company and financial expertise and experience, including service as a chief financial officer of a public company.



**NANCY J. HUTSON, Ph.D., 72**, has been a member of the Board of Directors since the Company's inception in February 2014 and is Chair of Endo's Compliance Committee and a member of Endo's Nominating, Governance & Corporate Responsibility Committee. Dr. Hutson retired from Pfizer, Inc. (Pfizer) in 2006 after spending 25 years in various research and leadership positions, most recently serving as Senior Vice President, Pfizer Global Research and Development and Director of Pfizer's pharmaceutical R&D site, known as Groton/New London Laboratories. At Pfizer, she led 4,500 colleagues (primarily scientists) and managed a budget in excess of \$1 billion. She is currently a director of BioCryst Pharmaceuticals, Inc., Clearside Biomedical, Inc. and PhaseBio Pharmaceuticals, Inc. Dr. Hutson previously served as Director of Cubist Pharmaceuticals until 2015 and Inspire Pharmaceuticals, Inc. until 2011. From 2009 until February 2014, Dr. Hutson was a director of Endo Health Solutions Inc. Dr. Hutson owns and operates Standing Stones Farm in Ledyard, CT. Dr. Hutson holds a Bachelor of Arts degree from Illinois Wesleyan University and a Ph.D. degree from Vanderbilt University. Dr. Hutson's qualifications to serve on the Board of Endo include, among others, her in-depth knowledge and understanding of the complex research, drug development and business issues facing pharmaceutical companies.



**MICHAEL HYATT, 76**, has been a member of the Board of Directors since the Company's inception in February 2014 and is Chair of Endo's Nominating, Governance & Corporate Responsibility Committee and a member of Endo's Compensation & Human Capital Committee and Strategic Planning Committee. Mr. Hyatt is currently a Senior Advisor to Irving Place Capital. Until 2008, Mr. Hyatt was a Senior Managing Director of Bear Stearns & Co., Inc. Mr. Hyatt previously served as a Director of Schiff Nutrition International until 2012. From 2000 until February 2014, Mr. Hyatt was a director of Endo Health Solutions Inc. Mr. Hyatt holds a Bachelor of Arts degree from Syracuse University and a J.D. degree, from Emory University School of Law. Mr. Hyatt's qualifications to serve on the Board of Endo include, among others, his leadership experience in the banking industries, in-depth knowledge of the Company and experience as a board member of a publicly traded company.



**WILLIAM P. MONTAGUE, 75**, has been a member of the Board of Directors since the Company's inception in February 2014 and is Chair of Endo's Compensation & Human Capital Committee and a member of Endo's Audit & Finance Committee and Strategic Planning Committee. Mr. Montague served as Chief Executive Officer of Mark IV Industries, Inc. from 2004 until his retirement in 2008 and as Director from 1996 until 2008. He joined Mark IV Industries in 1972 as Treasurer/Controller, serving as Vice President of Finance from 1974 to 1986, then Executive Vice President and Chief Financial Officer from 1986 to 1996 and then as President from 1996 to 2004. Mr. Montague has also served as a director of Gibraltar Industries, Inc. since 1993, including serving as Chairman of the Board from June 2015 until December 2021 and as Chairman Emeritus since January 2022, and will retire from the Board effective as of the company's annual meeting scheduled for May 2022. From 2013 until 2014, Mr. Montague served as a director of Allied Motion Technologies Inc. From 2009 until February 2014, Mr. Montague was a director of Endo Health Solutions Inc. Mr. Montague is a Certified Public Accountant; he holds a Bachelor of Science degree in accounting and an M.B.A. from Wilkes University. Mr. Montague's qualifications to serve on the Board of Endo include, among others, his significant executive and leadership experience at manufacturing companies, including service as chief executive officer and membership on the board of directors of such companies, and financial expertise and experience, including service as a company's chief financial officer.



**M. CHRISTINE SMITH, Ph.D., 57**, was appointed to the Board of Directors in July 2020 and is a member of Endo's Compensation & Human Capital Committee and Nominating, Governance & Corporate Responsibility Committee. Since November 2020, Dr. Smith has served as Senior Managing Director at Accenture. From 2017 to 2020, she served as the Global Vice President for Inclusion and Diversity at Apple. In 2017, prior to joining Apple, Dr. Smith served as interim head of human resources at Grail, a start-up cancer detection company, where she was responsible for creating the human resources function and accelerating talent acquisition and growth. From 2001 to 2017, Dr. Smith held various leadership roles within Deloitte, including Regional Managing Partner and head of the human capital and life sciences practices. Between 2010 and 2017, she was a member of Deloitte's executive leadership team, responsible for defining and implementing the firm's strategy and business, operations and international expansion plans for both industry sectors through a period of accelerated growth and expansion within the BRIC countries and the EMEA region. Dr. Smith holds a Bachelor of Arts from Loyola College in Baltimore, a Masters in Social Work from Rutgers University and a Doctorate from New York University. Dr. Smith's qualifications to serve on the Board of Endo include, among others, her extensive knowledge of the life sciences industry and significant strategy development, leadership, data and analytics, and mergers and acquisitions experience.



**Vote Required**

Each nominee for director receiving a majority of the votes cast at the Annual Meeting will be elected.

*The Board of Directors recommends a vote FOR the election of each of these nominees for election as director.*

**Corporate Governance**

Corporate Governance Highlights	
Director Nominees	<ul style="list-style-type: none"> <li>Seven of eight director nominees are independent, including the Chairman</li> <li>All committee members, including the Chair of each committee, are independent</li> <li>Nominees are diverse in gender, ethnicity, experience and skills</li> </ul>
Board Refreshment	<ul style="list-style-type: none"> <li>Mr. Barberio was appointed to the Board in February 2020</li> <li>Mr. Coleman was appointed to the Board in March 2020</li> <li>Dr. Smith was appointed to the Board in July 2020</li> <li>Ms. Chao was appointed to the Board in February 2021</li> </ul>
Board Leadership Structure	<ul style="list-style-type: none"> <li>Separate Chairman and Chief Executive Officer roles</li> <li>New non-executive Chairman appointed in June 2021</li> </ul>
Contingency Planning	<ul style="list-style-type: none"> <li>Highly-engaged Board with oversight of the Company's contingency planning efforts</li> <li>In 2021, the Strategic Planning Committee became a chartered committee of the Board</li> </ul>
Corporate Responsibility	<ul style="list-style-type: none"> <li>The Board has oversight of the Company's Corporate Responsibility initiatives and management provides regular updates to the Board regarding the Company's progress</li> <li>The Nominating, Governance &amp; Corporate Responsibility Committee has oversight of the Company's overall Corporate Responsibility program while other committees have oversight of certain aspects of the program</li> <li>Environmental, social and governance (ESG) and enterprise risk management (ERM) are embedded into the Company's corporate strategy</li> <li>Commitment to diversity, equity and inclusion (DEI)</li> </ul>
Compensation	<ul style="list-style-type: none"> <li>Pay-for-performance philosophy designed to provide incentives that advance the interests of shareholders</li> <li>Clawback provision for both cash awards and equity awards</li> </ul>
Shareholder Engagement	<ul style="list-style-type: none"> <li>Direct engagement with shareholders, including targeted outreach initiatives</li> <li>Members of management and certain directors participate in shareholder outreach</li> <li>Input solicited on ESG strategy, executive compensation and other topics of importance to shareholders</li> </ul>
Shareholder Rights	<ul style="list-style-type: none"> <li>Directors must stand for re-election on an annual basis</li> <li>Directors elected by majority vote standard</li> <li>Shareholders have the ability to call special meetings (10% ownership threshold)</li> </ul>

**Board Leadership Structure**

The Board generally believes that the role of Chairman and the role of Chief Executive Officer should be separate and that the Chairman should not be part of the Company's management. In addition to the general duties and responsibilities of a director, in accordance with the Articles of Association and our corporate governance guidelines, the Chairman is responsible for setting Board meeting agendas, dates and locations, presiding over Board and shareholder meetings, presiding over executive

## [Table of Contents](#)

sessions of the Board (if independent), meeting regularly with the Chief Executive Officer between Board meetings and facilitating full and candid communication among directors and between the Board and the Chief Executive Officer. Mr. Barberio has served as independent, non-executive Chairman since June 2021. Mr. Coleman serves as President and Chief Executive Officer and is also a director.

Our Board currently has five standing committees. Each committee has an independent committee chair and each committee consists solely of independent directors. The Board establishes other committees from time to time as it deems necessary or appropriate.

Our Board consists of directors with significant leadership, organizational and strategic skills. All of our directors have served as chair, vice chair, chief executive officer, chief financial officer and/or senior executive of significant companies. Our directors have demonstrated leadership in large enterprises, many with relevant industry experience, and are well-versed in board processes and corporate governance. We believe that having directors with such significant leadership skills benefits our company and our shareholders.

Each director may suggest items for inclusion on the agenda and may, at any Board meeting, raise subjects that are not on the agenda for that meeting. As required by our corporate governance guidelines, our independent directors meet separately, without management present, at each meeting of the Board. In addition, our Board committees regularly meet without members of management present.

As part of an annual self-evaluation process, the Board evaluates the Board's leadership structure. The Board believes that having a President and Chief Executive Officer with oversight of company operations, a non-executive Chairman leading the Board and independent committee chairs and committee members is an appropriate leadership structure for Endo.

### ***Board Refreshment and Director Succession Process***

The Board has implemented a director succession process focused primarily on the composition of the Board and its committees, upcoming director retirements, succession planning for committee chairs, increasing Board diversity and recruiting strategies for adding new directors. This process has resulted in the addition of three new independent directors since the start of 2020. Mr. Barberio was appointed to the Board in February 2020; Dr. Smith was appointed to the Board in July 2020; and Ms. Chao was appointed to the Board in February 2021. Their appointments were informed by the Board's annual evaluation process which helps determine an appropriate balance of skills, diversity, experience and tenure. To support effective Board refreshment and in keeping with the Company's continued transformation, the Nominating, Governance & Corporate Responsibility Committee and the full Board consider a diverse pool of qualified director candidates on an ongoing basis.

### ***Board Orientation and Director Education***

Upon joining the Board, each independent director undergoes a comprehensive orientation process to help the new director quickly begin to contribute to board deliberations. The orientation process includes meeting with the Company's senior leadership to learn about the Company's overall strategy, key business issues, risks and opportunities. In addition to new director orientation, our directors participate in continuing education to maintain the skills necessary to perform their duties and responsibilities and to keep abreast of industry trends, regulatory developments and corporate governance practices. These include periodic presentations from outside advisors and consultants at board meetings, regular discussions with members of management, membership in the National Association of Corporate Directors (NACD) and the opportunity to attend external board education programs.

### ***Board Responsibilities***

The Board is responsible for overseeing and advising management with respect to the long-term interests of the Company and its shareholders. The Board's responsibilities include, among others, the following:

- overseeing management's conduct of our business;
- reviewing and overseeing the Company's risk management efforts;
- determining the compensation of our President and Chief Executive Officer and other senior executives, including our named executive officers (NEOs);
- planning for CEO succession;
- reviewing the Company's human capital management efforts, including broad oversight of compensation programs, diversity, equity and inclusion (DEI) initiatives, succession planning and leadership development;
- reviewing the Company's Corporate Responsibility program, including environmental, social and governance (ESG) initiatives;
- reviewing and approving our major financial objectives, strategic priorities and operating plans;
- reviewing and evaluating the Company's financial reporting processes; and
- reviewing regulatory, compliance, quality and legal matters and management's implementation of the Company's compliance program.

To address these responsibilities, the Board and its committees meet on at least quarterly basis with members of management, including at regularly scheduled Board and committee meetings, and participate in recurring informational calls and other ad hoc discussions with management that generally occur at least quarterly. Additional information is included through-

out the remainder of this section and under the heading “Board Meetings, Attendance and Committees of the Board of Directors” below.

### ***The Board's Role in Risk Oversight***

On a regular basis, members of management responsible for monitoring and managing risks across the Company's various functions make reports to the Audit & Finance Committee. The Audit & Finance Committee, in turn, reports to the full Board of Directors. While the Audit & Finance Committee has primary responsibility for overseeing risk management, the full Board is actively involved in overseeing risk management for the Company by engaging in periodic discussions with management as the Board may deem appropriate. In addition, each of our Board committees considers the risks within its respective areas of responsibility.

The Board believes that one of its most important responsibilities is to oversee how the Company's Senior Executive Team, which includes our current NEOs and other senior leaders, manages the various risks the Company faces and has delegated primary responsibility for overseeing the Company's Enterprise Risk Management (ERM) program to the Audit & Finance Committee. It is management's responsibility to manage risk and bring the most material risks the Company faces to the attention of the Audit & Finance Committee and the Board. The Company's head of internal audit, who reports functionally to the Audit & Finance Committee, facilitates the ERM program under the sponsorship of our Senior Executive Team. Enterprise risks are identified and prioritized by management, and each material risk is discussed with and overseen by a Board committee or the full Board based on the nature of the risk area and the committee's charter. The committee or full Board agendas include discussions of individual risk areas throughout the year. Additionally, the Audit & Finance Committee agendas include periodic updates on the ERM program.

The Audit & Finance Committee regularly reviews, in consultation with third party advisors as appropriate, risks and risk management activities relating to liquidity, debt, financial, accounting, legal, tax, compliance, information technology security and other matters. The Compensation & Human Capital Committee considers risks related to succession planning and the attraction and retention of talent as well as risks relating to the design of compensation programs and arrangements, succession planning and leadership development. The Compensation & Human Capital Committee also reviews compensation and benefit plans affecting Endo's executive officers and other employees. The Compliance Committee considers risks related to regulatory, compliance, quality and legal matters and reviews management's implementation of the Company's compliance program. The Strategic Planning Committee provides oversight with respect to the use and development of the financial resources of the Company, the Company's financial structure and any restructuring thereof. The full Board considers strategic risks and opportunities and regularly receives reports from its committees regarding risk oversight in their respective areas of responsibility.

### ***Information Security***

As part of its role in risk oversight, the Audit & Finance Committee reviews the Company's program for managing information security risks, including data privacy and data protection. The Audit & Finance Committee is briefed by the Company's senior leadership multiple times a year on information security matters. The Company is aligned with the National Institute of Standards and Technology (NIST) Cybersecurity Framework to manage information security risks and assess the maturity of the information security program. As part of the Company's information security training program, employees participate in various cyber awareness activities including formal training exercises, simulated phishing events, town hall discussions and annual cybersecurity awareness month events. The Company maintains an updated information security policy and incident response plan. Tabletop exercises are performed to simulate ransomware and other disruptive events. The Company maintains insurance coverage for information security risk.

### ***Corporate Responsibility***

The Company's Corporate Responsibility initiatives, including ESG matters, are incorporated into the Company's corporate strategy. The Company issued its inaugural ESG report in 2020 summarizing the Company's efforts using metrics from the Sustainability Accounting Standards Board (SASB) and the Company's 2021 Corporate Responsibility report can be found at [www.endo.com/our-responsibility](http://www.endo.com/our-responsibility). The Board has oversight of Endo's Corporate Responsibility initiatives and management provides regular updates to the Board regarding the Company's progress. The Nominating, Governance & Corporate Responsibility Committee has oversight of the Company's overall Corporate Responsibility program while other committees have oversight of certain individual aspects of the program. For example, the Compensation & Human Capital Committee reviews progress on the Company's commitment to diversity, equity and inclusion. The Compliance Committee has oversight of ethics and compliance related matters. The Audit & Finance Committee, as explained above, has oversight of enterprise risk management.

### ***Code of Conduct***

The Board maintains a Code of Conduct that applies to the Company's directors, executive officers (including its President and Chief Executive Officer and Executive Vice President and Chief Financial Officer) and other employees (Endo Code). The Board also maintains a Code of Conduct for the Board of Directors (Director Code). These Codes are posted on the Company's website at [www.endo.com](http://www.endo.com). The Endo Code is available under “Our Responsibility—Corporate Compliance,” and the Director Code is available under “Investors/Media—Corporate Governance.” Any waiver of either code for a director or executive officer of the Company, as applicable, may be made only by the Board or a committee of the Board. Such waivers and any amendments



## [Table of Contents](#)

to either code will be disclosed on the Company's website if required by law or stock exchange rules. The Board reviews the Endo Code and the Director Code on an annual basis.

### *Recovery of Compensation*

The Compensation & Human Capital Committee maintains a compensation recovery (clawback) policy relating to recoupment of cash and equity-based incentive awards (collectively, Covered Awards) granted to NEOs and other senior management employees at the vice president level and above (collectively, Covered Employees). Under the policy, if the Company issues a material restatement of its reported financial results caused by the Covered Employee's fraud or intentional misconduct, as determined by the Compensation & Human Capital Committee, then the Compensation & Human Capital Committee will direct the Company to use reasonable efforts to seek recovery of all Covered Awards that were paid or granted for performance during the restated fiscal year or years. In addition, the Compensation & Human Capital Committee has the ability to recoup certain Covered Awards granted to Covered Employees for material misconduct or gross negligence resulting in a material violation of the Company's policies or applicable laws, as determined by a court of competent jurisdiction in a final, non-appealable judgment, which causes material financial harm to the Company. In the event that the Compensation & Human Capital Committee invokes this policy to recover any Covered Awards, the Company will disclose such recoupment as required by law or regulation or if the applicable misconduct has otherwise become public knowledge.

### *Insider Trading Policy*

The Board maintains an Insider Trading Policy, which applies to all personnel, including non-employee directors and officers, arising from our legal and ethical responsibilities as a public company. Among other restrictions, the Insider Trading Policy contains hedging restrictions prohibiting non-employee directors, the Company's executive officers and all other employees from purchasing any financial instrument that is designed to hedge or offset any decrease in the market value of the Company's shares, including puts, calls or other derivative transactions. Non-employee directors, the Company's executive officers and all other employees are also restricted from engaging in short sales related to the Company's ordinary shares and pledging the Company's shares as collateral for a loan, including holding shares in a margin account.

### *Company Policy on Parachute Payments*

The Board maintains a policy that provides that the Company will not enter into any future employment agreements that include "golden parachute" excise tax gross-ups with respect to payments contingent upon a change in control. An excess parachute payment is generally a change in control payment in excess of one times the average of the officer's taxable W-2 income for the five years prior to the change in control (base amount), and generally only results if the change in control payment exceeds 2.99 times the base amount. Excess parachute payments, including any excise tax gross-up payments, are non-deductible to the Company under Section 280G of the Internal Revenue Code (the Code). Accordingly, the Company does not have any employment agreements with change in control excise tax gross up provisions.

### *Common Stock Ownership Guidelines*

The Board maintains Ownership Guidelines both for non-employee directors and for executive officers and senior management of the Company. The Board believes that non-employee directors and senior management should have a significant equity position in the Company and that the Ownership Guidelines serve to further the Board's interest in encouraging a longer-term focus in managing the Company. The Board also believes that the Ownership Guidelines align the interests of the Company's directors and senior management with the interests of shareholders and further promote Endo's commitment to sound corporate governance. The Ownership Guidelines are posted on the Company's website at [www.endo.com](http://www.endo.com), under "Investors/Media—Corporate Governance." The current Ownership Guidelines provide that each non-employee director eligible to own Company stock should, but is not required to, have ownership of the Company's ordinary shares equal in value to at least three times his or her current annual cash retainer. Due to the significant changes made to non-employee director compensation in November 2021, non-employee directors have five years from the effective date of the changes to meet the recommended guidelines. As of April 11, 2022, all non-employee directors and NEOs subject to the Ownership Guidelines have either met or made substantial progress toward meeting the recommended guidelines.

### *Review and Approval of Transactions with Related Persons*




The Board maintains written policies and procedures for review, approval and monitoring of transactions involving the Company and "related persons" (directors and executive officers or their immediate family members, or beneficial owners of greater than five percent of the Company's outstanding ordinary shares). The policy covers any related person transaction that meets the minimum threshold for disclosure in the Proxy Statement under relevant SEC rules (generally, transactions involving amounts exceeding \$120,000 in which a related person has a direct or indirect material interest). Such transactions are subject to review and approval by the Audit & Finance Committee.

Robert Campanelli is Vice President, Strategic Projects at Par Pharmaceutical, Inc., an indirect subsidiary of the Company. Mr. Campanelli joined Par Pharmaceutical Inc. in 2003 as a senior product manager and has worked in ascending areas of responsibility since that time. He is the brother of Paul Campanelli, who served as Chairman of Endo's Board until June 2021. Robert Campanelli's compensation from January 1, 2021 through Paul Campanelli's retirement on June 10, 2021, calculated in accordance with the rules applicable to the Summary Compensation Table, totaled \$289,561, of which \$120,700 was salary, \$130,283 was annual and other bonuses and \$38,578 was compensation under the Company's long-term incentive equity plan. In addition, Robert Campanelli is eligible to participate in the retirement plans, insurance programs, health benefits and other similar employee welfare benefit arrangements available to other employees of comparable level and on substantially similar terms and conditions.

### **Environmental, Social and Governance (ESG) Highlights**

We believe that our ESG initiatives are critical to our long-term success and support our goal of increasing sustainable practices to benefit all stakeholders. For additional information, please read our recently issued 2021 Corporate Responsibility Report available at [www.endo.com/our-responsibility](http://www.endo.com/our-responsibility). The table below identifies some of our ESG highlights related to 2021.

---

 <p><b>ENVIRONMENTAL</b></p>	<ul style="list-style-type: none"><li>▪ Adopted a customized multi-year strategy for each location to move from diesel to cleaner and more efficient natural gas as well as renewable energy alternatives</li><li>▪ Completed the baseline assessment of our Scope 1 and Scope 2 greenhouse gas emissions, which will further inform our climate strategy</li><li>▪ Embraced traditional and new technologies, such as membrane filtration/reverse osmosis, to support our water management</li></ul>
 <p><b>SOCIAL</b></p>	<ul style="list-style-type: none"><li>▪ Advanced diversity, equity and inclusion (DEI) in all that we do:<ul style="list-style-type: none"><li>▪ Engaged an external firm to conduct a comprehensive analysis of pay within all groups at all levels of the organization, and no inequities were found</li><li>▪ Surveyed more than 1,000 global team members and held 40 focus groups. The feedback we received is informing our plans, including the expansion of learning options and solutions for all team members</li><li>▪ While we are still in the early stages of our journey, we are pleased that the female representation in our U.S. workforce increased in 2021 (51% in 2021 versus 47% in 2020), with additional gains in the number of females in senior leader roles in the U.S. (29% in 2021 versus 21% in 2020)</li><li>▪ Formalized our supplier diversity program</li></ul></li><li>▪ Adopted a flexible workplace policy for many positions, increasing team members' sense of trust, empowerment and productivity</li><li>▪ Continued to demonstrate our strong commitment to quality and continuous improvement with no inspections that have resulted in an Official Action Indicated Notification since 2014</li></ul>
 <p><b>GOVERNANCE</b></p>	<ul style="list-style-type: none"><li>▪ Formed an ESG Steering Committee, comprised of members of the Senior Executive Team, to guide our ESG strategy and execution and integrate our ESG program with our corporate strategy</li><li>▪ Formalized Board oversight of ESG program through the Nominating, Governance &amp; Corporate Responsibility Committee with the other Board committees having responsibility for individual program aspects</li><li>▪ &gt;99% of employees completed updated quarterly Code of Conduct training</li></ul>

---

### **Shareholder Interaction**

#### *Shareholder Communications with Directors*

The Board has established a process to receive communications from shareholders. Shareholders may contact any member or all members of the Board, including the Chairman, any Board committee or the chair of any such committee by mail. To communicate with the Board, any individual director or any group or committee of directors, correspondence should be addressed to the Board of Directors or any such individual director or group or committee of directors by either name or title. All such correspondence should be sent "c/o Company Secretary" to Endo International plc, First Floor, Minerva House, Simonscourt Road, Ballsbridge, Dublin 4, Ireland.

All communications received as set forth in the preceding paragraph will be opened by the office of our Company Secretary for the sole purpose of determining whether the contents represent a message to our directors. Any contents that are not in the nature of advertising, promotions of a product or service or patently offensive material will be forwarded promptly to the addressee(s). In the case of communications to the Board or any group or committee of directors, the Company Secretary's office will make sufficient copies of the contents to send to each director who is a member of the group or committee to which the communication is addressed.

#### *Shareholder Engagement*

Endo's Board believes it is important to directly engage with shareholders, including through targeted outreach initiatives, as a means of soliciting shareholder views on environmental, social, corporate governance, executive compensation and other important topics in order to assist our Board with items requiring a broader shareholder perspective. Certain directors and members of our management team have engaged with our shareholders, as well as with third party advisory firms, to discuss key issues on a variety of topics. As an example, the Company has reached out to shareholders with combined ownership levels of more than 70% of Endo's ordinary shares outstanding in each of the past three years. Together with the shareholder



## Table of Contents

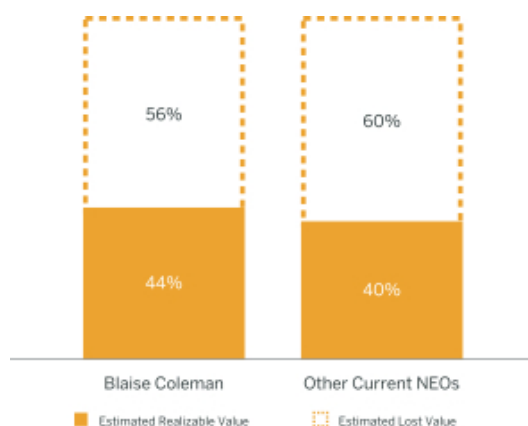
advisory vote on executive compensation (the say-on-pay vote), these conversations have provided the Board with insights into evolving shareholder views, while serving as an effective communication channel for matters of critical importance to Endo's short- and long-term priorities. Members of Endo's Board, including independent directors, plan to continue efforts to engage with and maintain an open dialogue with shareholders.

After implementing key changes in response to shareholder feedback received in 2019 including (i) the use of continuity compensation arrangements to augment below market pay levels for Endo's NEOs and (ii) limiting the use of equity in the 2020 annual grant to only the Company's Senior Executive Team, the Company's 2020 shareholder engagement process resulted in the following feedback:

- A high degree of support for the Company's responsiveness to shareholder concerns raised in 2019 and agreement with the resulting changes implemented by the Compensation & Human Capital Committee;
- Continued support for the Company's strategy, performance and management, as well as Endo's executive compensation policies, plan designs and metrics used;
- Support for the Company's use of continuity compensation to address immediate shareholder concerns, with a preference that Endo return to a conventional executive compensation program design that better aligns NEO pay levels with competitive market levels; and
- Support for the Company's proactive management of share utilization, and emphasis on minimizing shareholder dilution levels.

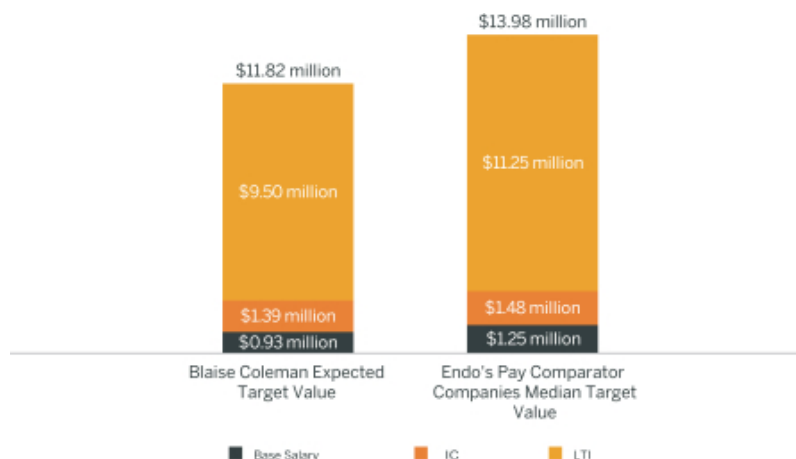
The feedback received from shareholders relating to management continuity as well as the Company's share utilization limitations are material concerns shared by the Board.

For Endo employees, including the Company's NEOs, significant realized value opportunities have been lost over the past several years due to a number of external factors outside of their control, including unfavorable media coverage, political scrutiny and litigation relating to prescription opioid medication abuse. The negative impact these factors have on Endo's share price creates significant continuity risks for the Company that have required immediate attention. To illustrate this point, the chart below summarizes the estimated lost value opportunities for NEO LTI awards issued from 2017 to 2021, based on an April 11, 2022 share price of \$2.49, which is equivalent to approximately \$11.7 million in aggregate lost value for Mr. Coleman and an average aggregate lost value of approximately \$4.0 million for the Company's other current NEOs:



[Table of Contents](#)

Additionally, as discussed with our shareholders, 2021 NEO target levels for Total Direct Compensation (TDC), including base salary, cash incentive compensation (IC) and long-term incentive compensation (LTI), were below the median of Endo's Pay Comparator Companies (as defined below in the CD&A). To illustrate this point, the chart below depicts the relative positioning of Mr. Coleman's 2021 target TDC levels versus median target CEO TDC levels reported by Endo's Pay Comparator Companies in 2021:



Note: Base salary represents the annual rate of base salary. Since Mr. Coleman's LTI is determined at the sole discretion of the Compensation & Human Capital Committee, "Expected Target" amounts of LTI reflect actual expected values of LTI issued in connection with the annual grant in early 2021. Except for amounts reported for Mr. Coleman, amounts reflect median overall pay levels for these companies.

The actions implemented by the Compensation & Human Capital Committee as a result of the shareholder feedback and the other factors summarized above were intended to directly address these concerns. First, continuity compensation arrangements were authorized by the Compensation & Human Capital Committee in 2019 and 2020 to increase realizable earnings for Endo's most critical talent in an effort to help bridge the significant gap between current pay and competitive norms. In addition, the use of cash-based long-term incentives in 2021 was also authorized to address shareholder concerns regarding share usage and dilution resulting from Endo's reduced share price, but also to serve as a separate mechanism to allow for predictable realizable value opportunities for all LTI-eligible employees. These actions were required to maintain management continuity and increase the level of motivation for Endo employees, which in turn are key to driving the success of the business on an ongoing basis.

Following the implementation of these changes, the Company's 2021 shareholder engagement process, which involved reaching out to holders with combined ownership levels of more than 75% of Endo's ordinary shares outstanding as well as third party advisory firms, resulted in feedback that was highly consistent with the feedback received in 2020. The following summarizes the shareholder feedback received in 2021, as well as the actions taken by the Compensation & Human Capital Committee:

2021 Shareholder Feedback	Prior Approach	Implemented Changes
Agreement with the Company's re-evaluation of compensation practices based on prior shareholder feedback	Augmented pay with continuity compensation arrangements (NEO target TDC levels, inclusive of 2020 continuity compensation, were below the 25th percentile of Endo's Pay Comparator Companies)	Initial compensation adjustments applied in early 2021, with a second phase of adjustments applied in November 2021 to return to a conventional executive compensation structure that is aligned with competitive pay levels  No further continuity compensation arrangements authorized by the Compensation & Human Capital Committee for NEOs
Recognition of the need to motivate key employees with a specific focus on management continuity	LTI grants include a mix of award vehicles, all vesting over a 3-year period  Use of continuity compensation arrangements to reduce the gap between NEO pay with median pay levels of Endo's Pay Comparator Companies and to enhance retention of NEOs	Implemented a Prepaid Incentive Compensation Program in November 2021 as part of the Company's contingency planning efforts and to encourage management continuity

## [Table of Contents](#)

As summarized above, while shareholders understood the purpose and supported Endo's prior use of continuity compensation, they were in agreement with the actions taken by the Company to return to a conventional executive compensation program design that better aligns NEO pay levels with competitive market levels. In an effort to return to a conventional executive compensation structure that is aligned with competitive pay levels, the Compensation & Human Capital Committee approved two phases of compensation adjustments in 2021 and also discontinued the use of continuity compensation arrangements. Please reference the "Individual Compensation Determination" section of CD&A for approved compensation actions. Additionally, as part of the Company's contingency planning efforts and in an effort to encourage management continuity, a Prepaid Incentive Compensation program was implemented in November 2021 for all current NEOs, which is discussed further in the "2021 Prepaid Incentive Compensation Program" section of CD&A.

Based on the actions taken in 2021, and in prior years as noted in CD&A, the Compensation & Human Capital Committee believes the changes implemented have consistently addressed the feedback received through the course of our shareholder engagement discussions and serve to strengthen our ability to motivate top talent and encourage management continuity of our NEOs who are critical to the planning and execution of Endo's strategy and the creation of long-term shareholder value. These shareholder discussions have provided the Board with insights into evolving shareholder views, while serving as an effective communication channel for matters of critical importance to Endo's short- and long-term priorities. The Compensation & Human Capital Committee will continue to consider shareholder feedback and the results of future say-on-pay votes when making executive compensation decisions and policies. Such votes are conducted annually.

### ***Board Meetings, Attendance and Committees of the Board of Directors***

Between January 1, 2021 and December 31, 2021, the Board as a whole met seven times and acted by written consent on four occasions. All members of the Board attended 75% or more of the aggregate number of meetings of the Board and of the chartered committees of the Board on which they served in 2021 (that were held during the respective periods in which they served on the Board and related committees). The Board's committees also routinely engage with members of management outside of scheduled meetings, including through participation in recurring informational calls and other ad hoc discussions. The Company does not have a policy on director attendance at Annual Meetings.

#### ***Board Committees***

The Board has five standing committees. Each committee operates pursuant to a written charter adopted by the Board describing the nature and scope of responsibilities of each committee. The Board has determined that the chair and all members of each committee are "independent" in accordance with the criteria established by the SEC and Nasdaq.

#### ***Audit & Finance Committee***

The Audit & Finance Committee is responsible for overseeing the Company's financial reporting process on behalf of the Board. In addition, the Audit & Finance Committee reviews, acts on and reports to the Board with respect to various auditing and accounting matters, including the selection of the Company's independent registered public accounting firm, the scope of the annual audits, fees to be paid to the independent registered public accounting firm, the performance of the Company's independent registered public accounting firm, the accounting practices of the Company and the Company's internal controls and legal compliance functions. As explained above, the Audit & Finance Committee also has oversight of the Company's ERM program and its information security program. The Audit & Finance Committee's charter is available on the Company's website at [www.endo.com](http://www.endo.com), under "Investors/Media—Corporate Governance."

Management of the Company has the primary responsibility for the Company's financial reporting process, principles and internal controls as well as preparation of its financial statements. The Company's independent registered public accounting firm is responsible for performing an independent audit of, and expressing an opinion on, the conformity of the Company's financial statements with accounting principles generally accepted in the United States and the effectiveness of the Company's internal controls over financial reporting.

Between January 1, 2021 and December 31, 2021, the Audit & Finance Committee met five times and held periodic meetings separately with management, the Company's internal auditors and the independent registered public accounting firm. The Audit & Finance Committee also routinely engaged with members of management outside of scheduled meetings, including through participation in recurring informational calls and other ad hoc discussions.

#### ***Compensation & Human Capital Committee***

The Compensation & Human Capital Committee of the Board determines the salary and incentive compensation of our President and Chief Executive Officer, reviews and approves the compensation levels of certain other senior executives of the Company, including the NEOs, and provides broad guidance regarding the remuneration and incentive compensation of the other employees of the Company. The Compensation & Human Capital Committee also reviews all the recommendations of the Company's management for awards granted under the Endo International plc Amended and Restated 2015 Stock Incentive Plan and acts on such recommendations, as appropriate, in the committee's judgment. The Compensation & Human Capital Committee's charter is available on the Company's website at [www.endo.com](http://www.endo.com), under "Investors/Media—Corporate Governance."

## [Table of Contents](#)

The primary function of the Compensation & Human Capital Committee is to set and review the Company's general executive compensation policies and strategies and oversee and evaluate the Company's overall compensation structure and programs. The Compensation & Human Capital Committee confirms that total compensation paid to the NEOs, including the President and Chief Executive Officer, Executive Vice President and Chief Financial Officer and those other individuals included in the Summary Compensation Table, is competitive and performance-based. Responsibilities of the Compensation & Human Capital Committee include, but are not limited to:

- setting and reviewing, at least annually, the goals and objectives of the Company's executive compensation plans;
- annually evaluating the performance of the Company's NEOs (and certain other employees) in light of those goals and objectives and determining and/or approving their compensation levels based on such evaluations;
- establishing or reviewing performance-based and LTI plans for the NEOs (and certain other employees), as well as reviewing and approving other supplemental benefits and perquisites for such NEOs (and certain other employees);
- interpreting, implementing, administering, reviewing and approving all other aspects of remuneration to the Company's NEOs (and certain other employees), including their employment agreements, severance arrangements and change in control agreements or provisions;
- developing, approving, administering and recommending to the Board and the Company's shareholders for their approval (to the extent such approval is required by any applicable law, regulation or Nasdaq rule) all stock option and other stock incentive plans of the Company and all related policies and programs;
- approving individual recommendations and granting any shares, stock options, cash-based awards or other equity-based awards under all long-term stock incentive plans that are outside approved guidelines for such grants, and exercising such power and authority as may be required or permitted under such plans;
- reviewing matters relating to management development and human capital, including key initiatives, policies and practices regarding diversity, equity and inclusion;
- reviewing and approving the Company's management succession plan for senior management; and
- reviewing and approving compensation policies for the Company's non-employee directors.

Endo management provides reviews and recommendations of the Company's executive compensation programs, policies and governance for the Compensation & Human Capital Committee's consideration and review. Management responsibilities in this regard include, but are not limited to:

- providing an ongoing review of the effectiveness of the compensation programs for all employees, including competitiveness, and alignment with the Company's objectives;
- recommending changes, if necessary, to achieve all program objectives; and
- recommending pay levels, payout and/or awards for NEOs and certain other employees other than the President and Chief Executive Officer.

The Compensation & Human Capital Committee can exercise its discretion in modifying any recommended adjustments or awards to the NEOs.

As explained above, the Compensation & Human Capital Committee also has oversight of the Company's human capital strategy and initiatives, including the Company's commitment to diversity, equity and inclusion.

Between January 1, 2021 and December 31, 2021, the Compensation & Human Capital Committee met four times. The Compensation & Human Capital Committee also routinely engaged with members of management outside of scheduled meetings, including through participation in recurring informational calls and other ad hoc discussions.

Use of Compensation Consultants. The Compensation & Human Capital Committee retains Korn Ferry as its consultant to provide objective, independent analysis, advice and recommendations with regard to executive and employee compensation including, but not limited to, competitive market data, compensation analysis and recommendations related to our President and Chief Executive Officer, Board and our other senior executives. Korn Ferry served as the independent executive compensation consultant to the Compensation & Human Capital Committee for the Company's entire 2021 fiscal year. The consultant reports to the Chair of the Compensation & Human Capital Committee and has direct access to the other members of the Compensation & Human Capital Committee. The Compensation & Human Capital Committee also authorizes the consultant to interact with management in certain respects in order to prepare for meetings with, and respond to requests from, the Compensation & Human Capital Committee. The Compensation & Human Capital Committee may retain other consultants and advisors from time to time. See the "2021 Prepaid Incentive Compensation Program" section of CD&A for a discussion of the Compensation & Human Capital Committee's retention of Alvarez & Marsal as its consultant with regard to our 2021 Prepaid Incentive Compensation Program.

A representative of Korn Ferry attends meetings of the Compensation & Human Capital Committee, is available to participate in executive sessions and communicates directly with the Compensation & Human Capital Committee.

In determining the independence and lack of any conflict of interest regarding Korn Ferry and Korn Ferry's lead advisor to the Compensation & Human Capital Committee, the Compensation & Human Capital Committee considered, among other things, the following factors:

- the amount of Korn Ferry's fees for executive compensation consulting services, noting in particular that such fees are nominal when considered in the context of Korn Ferry International and Korn Ferry's total revenues for the period;

## Table of Contents

- Korn Ferry's policies and procedures concerning conflicts of interest (copies of which were made available to the Compensation & Human Capital Committee);
- that there are no conflicts of interest resulting from other business or personal relationships between Korn Ferry's lead advisor to the Compensation & Human Capital Committee and any members of the Compensation & Human Capital Committee or the Company's executive team;
- the lead Korn Ferry advisor who provides executive compensation consulting services to the Company does not directly own any shares of the Company, and has agreed not to purchase any such shares so long as Korn Ferry and the lead advisor are engaged to provide executive compensation advisory services to the Compensation & Human Capital Committee; and
- any other factors relevant to the independence of Korn Ferry.

In addition, Korn Ferry's Policy on Avoiding Conflicts of Interest confirms that Korn Ferry's compensation consultants will continue to provide clients with independent, unbiased advice. Endo's Board determined that the policy sufficiently allows Korn Ferry Compensation Committee consultants to maintain independence.

In 2021, Korn Ferry assisted the Compensation & Human Capital Committee with, among other things, (i) performing a review of the Company's executive and Board compensation programs, including competitive market analyses, assessment of potential risks associated with compensation arrangements, policies and plans and considerations related to Endo's President and Chief Executive Officer and other senior executives, (ii) determining the appropriate allocation among short-term and long-term compensation, cash and non-cash compensation and the different forms of non-cash compensation, (iii) identifying appropriate Pay Comparator Companies for purposes of benchmarking the Company's executive compensation in the industry sectors in which Endo competes for talent and (iv) providing competitive market information and an overview of critical issues and trends affecting the executive compensation landscape.

Compensation Committee Interlocks and Insider Participation. As of the date of this Proxy Statement and during 2021, (i) none of the members of the Compensation & Human Capital Committee were or have been officers or employees of the Company or had or have had any relationship requiring disclosure under Item 404(a) of Regulation S-K and (ii) none of the executive officers of the Company served or have served on the compensation committee or board of any company that employed any member of the Company's Compensation & Human Capital Committee or Board.

### Nominating, Governance & Corporate Responsibility Committee

The Nominating, Governance & Corporate Responsibility Committee of the Board, which consists of independent directors, identifies and recommends to the Board individuals qualified to serve as directors of the Company, recommends to the Board directors to serve on committees of the Board and advises the Board with respect to matters of Board composition and procedures. The Nominating, Governance & Corporate Responsibility Committee also oversees the Company's Corporate Responsibility program, including its ESG initiatives, as well as the Company's drug pricing policy. The Nominating, Governance & Corporate Responsibility Committee's charter is available on the Company's website at [www.endo.com](http://www.endo.com), under "Investors/Media—Corporate Governance."

The Nominating, Governance & Corporate Responsibility Committee believes that diversity is an important factor in determining the composition of the Board, and the Committee considers it in making nominee recommendations. The Nominating, Governance & Corporate Responsibility Committee considers a broad array of qualifications and attributes including: experience, skills, expertise, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, independence and such other relevant factors that the Nominating, Governance & Corporate Responsibility Committee considers appropriate in the context of the needs of the Board. Based on its belief that it is important for nominees for the Board to represent diverse viewpoints and backgrounds, the Nominating, Governance & Corporate Responsibility Committee also considers diversity such as race, ethnicity and gender when selecting candidates.

The Nominating, Governance & Corporate Responsibility Committee will consider director candidates recommended by shareholders. In considering candidates submitted by shareholders, the Nominating, Governance & Corporate Responsibility Committee will take into consideration the needs of the Board and the qualifications of the candidate. The Nominating, Governance & Corporate Responsibility Committee may also take into consideration the number of shares held by the recommending shareholder and the length of time that such shares have been held. To have a candidate considered by the Nominating, Governance & Corporate Responsibility Committee, a shareholder must submit the recommendation in writing and must include the following information:

- Shareholder Information: name of the shareholder and evidence of share ownership in the Company, including the quantity owned and the length of time of ownership.
- Candidate Information: name of the candidate, his or her resume or a listing of qualifications to be a director of the Company and his or her consent to be named as a director if selected by the Nominating, Governance & Corporate Responsibility Committee and nominated by the Board.

The shareholder recommendation and information described above must be sent to the Company Secretary at Endo International plc, First Floor, Minerva House, Simonscourt Road, Ballsbridge, Dublin 4, Ireland.

## Table of Contents

The Nominating, Governance & Corporate Responsibility Committee will also, from time to time, engage national search firms that specialize in identifying and evaluating director candidates.

Once a person has been identified by the Nominating, Governance & Corporate Responsibility Committee as a potential candidate, the Nominating, Governance & Corporate Responsibility Committee may collect and review publicly available information regarding the person to assess whether the person should be considered further. If the Nominating, Governance & Corporate Responsibility Committee determines that the candidate warrants further consideration, the Chair or a member of the Nominating, Governance & Corporate Responsibility Committee utilizes a recognized search firm to review the candidate's qualifications and background. Generally, if the person expresses a willingness to be considered and to serve on the Board, the Nominating, Governance & Corporate Responsibility Committee requests information from the candidate, reviews the person's accomplishments and qualifications, including in light of any other candidates that the Nominating, Governance & Corporate Responsibility Committee might be considering, and conducts one or more interviews with the candidate. Generally, Nominating, Governance & Corporate Responsibility Committee members may conduct additional due diligence on the candidate. The Nominating, Governance & Corporate Responsibility Committee's evaluation process does not vary based on whether or not a candidate is recommended by a shareholder, although the number of shares held by the recommending shareholder and the length of time that such shares have been held may be taken into consideration.

Between January 1, 2021 and December 31, 2021, the Nominating, Governance & Corporate Responsibility Committee met four times. The Nominating, Governance & Corporate Responsibility Committee also routinely engaged with members of management outside of scheduled meetings, including through participation in recurring informational calls and other ad hoc discussions.

### Compliance Committee

The Compliance Committee focuses on assisting the Board by providing oversight of regulatory, compliance, quality and legal matters and reviewing management's implementation of the Company's compliance program. The Compliance Committee's areas of oversight include product safety and quality, anti-bribery and corruption and interactions with healthcare professionals and government officials. The Compliance Committee's charter is available on the Company's website at [www.endo.com](http://www.endo.com), under "Investors/Media—Corporate Governance."

Between January 1, 2021 and December 31, 2021, the Compliance Committee met four times. The Compliance Committee also routinely engaged with members of management outside of scheduled meetings, including through participation in recurring informational calls and other ad hoc discussions.

### Strategic Planning Committee

The Strategic Planning Committee provides critical oversight of activities related to the use and development of the financial resources of the Company, the Company's financial structure and any restructuring thereof. Such activities may include contingency planning, the pursuit and consideration of strategic alternatives and the negotiation of potential outcomes. The outcome of the contingency planning efforts may ultimately result in the Company pursuing one or more significant corporate transactions or taking other remedial measures on a preventative or proactive basis, including a potential corporate reorganization, restructuring or bankruptcy filing. The Strategic Planning Committee operated previously on an ad hoc basis since April 2018 and became a chartered committee of the Board in November 2021.

Between January 1, 2021 and December 31, 2021, the Strategic Planning Committee met twelve times. The Strategic Planning Committee also routinely engaged with members of management outside of scheduled meetings, including through participation in recurring informational calls and other ad hoc discussions.

### Composition of Committees of the Board of Directors

The following table shows the directors who currently serve on and/or chair each of the committees.

Name	Audit & Finance Committee	Compensation & Human Capital Committee	Nominating, Governance & Corporate Responsibility Committee	Compliance Committee	Strategic Planning Committee
Mark G. Barberio	Member	Member	Member	Member	Chair
Jennifer M. Chao	Member	—	—	Member	—
Blaise Coleman	—	—	—	—	—
Shane M. Cooke	Chair	—	—	Member	—
Nancy J. Hutson, Ph.D.	—	—	Member	Chair	—
Michael Hyatt	—	Member	Chair	—	Member
William P. Montague	Member	Chair	—	—	Member
M. Christine Smith, Ph.D.	—	Member	Member	—	—

With respect to the Audit & Finance Committee, the Board has determined that Messrs. Barberio, Cooke and Montague and Ms. Chao are "audit committee financial experts" as defined by the SEC regulations.

## Security Ownership of Certain Beneficial Owners and Management

The following table, together with the corresponding footnotes, sets forth, as of April 11, 2022, the name, address and holdings of each person, including any “group” as defined in Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the Exchange Act), known by Endo to be the “beneficial owner” of more than 5% of the Company’s outstanding ordinary shares. The table also sets forth, as of April 11, 2022, the number of ordinary shares beneficially owned by each of the Company’s current directors and NEOs, and by all current directors and executive officers of the Company as a group. Footnote (1) below provides a brief explanation of what is meant by the term “beneficial ownership.”

Name of Beneficial Owner	Number of Ordinary Shares Beneficially Owned (#)(1)	Percentage of Class %(1)
<b>Directors and Named Executive Officers:</b>		
Mark G. Barberio (2)	38,187	*
Jennifer M. Chao (2)	24,921	*
Blaise Coleman (2)	782,195	*
Shane M. Cooke (2)	100,034	*
Nancy J. Hutson, Ph.D. (2)	116,140	*
Michael Hyatt (3)	355,560	*
William P. Montague (2)	122,025	*
M. Christine Smith, Ph.D. (2)	32,819	*
Mark T. Bradley (2)	168,452	*
Matthew J. Maletta (2)	733,716	*
Patrick Barry (2)	287,250	*
All current directors and executive officers of the Company as a group (12 persons)	2,761,299	1.2%
<b>Other Shareholders:</b>		
BlackRock, Inc. (4)	36,827,860	15.7%
The Vanguard Group, Inc. (5)	27,588,369	11.7%
Paulson & Co., Inc. (6)	17,327,012	7.4%
Renaissance Technologies LLC (7)	15,109,161	6.4%

\* The percentage represents less than 1%.

- (1) “Beneficial ownership” is a term broadly defined by the SEC in Rule 13d-3 under the Exchange Act. The term includes ownership of shares as to which a person, directly or indirectly, has or shares investment or voting power. For purposes of this table, a person or group of persons is deemed to have “beneficial ownership” of any shares as of April 11, 2022 that such person has the right to acquire within 60 days after April 11, 2022. The amounts in this table do not reflect future grants. Beneficial ownership for the directors and NEOs included in the table above is summarized as follows:

Name	Ordinary Shares (a)	Restricted Stock Units That Will Be Vested within 60 Days	Options to Purchase Ordinary Shares That Will Be Exercisable within 60 Days
Mark G. Barberio	38,187	—	—
Jennifer M. Chao	24,921	—	—
Blaise Coleman	422,066	—	360,129
Shane M. Cooke	100,034	—	—
Nancy J. Hutson, Ph.D.	116,140	—	—
Michael Hyatt	355,560	—	—
William P. Montague	122,025	—	—
M. Christine Smith, Ph.D.	32,819	—	—
Mark T. Bradley	101,477	—	66,975
Matthew J. Maletta	351,085	—	382,631
Patrick Barry	169,711	—	117,539

- (a) The ordinary share amounts for Mr. Montague include 10,000 shares held by a limited liability company for which he has shared voting power and shared dispositive power. Excluding these amounts, the owners listed above have sole voting power and sole dispositive power with respect to their ordinary shares.



## Table of Contents

- (2) The business address for this person is c/o Endo International plc, First Floor, Minerva House, Simmonscourt Road, Ballsbridge, Dublin 4, Ireland.
- (3) The business address for Mr. Hyatt is c/o Irving Place Capital, 745 Fifth Avenue, 7th Floor, New York, New York 10151.
- (4) The business address for this entity is 55 East 52nd Street, New York, New York 10055. BlackRock, Inc. has sole power to (i) vote 36,275,160 ordinary shares and (ii) dispose 36,827,860 ordinary shares. This ownership information is based on a Schedule 13G/A filed with the SEC on January 27, 2022 by BlackRock, Inc.
- (5) The business address for this entity is 100 Vanguard Blvd., Malvern, Pennsylvania 19355. The Vanguard Group, Inc. has sole power to (i) vote 0 ordinary shares and (ii) dispose 27,131,401 ordinary shares and shared power to (i) vote 302,702 ordinary shares and (ii) dispose 456,968 ordinary shares. This ownership information is based on a Schedule 13G/A filed with the SEC on February 10, 2022 by The Vanguard Group, Inc.
- (6) The business address for this entity is 1133 Avenue of the Americas, New York, NY 10036. Paulson & Co, Inc. has sole power to (i) vote 17,327,012 ordinary shares and (ii) dispose 17,327,012 ordinary shares. This ownership information is based on a Schedule 13G filed with the SEC on February 14, 2022 by Paulson & Co, Inc.
- (7) The business address for this entity is 800 Third Avenue, New York, New York 10022. Renaissance Technologies LLC has sole power to (i) vote 15,109,161 ordinary shares and (ii) dispose 15,109,161 ordinary shares. This ownership information is based on a Schedule 13G/A filed with the SEC on February 11, 2022 by Renaissance Technologies LLC.

### **Compensation of Non-Employee Directors**

The Compensation & Human Capital Committee annually reviews compensation for each non-employee director against pay levels among Endo's Pay Comparator Companies and makes adjustments, as appropriate. The Company offers a compensation package that is intended to align with competitive pay levels exhibited by Endo's Pay Comparator Companies. Directors who are employees of the Company generally receive no additional compensation for their services as directors or as members of Board committees. Details on the compensation arrangements for Endo's non-employee directors are summarized below under the headings "Annual Cash Retainer" and "Annual Equity Retainer."

In February 2021, the Compensation & Human Capital Committee approved changes to the compensation of non-employee directors to align with median pay levels exhibited by Endo's Pay Comparator Companies. The changes approved by the Compensation & Human Capital Committee for the 2021 compensation cycle are summarized below:

- Adjusting the annual Board cash and equity retainer fees from \$175,000 each to a cash retainer of \$150,000 and equity retainer of \$300,000
- Increasing the annual committee Chair retainers for the Compliance Committee and Nominating, Governance & Corporate Responsibility Committee from \$20,000 to \$25,000 each

In November 2021, in connection with the Company's contingency planning efforts, the Compensation & Human Capital Committee approved further changes to the compensation of non-employee directors, which are summarized below:

- Adding a monthly cash retainer of \$15,000 for serving as the Chair of the Strategic Planning Committee (to be paid quarterly as described above), effective beginning in November 2021
- Adding a monthly cash retainer of \$10,000 for membership on the Strategic Planning Committee (to be paid quarterly as described above), effective beginning in November 2021
- Eliminating the \$300,000 equity retainer and increasing the annual cash retainer by \$300,000 to \$450,000, effective with the 2022 compensation cycle
- Changing the frequency of Board cash retainer payments, effective with the 2022 compensation cycle, from one annual payment scheduled for the first trading day following the Annual General Meeting of Shareholders to four quarterly payments scheduled for prepayment each quarter on or before the last calendar day of the preceding quarter
- Adding a meeting fee of \$2,500 for attendance of special meetings of the Board, excluding regularly scheduled meetings, other than those in Ireland

These changes were primarily made to, among other things: (i) manage share utilization levels given reductions in the Company's share price, (ii) make updates based on the Company's contingency planning efforts and (iii) compensate for the newly chartered Strategic Planning Committee.

Following the changes described above, the compensation cycle for non-employee directors runs from January 1st through December 31st of each year, with quarterly payments scheduled for prepayment each quarter on or before the last calendar day of the preceding quarter. The compensation package for non-employee directors, including the changes described above, is further described below.

## [Table of Contents](#)

### **Annual Cash Retainer**

Non-employee directors are entitled to receive a cash retainer based on their service on the Board, as well as for their roles on certain committees of the Board. The amounts that non-employee directors were entitled to receive for 2021 service and will be entitled to receive for 2022 service, which reflect the changes to the director pay program noted above, are set forth in the following schedule:

<b>Purpose</b>	<b>2021 Compensation Cycle (1)</b>	<b>2022 Compensation Cycle (2)</b>
For membership on the Board of Directors	\$ 150,000 per year	\$ 450,000 per year
For serving as the Chairman of the Board of Directors	\$ 150,000 per year	\$ 150,000 per year
For serving as Chair of the Audit & Finance Committee	\$ 25,000 per year	\$ 25,000 per year
For serving as Chair of the Compensation & Human Capital Committee	\$ 25,000 per year	\$ 25,000 per year
For serving as Chair of the Nominating, Governance & Corporate Responsibility Committee	\$ 25,000 per year	\$ 25,000 per year
For serving as Chair of the Compliance Committee	\$ 25,000 per year	\$ 25,000 per year
For serving as Chair of the Strategic Planning Committee	\$ 15,000 per month	\$ 15,000 per month
For membership on any of the Board's committees other than the Strategic Planning Committee (on a committee-by-committee basis)	\$ 15,000 per year	\$ 15,000 per year
For membership on the Strategic Planning Committee (not applicable for the Chair)	\$ 10,000 per month	\$ 10,000 per month

- (1) Except for the monthly fees for serving as the Chair or a member of the Strategic Planning Committee, the annual amounts in this column were paid to eligible directors in June 2021. Monthly fees associated with the Strategic Planning Committee went into effect November 1, 2021. Amounts for November and December 2021 service were prepaid to eligible directors in November 2021.
- (2) The quarterly prepayments for the first quarter of 2022 were made in December 2021.

### **Meeting Fees**

Non-employee directors are entitled to receive: (i) a fee of \$5,000 cash per trip to Ireland on Company business, other than for attending regularly scheduled meetings in Ireland and (ii) a fee of \$2,500 cash per meeting for attending special meetings of the Board, other than those in Ireland.

### **Annual Equity Retainer**

For the 2021 compensation cycle, each non-employee director was entitled to receive an annual award of fully-vested ordinary shares having a grant date value equal to \$300,000. In acknowledgment of the Company's share utilization priorities and applicable plan limits, all or a portion of any annual equity retainer was permitted to be issued in the form of cash, subject to the Compensation & Human Capital Committee's discretion. Effective with the 2022 compensation cycle, the annual equity retainer has been eliminated and non-employee directors are no longer entitled to receive an annual award of fully-vested ordinary shares.

### **Directors Stock Election Plan**

Under the Directors Stock Election Plan, non-employee directors were, through December 31, 2021, entitled to elect to have some or all of their cash retainer fees delivered in the form of Endo ordinary shares. The amount of shares was determined by dividing the portion of cash fees elected to be received as shares by the grant date fair market value on the day the payment would have otherwise been paid in cash. This plan was suspended effective January 1, 2022.

### **Additional Arrangements**

The Company provides Irish tax return preparation services for certain non-employee directors and pays for or provides (or reimburses directors for out-of-pocket costs incurred for) transportation, hotel, food and other incidental expenses related to attending Board and committee meetings or participating in director education programs and other director orientation or educational meetings.

### **Insurance and Indemnification**

The Company has retained directors and officers indemnification insurance coverage. This insurance covers non-employee directors and officers individually.

## Table of Contents

### Non-Employee Director Compensation Table

The following table provides information concerning the compensation of the Company's non-employee directors paid during 2021 and includes any individual who received compensation as a non-employee director of the Company at any time during 2021. Directors who were employees of the Company during 2021 received no additional compensation for their service as directors or as members of Board committees. For a complete understanding of the following table, please read the footnotes and the narrative disclosures that follow the table.

Name	Director Since	Fees Earned or Paid in Cash (\$)(1)(2)	Stock Awards (\$)(2)(3)	All Other Compensation (\$)	Total (\$)
Mark G. Barberio	February 2020	\$ 521,096	\$ 300,000	\$ —	\$ 821,096
Paul V. Campanelli	September 2016	\$ 264,658	\$ —	\$ —	\$ 264,658
Jennifer M. Chao	February 2021	\$ 300,000	\$ 300,000	\$ —	\$ 600,000
Shane M. Cooke	July 2014	\$ 331,250	\$ 300,000	\$ —	\$ 631,250
Nancy J. Hutson, Ph.D.	February 2014	\$ 331,250	\$ 300,000	\$ —	\$ 631,250
Michael Hyatt	February 2014	\$ 381,250	\$ 300,000	\$ —	\$ 681,250
Roger H. Kimmel	February 2014	\$ 244,808	\$ —	\$ —	\$ 244,808
William P. Montague	February 2014	\$ 381,250	\$ 300,000	\$ —	\$ 681,250
M. Christine Smith, Ph.D.	July 2020	\$ 300,000	\$ 300,000	\$ —	\$ 600,000

- The amounts in this column represent all cash retainer fees earned by or paid to each non-employee director during 2021. Dr. Smith elected to receive \$27,000 of such fees in Endo ordinary shares. Accordingly, \$27,000 of the amount above for Dr. Smith was paid in Ordinary Shares, with the remainder paid in cash.
- The Company's director compensation program in effect for the 2021 compensation cycle permitted all or a portion of any annual equity retainer to be issued in the form of cash, subject to the Compensation & Human Capital Committee's discretion. The annual equity retainer amounts issued in the form of cash in 2021, which are included in the "Fees Earned or Paid in Cash" column of the table above, include \$132,329 each for Messrs. Campanelli and Kimmel, each of whom retired from the Board at the Annual Meeting on June 10, 2021. These amounts represent the pro-rated portions of their 2021 annual equity retainers, which were paid in cash.
- The amounts in this column represent the grant date fair values of the annual equity retainer amounts awarded in fully-vested ordinary shares on June 11, 2021 to each non-employee director during the 2021 compensation cycle. Grant date fair values are determined in accordance with Accounting Standard Codification Topic 718—Stock Compensation (ASC 718). Refer to the "Share-Based Compensation" footnote in our audited financial statements included in the Endo International plc 2021 Annual Report on Form 10-K for the assumptions we used in valuing and expensing stock awards in accordance with ASC 718.

The following table summarizes the aggregate number of stock awards, which consisted solely of restricted stock units (RSUs) that were outstanding at December 31, 2021 for each non-employee director serving on the Board on such date. There were no option awards outstanding for any of the non-employee directors serving on the Board at December 31, 2021:

Name	Restricted Stock Units Outstanding at Fiscal Year End (#)	Value at Fiscal Year End (\$)(1)
Nancy J. Hutson, Ph.D.	6,515	\$ 24,496
William P. Montague	23,108	\$ 86,886

- Based upon the closing price on December 31, 2021 of \$3.76.

## Proposal 2: Advisory Vote on the Compensation of Our Named Executive Officers (Say-on-Pay)

We are seeking an advisory vote to approve our executive compensation for 2021. At our 2017 Annual General Meeting of Shareholders, a majority of shareholders voted to have a say-on-pay vote each year. As a result, on August 1, 2017, the Compensation & Human Capital Committee resolved that Endo will conduct an advisory vote on executive compensation annually. The next shareholder advisory vote on the frequency of such votes is scheduled to occur no later than June 2023.

Section 951 of the Dodd-Frank Wall Street Reform and Consumer Protection Act requires that we regularly seek a non-binding advisory vote from our shareholders to approve the compensation of our NEOs as disclosed in the CD&A and in the other tabular and narrative executive compensation disclosures in this Proxy Statement. Since the required vote is advisory, the result of the vote is not binding upon the Board.

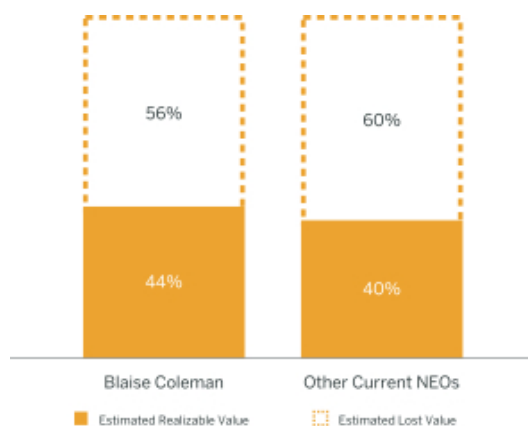
Although the say-on-pay vote is advisory and is not binding on our Board, our Compensation & Human Capital Committee will take into consideration the outcome of the vote when making future executive compensation decisions. At the 2021 Annual Meeting, approximately 66.2% of the votes cast favored our say-on-pay proposal.

After implementing key changes in response to shareholder feedback received in 2019 including (i) the use of continuity compensation arrangements to augment below market pay levels for Endo's NEOs and (ii) limiting the use of equity in the 2020 annual grant to only the Company's Senior Executive Team, the Company's 2020 shareholder engagement process resulted in the following feedback:

- A high degree of support for the Company's responsiveness to shareholder concerns raised in 2019 and agreement with the resulting changes implemented by the Compensation & Human Capital Committee;
- Continued support for the Company's strategy, performance and management, as well as Endo's executive compensation policies, plan designs and metrics used;
- Support for the Company's use of continuity compensation to address immediate shareholder concerns, with a preference that Endo return to a conventional executive compensation program design that better aligns NEO pay levels with competitive market levels; and
- Support for the Company's proactive management of share utilization, and emphasis on minimizing shareholder dilution levels.

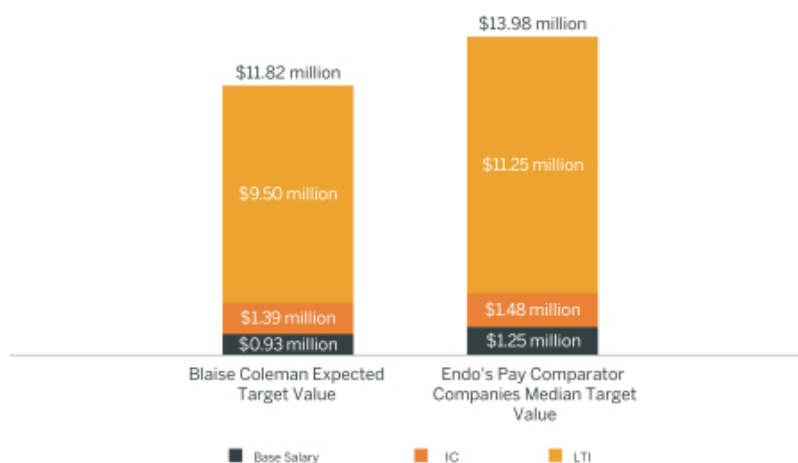
The feedback received from shareholders relating to management continuity as well as the Company's share utilization limitations are material concerns shared by the Board.

For Endo employees, including the Company's NEOs, significant realized value opportunities have been lost over the past several years due to a number of external factors outside of their control, including unfavorable media coverage, political scrutiny and litigation relating to prescription opioid medication abuse. The negative impact these factors have on Endo's share price creates significant continuity risks for the Company that have required immediate attention. To illustrate this point, the chart below summarizes the estimated lost value opportunities for NEO LTI awards issued from 2017 to 2021, based on an April 11, 2022 share price of \$2.49, which is equivalent to approximately \$11.7 million in aggregate lost value for Mr. Coleman and an average aggregate lost value of approximately \$4.0 million for the Company's other current NEOs:



## Table of Contents

Additionally, as discussed with our shareholders, 2021 NEO target levels for TDC, including base salary, IC and LTI, were below the median of Endo's Pay Comparator Companies. To illustrate this point, the chart below depicts the relative positioning of Mr. Coleman's 2021 target TDC levels versus median target CEO TDC levels reported by Endo's Pay Comparator Companies in 2021:



Note: Base salary represents the annual rate of base salary. Since Mr. Coleman's LTI is determined at the sole discretion of the Compensation & Human Capital Committee, "Expected Target" amounts of LTI reflect actual expected values of LTI issued in connection with the annual grant in early 2021. Except for amounts reported for Mr. Coleman, amounts reflect median overall pay levels for these companies.

The actions implemented by the Compensation & Human Capital Committee as a result of the shareholder feedback and the other factors summarized above were intended to directly address these concerns. First, continuity compensation arrangements were authorized by the Compensation & Human Capital Committee in 2019 and 2020 to increase realizable earnings for Endo's most critical talent in an effort to help bridge the significant gap between current pay and competitive norms. In addition, the use of cash-based long-term incentives in 2021 was also authorized to address shareholder concerns regarding share usage and dilution resulting from Endo's reduced share price, but also to serve as a separate mechanism to allow for predictable realizable value opportunities for all LTI-eligible employees. These actions were required to maintain management continuity and increase the level of motivation for Endo employees, which in turn are key to driving the success of the business on an ongoing basis.

## [Table of Contents](#)

Following the implementation of these changes, the Company's 2021 shareholder engagement process, which involved reaching out to holders with combined ownership levels of more than 75% of Endo's ordinary shares outstanding as well as third party advisory firms, resulted in feedback that was highly consistent with the feedback received in 2020. The following summarizes the shareholder feedback received in 2021, as well as the actions taken by the Compensation & Human Capital Committee:

2021 Shareholder Feedback	Prior Approach	Implemented Changes
Agreement with the Company's re-evaluation of compensation practices based on prior shareholder feedback	Augmented pay with continuity compensation arrangements <b>(NEO target TDC levels, inclusive of 2020 continuity compensation, were below the 25th percentile of Endo's Pay Comparator Companies)</b>	Initial compensation adjustments applied in early 2021, with a second phase of adjustments applied in November 2021 to return to a conventional executive compensation structure that is aligned with competitive pay levels  No further continuity compensation arrangements authorized by the Compensation & Human Capital Committee for NEOs
Recognition of the need to motivate key employees with a specific focus on management continuity	LTI grants include a mix of award vehicles, all vesting over a 3-year period  Use of continuity compensation arrangements to reduce the gap between NEO pay with median pay levels of Endo's Pay Comparator Companies and to enhance retention of NEOs	Implemented a Prepaid Incentive Compensation Program in November 2021 as part of the Company's contingency planning efforts and to encourage management continuity

As summarized above, while shareholders understood the purpose and supported Endo's prior use of continuity compensation, they were in agreement with the actions taken by the Company to return to a conventional executive compensation program design that better aligns NEO pay levels with competitive market levels. In an effort to return to a conventional executive compensation structure that is aligned with competitive pay levels, the Compensation & Human Capital Committee approved two phases of compensation adjustments in 2021 and also discontinued the use of continuity compensation arrangements. Please reference the "Individual Compensation Determination" section of CD&A for approved compensation actions. Additionally, as part of the Company's contingency planning efforts and in an effort to encourage management continuity, a Prepaid Incentive Compensation program was implemented in November 2021 for all current NEOs, which is discussed further in the "2021 Prepaid Incentive Compensation Program" section of CD&A.

Based on the actions taken in 2021, and in prior years as noted in CD&A, the Compensation & Human Capital Committee believes the changes implemented have consistently addressed the feedback received through the course of our shareholder engagement discussions and serve to strengthen our ability to motivate top talent and encourage management continuity of our NEOs who are critical to the planning and execution of Endo's strategy and the creation of long-term shareholder value. These shareholder discussions have provided the Board with insights into evolving shareholder views, while serving as an effective communication channel for matters of critical importance to Endo's short- and long-term priorities. The Compensation & Human Capital Committee will continue to consider shareholder feedback and the results of future say-on-pay votes when making executive compensation decisions and policies. Such votes are conducted annually.

### Vote Required

A majority of the votes cast at the Annual Meeting will be required to approve, on an advisory basis, the compensation of Endo's named executive officers.

*The Compensation & Human Capital Committee and the Board of Directors recommend a vote FOR the approval, on an advisory basis, of the compensation of Endo's named executive officers as described in CD&A and in the other tabular and narrative executive compensation disclosures in this Proxy Statement.*

#### Compensation & Human Capital Committee Report

The Compensation & Human Capital Committee reviewed and discussed with the Company's management the section of this Proxy Statement entitled "Compensation Discussion and Analysis." In reliance on this review and discussion, the Compensation & Human Capital Committee recommended to the Board of Directors that the section entitled "Compensation Discussion and Analysis" be included in this Proxy Statement and incorporated by reference into the Endo International plc Annual Report on Form 10-K for the year ended December 31, 2021.

Submitted by the Compensation & Human Capital Committee of the Company's Board of Directors.

Members of the Compensation & Human Capital Committee:  
William P. Montague (Chair)  
Mark G. Barberio (Member)  
Michael Hyatt (Member)  
M. Christine Smith, Ph.D. (Member)



## Compensation Discussion and Analysis

### Executive Summary

#### A Message from Endo's Chair of the Compensation & Human Capital Committee

Dear Shareholders:

This year's proxy statement highlights decisions made by the Compensation & Human Capital Committee in the context of Endo's strong financial and operating performance in 2021, as well as feedback received during the 2021 shareholder engagement process relating to our executive compensation program.

Throughout 2021, Mr. Coleman and the Senior Executive Team have successfully executed against the Company's strategic plan developed under Mr. Coleman's leadership. This plan included a clearly articulated vision to be a specialty pharmaceutical company committed to helping everyone we serve live their best life through the delivery of high-quality, life-enhancing therapies. In support of the vision, Mr. Coleman established three strategic priorities: expand and enhance our portfolio to build a more differentiated and durable product portfolio; reinvent how we work to better serve our customers, promote innovation and improve productivity; and be a force for good by embracing and adopting sustainable practices that benefit all of our stakeholders. Mr. Coleman and the Senior Executive Team are confident that continuing to execute on Endo's strategic priorities will enable the Company to deliver sustainable value over the long-term.

Despite the challenges faced in 2021, the Company made significant progress in advancing its strategic priorities, delivering strong financial and operating performance, continuing to respond to the COVID-19 pandemic and advancing its ESG-related strategy. In 2021, the Company exceeded its financial targets and objectives related to Adjusted Revenue, Adjusted EBITDA Margin and Adjusted Diluted EPS from Continuing Operations (each as defined below). In addition, Endo advanced key strategic, operating and compliance priorities, and delivered on a number of strategically significant initiatives to drive sustainable performance, including:

- advancing key XIAFLEX<sup>®</sup> maximization development and commercial goals,
- launching Qwo<sup>®</sup>,
- launching the first and only FDA-approved CHANTIX<sup>®</sup> generic (varenicline) significantly earlier than expected along with 7 other new products across Endo's portfolio
- advancing the Company's efforts to expand and enhance its product portfolio including a 30% increase versus prior year in the number of future product opportunities in its Sterile Injectables pipeline,
- executing on inventory days on hand (DOH) and write-off objectives,
- implementing strategic actions to improve operational efficiency,
- advancing Endo's multi-year environmental, social and governance strategy,
- adopting Flexible Work Policy for many positions, and
- successfully executing the Company's 2021 debt refinancing activities.

Consistent with Endo's pay-for-performance philosophy, awards issued under our performance-based incentive programs were reflective of our management team's accomplishments in 2021.

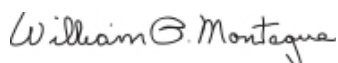
The Compensation & Human Capital Committee continued to assess and evaluate the Company's executive compensation program in 2021, considering the results of the most recent say-on-pay vote that yielded 66.2% support during the 2021 Annual Meeting. The Compensation & Human Capital Committee considered this result disappointing and continued engagement efforts with shareholders and third party advisory firms to understand and address shareholder concerns. Throughout the course of the Company's shareholder engagement discussions, the Compensation & Human Capital Committee received a high degree of support for the Company's strategy, operating performance and management team, as well as support for the Company's responsiveness to shareholder concerns. Shareholders also continued to focus on the importance of Endo motivating top talent with an emphasis on encouraging management continuity. **In discussing the Compensation & Human Capital Committee's decisions with our shareholders, we highlighted that Endo's NEO target TDC levels were less than the 25th percentile of Endo's Pay Comparator Companies.**

Our shareholders, in addition to third party advisory firms, also provided constructive feedback. While shareholders understood the purpose and supported Endo's prior use of continuity compensation, they were in agreement with the actions taken by the Company to return to a conventional executive compensation program design that better aligns NEO pay levels with competitive market levels. In an effort to return to a conventional executive compensation structure that is aligned with competitive pay levels, the Compensation & Human Capital Committee approved two phases of compensation adjustments in 2021 and also discontinued the use of continuity compensation arrangements. Additionally, as part of the Company's contingency planning efforts and in an effort to encourage management continuity, a Prepaid Incentive Compensation program was implemented in November 2021 for all current NEOs, which includes the prepayment of certain incentive compensation. The amounts prepaid were, and in several cases remain, subject to repayment by each NEO should the NEO voluntarily resign employment without good reason or be terminated for cause prior to the original vesting date for each compensation component, with a portion also subject to performance conditions. This program is discussed further in the "2021 Prepaid Incentive Compensation Program" section below. The Compensation & Human Capital Committee values these discussions and is looking forward to continued engagement with shareholders in 2022.

Endo delivered strong financial and operating performance in 2021, including the advancement of our strategic priorities, while addressing challenges associated with the pandemic and other uncertainties facing the Company. The Committee has taken necessary actions to support the retention of an experienced and committed leadership team and workforce during this uncertain time. The Board is confident in the Senior Executive Team's ability to continue to execute on the Company's strategic priorities while successfully navigating the uncertainties before us.

Sincerely,

William P. Montague



Chair of the Compensation & Human Capital Committee

Executive Summary (continued)

**Vision**

Helping everyone we serve live their best life.

**Mission**

We develop and deliver life-enhancing products through focused execution.

**Expand & Enhance Our Portfolio**



**Reinvent How We Work**



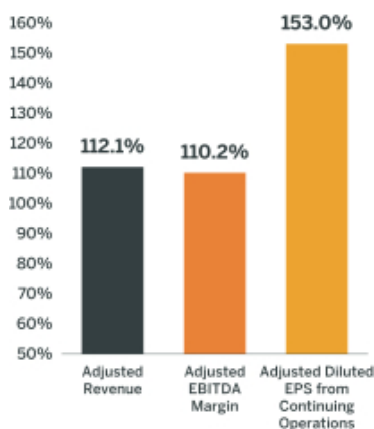
**Be a Force For Good**



**2021 Strategic Priority Highlights**

- Achieved key XI AFLEX® maximization development and commercial goals, including advancing the Company's adhesive capsulitis and plantar fibromatosis development programs
- Launched Qwo® (the first and only FDA approved injectable treatment for cellulite in the buttocks)
- Launched the first and only FDA-approved CHANTIX® generic (varenicline) significantly earlier than expected along with 7 other new products across Endo's portfolio
- Increased the number of future product opportunities in its Sterile Injectables pipeline by 30% versus prior year
- Achieved average inventory days on hand (DOH) and write-off objectives
- Delivered on the previously announced transformational strategic actions, with a focus on simplifying the manufacturing network and improving operational efficiency
- Advanced Endo's multi-year ESG initiatives
- Adopted Flexible Work Policy for many positions, empowering team members to work where they are most effective and expanding the Company's access to potential talent
- Successfully executed the Company's 2021 debt refinancing activities

**2021 Financial Highlights**  
(as a Percent of Annual Cash Incentive Compensation Target)



Note: Refer to the section below entitled "2021 Consolidated Financial Results" for discussion of Adjusted Revenue, Adjusted EBITDA Margin and Adjusted Diluted EPS from Continuing Operations.

**Executive Summary (continued)**
**2021 Prepaid Incentive Compensation Program**

In November 2021, as part of the Company's contingency planning efforts and in an effort to encourage management continuity, the Board, in consultation with Alvarez & Marsal, authorized a program, which included the prepayment of certain incentive compensation for the Company's current NEOs and certain other key employees, as further discussed below with respect to the payments made to our NEOs (the 2021 Prepaid Incentive Compensation Program). Depending on the outcome of the contingency planning efforts, there is a risk of future restrictions on the payment of executive compensation, making it difficult to ensure that the full amount of approved compensation will be paid to the NEOs. The Board believes the design of this program best supports the primary goal of achieving our strategic objectives while also helping to retain the Company's NEOs and certain other key employees during this uncertain period.

The amounts prepaid were, and in several cases remain, subject to various significant clawback and repayment obligations that function as an incentive and retention mechanism. The clawback and repayment obligations are discussed further below in the sections specific to each prepayment component. In addition to these prepayments, the current NEOs continue to have significant vested and unvested equity holdings and therefore have a meaningful personal financial incentive in the creation of future shareholder value.

The clawback and repayment obligations discussed in the preceding paragraph lapse upon a Qualifying Termination. For purposes of the 2021 Prepaid Incentive Compensation Program and the description below, a "Qualifying Termination" generally means (i) the termination of the employee's employment (a) by the Company or its subsidiary other than for cause, (b) due to resignation by the employee for good reason or (c) due to the employee's death or disability, or (ii) a transfer of employment to a buyer in connection with a sale or other divestiture of all or any portion of the Company assets, in each case, subject to execution of a general release of claims in favor of the Company and its affiliates.

All prepayment amounts are reported this year in the Summary Compensation Table as 2021 compensation, including those amounts that normally would have been reported as compensation in 2022 and beyond. Refer to footnote (1) of the Summary Compensation Table for additional details.

**Accelerated Cash Compensation**

In November 2021, each current NEO received an accelerated cash payment comprised of 2021 annual cash incentive compensation, outstanding Long-Term Cash (LTC) awards and the outstanding balance of continuity compensation per the agreements dated November 5, 2020. The specific payment amounts are outlined in the table below with additional details of the awards and repayment provisions contained in the sections that follow.

Name	Prepaid 2021 IC	Prepaid Outstanding LTC Awards	Prepaid Outstanding Continuity Compensation Arrangements	Total Accelerated Cash Compensation
Blaise Coleman	\$ 2,506,291	\$ 3,504,167	\$ 283,333	\$ 6,293,791
Mark T. Bradley	\$ 882,470	\$ 642,614	\$ 191,667	\$ 1,716,751
Matthew J. Maletta	\$ 767,693	\$ 1,062,500	\$ 216,667	\$ 2,046,860
Patrick Barry	\$ 829,786	\$ 744,042	\$ 183,333	\$ 1,757,161

**Prepaid 2021 IC.** Each NEO received prepayment of their 2021 IC based upon an interim assessment of the Company's scorecard objectives and in recognition of their individual performance and contributions in 2021. Please refer to the "Individual Compensation Determination" section for details of each NEO's individual 2021 IC payment. The prepaid 2021 IC awards were subject to repayment by each NEO should the NEO have voluntarily resigned employment without good reason or have been terminated for cause prior to March 1, 2022.

**Prepaid Outstanding LTC Awards.** Each NEO received acceleration of amounts payable pursuant to all 2020 and 2021 LTC awards that were outstanding and unvested as of November 1, 2021. LTC awards can only be settled in cash, and vest every six months over a three-year period for NEOs. These prepaid amounts are subject to repayment by each NEO should the NEO voluntarily resign employment without good reason or be terminated for cause prior to the original vesting dates for the respective awards (on an award-by-award, tranche-by-tranche basis). The 2020 and 2021 annual LTC awards will become fully vested on March 6, 2023 and March 5, 2024, respectively, and will therefore no longer be subject to repayment on those dates.

**Prepaid Outstanding Continuity Compensation Arrangements.** Each NEO received acceleration of all remaining amounts payable pursuant to their continuity compensation arrangements with the Company, dated November 5, 2020. These prepaid amounts were subject to repayment by each NEO should the NEO have voluntarily resigned employment without good reason or have been terminated for cause prior to the original scheduled vesting date of December 15, 2021.

**Executive Summary (continued)**
***Prepaid 2022 Incentive Compensation***

In November 2021, an accelerated cash payment was made to each NEO, representing the total of their short-term and long-term incentive compensation opportunities for 2022. A portion of the total is performance-based (40%), while the remaining amount is time-based, conditioned on continued service through December 31, 2022 (60%). Due to the 2021 Prepaid Incentive Compensation Program, these payments are reported this year in the Summary Compensation Table as 2021 compensation even though they normally would have been reported as compensation in future years. The specific payment amounts are outlined in the table below with additional details of the awards and repayment provisions contained in the sections that follow.

Name	Prepaid 2022 IC	Prepaid 2022 LTI	Total Prepaid 2022 Incentive Compensation	Performance-Based Component (40% of Total Prepaid 2022 Incentive Compensation)	Time-Based Component (60% of Total Prepaid 2022 Incentive Compensation)
Blaise Coleman	\$ 1,387,500	\$ 10,350,000	\$ 11,737,500	\$ 4,695,000	\$ 7,042,500
Mark T. Bradley	\$ 469,000	\$ 2,847,500	\$ 3,316,500	\$ 1,326,600	\$ 1,989,900
Matthew J. Maletta	\$ 476,000	\$ 2,890,000	\$ 3,366,000	\$ 1,346,400	\$ 2,019,600
Patrick Barry	\$ 441,000	\$ 2,677,500	\$ 3,118,500	\$ 1,247,400	\$ 1,871,100

***Prepaid 2022 IC.*** These amounts reflect each current NEO's target annual IC award for 2022 calculated using the base salary and IC target percentage in effect as of November 1, 2021. These amounts would typically have been paid in March 2023. Please refer to the "Individual Compensation Determination" section for details of each NEO's individual 2022 IC target percentage.

***Prepaid 2022 LTI.*** These amounts reflect each current NEO's target annual LTI award for 2022 calculated using the base salary and LTI target percentage in effect as of November 1, 2021, with the exception of Mr. Coleman whose target was based on a fixed dollar amount as of November 1, 2021. These amounts would typically have been awarded as part of the annual grant in March 2022. Please refer to the "Individual Compensation Determination" section for details of each NEO's individual 2022 LTI target percentage, or in the case of Mr. Coleman, the target fixed dollar amount.

***Performance-Based Component.*** 40% of each NEO's Total Prepaid 2022 Incentive Compensation is subject to the achievement of the Company's 2022 scorecard objectives. If the scorecard objectives are achieved at target level or greater, the Performance-Based Component will generally be deemed to be earned and vested. If scorecard objectives are achieved below threshold level, the entire Performance-Based Component will be subject to repayment. If scorecard objectives are achieved between threshold and target level, between 50% and 100% of the Performance-Based Component will be subject to repayment. Notwithstanding the forgoing, the Performance-Based Component is also subject to repayment by each NEO should the NEO voluntarily resign employment without good reason or be terminated for cause prior to December 31, 2022.

***Time-Based Component.*** 60% of each NEO's Total Prepaid 2022 Incentive Compensation is time-based and is subject to repayment by each NEO should the NEO voluntarily resign employment without good reason or be terminated for cause prior to December 31, 2022.

**Executive Summary (continued)**

**CEO Performance & Compensation Determination Summary**

Blaise Coleman  
President and Chief Executive Officer



*Performance.* The Compensation & Human Capital Committee’s (referred to in this “Compensation Discussion and Analysis” section as the Committee) assessment of Mr. Coleman’s performance was based on the successful development and advancement of Endo’s strategic priorities, the Company’s solid financial results (including Endo outperforming its 2021 annual IC financial targets and objectives), the achievement of operating performance objectives and the progress made in executing Company priorities built on:

- *Expand & Enhance Our Portfolio:* investing to build a more differentiated and durable portfolio that benefits our customers and creates sustainable long-term value,
- *Reinvent How We Work:* embracing the future by accelerating new ways of working to better serve our customers, promote innovation and improve productivity, and
- *Be a Force For Good:* remaining committed to the adoption of more sustainable practices that positively impact our stakeholders, including the promotion of diversity and inclusion.

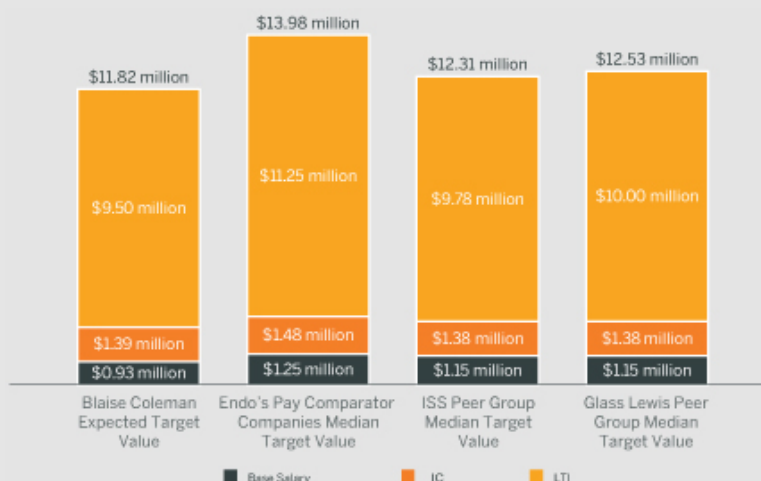
Under Mr. Coleman’s leadership, the Company remained focused on executing against its 2021 annual objectives and advancing its strategic priorities in the face of significant uncertainty and challenging external factors, as evidenced by the Company’s financial and operational performance. In summary, the Committee considered the following key factors and achievements as they relate to Mr. Coleman’s performance in 2021 (refer to the section below entitled “2021 Consolidated Financial Results” for discussion of Adjusted Revenue, Adjusted EBITDA Margin and Adjusted Diluted EPS from Continuing Operations):

Adjusted Revenue of <b>\$2.99B</b> achieving 112.1% of annual IC target	Adjusted EBITDA Margin of <b>49.5%</b> achieving 110.2% of annual IC target	Adjusted Diluted EPS of <b>\$3.03</b> from Continuing Operations, achieving 153.0% of annual IC target	Advancement of <b>XIAFLEX®</b> maximization development and commercialization goals
Launched <b>Qwo®</b> the first and only FDA-approved injectable for moderate to severe cellulite in the buttocks of adult women	Launched <b>First and only FDA-approved CHANTIX® generic</b> plus 7 other new products across the portfolio in 2021	Delivered on organizational <b>Transformation</b> objectives, including manufacturing, general and administrative and R&D	Advancement of <b>ESG and DEI</b> strategies

*Compensation Determination Summary.* Consistent with Endo’s pay-for-performance philosophy, the Committee’s 2022 compensation determination for Mr. Coleman aligns with his various achievements throughout 2021. In recognition of Mr. Coleman’s individual performance and contributions in 2021 and the Company’s performance against the 2021 scorecard objectives, Mr. Coleman was awarded an annual cash performance-based bonus equal to approximately 180.6% of his annual IC target, which was prepaid in November 2021 as part of the 2021 Prepaid Incentive Compensation Program (Prepaid 2021 IC) and was subject to Mr. Coleman’s continued employment through March 1, 2022. In consideration of Mr. Coleman’s outstanding performance in 2021 in the capacity of President and Chief Executive Officer, the Committee also approved an LTI award with a target value equal to \$10,350,000, which was prepaid in cash in November 2021 as part of the 2021 Prepaid Incentive Compensation Program (Prepaid 2022 LTI) and is subject to Mr. Coleman’s continued employment through December 31, 2022. Refer to the “2021 Prepaid Incentive Compensation Program” section above for additional details regarding the Prepaid 2021 IC and Prepaid 2022 LTI.

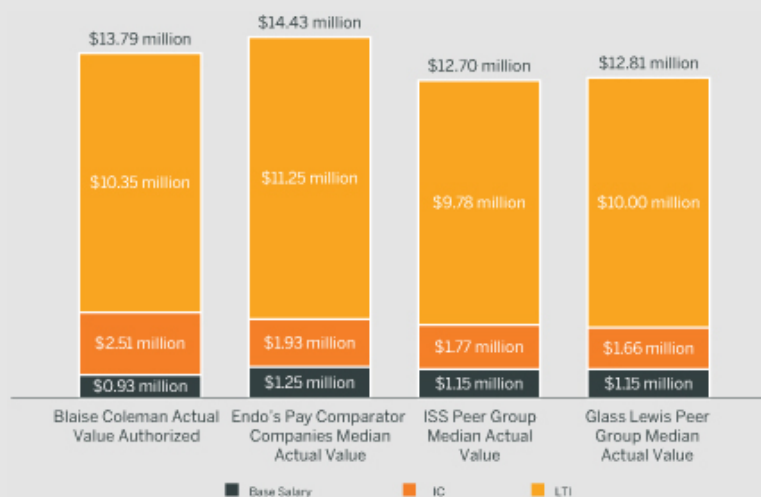
**Executive Summary (continued)**

Please see the below chart, which compares the expected target value of Mr. Coleman’s compensation package for 2021 against the median target CEO TDC levels of Endo’s Pay Comparator Companies, the ISS Peer Group and the Glass Lewis Peer Group.



Note: Base salary represents the annual rate of base salary. Since Mr. Coleman’s LTI is determined at the sole discretion of the Compensation & Human Capital Committee, “Expected Target” amounts of LTI reflect actual expected values of LTI issued in connection with the annual grant in early 2021. Except for amounts reported for Mr. Coleman, amounts reflect median overall pay levels for these companies. Compared to the peer group data above, which is based on the most recent proxy filings available at the time of Korn Ferry’s annual executive compensation review, Mr. Coleman’s expected target TDC level is positioned between the 25th and 50th percentile of Endo’s Pay Comparator Companies, the ISS Peer Group and the Glass Lewis Peer group.

Please see the below chart, which compares the actual value authorized of Mr. Coleman’s compensation package for 2021 against the median actual CEO TDC levels of Endo’s Pay Comparator Companies, the ISS Peer Group and the Glass Lewis Peer Group.



Note: Base salary represents the annual rate of base salary. Except for amounts reported for Mr. Coleman, amounts reflect median overall pay levels for these companies. Compared to the peer group data above, which is based on the most recent proxy filings available at the time of Korn Ferry’s annual executive compensation review, Mr. Coleman’s actual TDC level is positioned as follows: between the 25th and 50th percentile of Endo’s Pay Comparator Companies and between the 50th and 75th percentile of the ISS Peer Group and the Glass Lewis Peer Group.

The Summary Compensation Table’s footnote (2) provides details regarding adjustments to LTI valuations under ASC 718 for accounting and proxy reporting purposes.

Mr. Coleman’s 2022 base salary was considered in the context of competitive practices among CEOs of Endo’s Pay Comparator Companies, the ISS Peer Group and the Glass Lewis Peer Group (**2021 base salary ranked below the 25th percentile compared to the Endo Pay Comparator Companies, the ISS Peer Group and the Glass Lewis Peer Group**). Based on Korn Ferry’s analysis of the competitiveness of Mr. Coleman’s pay related to Endo’s Pay Comparator Companies, and in recognition of Mr. Coleman’s performance and contributions in 2021, the Committee approved an increase to Mr. Coleman’s base salary of approximately 8.1%, effective February 21, 2022.

**Executive Compensation Program**

*Compensation Philosophy*

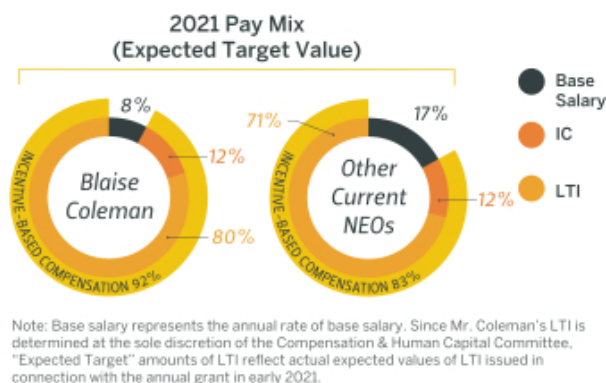
Our executive compensation program's focus emphasizes the importance of attracting, motivating and encouraging continuity of experienced and well-qualified executive officers through policies, programs and strategies that advance our critical business and human capital development objectives and promote the creation of shareholder value over the long-term. The Committee believes that the most effective executive compensation program is one that is based on a pay-for-performance philosophy and designed to provide incentives that advance the interests of shareholders and deliver levels of compensation that are commensurate with performance. Endo's compensation philosophy is designed to support our business strategy by attracting highly-talented individuals and motivating them to perform at the highest professional level, while embracing the Company's values, behaviors and Code of Conduct.

Pay-for-performance, alignment with shareholder interests and offering competitive pay are fundamental to Endo's compensation philosophy.

- A significant portion of executive compensation is linked directly with Endo's short- and long-term strategic, operating and compliance performance, without encouraging excessive risk;
- Endo's executive pay programs incorporate significant amounts of variable incentive-based compensation that directly aligns with Endo's financial, strategic, operating, compliance and share price performance objectives; and
- TDC is competitive within the Endo Pay Comparator Companies, enabling the Company to attract and motivate highly-talented individuals and key contributors to achieve high-level performance, while embracing the Company's key values and behaviors.

Endo's executive compensation package supports this philosophy by offering annual and long-term incentive compensation opportunities that are performance-based. Incentive-based cash compensation awarded is subject to the Company achieving its annual performance objectives and realizing value in long-term equity is largely dependent upon Endo's financial performance and the delivery of shareholder value.

The three principal components of the Company's executive compensation package include base salary, annual cash incentive compensation and equity-based LTI compensation. Notwithstanding the Committee's decision to use long-term cash awards in lieu of equity to manage shareholder dilution levels in 2021, we believe that the majority of the compensation of our senior-most levels of management—the levels of management having the greatest ability to influence the Company's performance—should be variable and dependent upon performance.



In making decisions with respect to any element of an NEO's compensation, the Committee considers the total compensation that may be awarded to the officer, including salary, annual incentive compensation cash bonus and long-term incentive compensation. In addition, in reviewing and approving employment agreements for NEOs, the Committee considers the other benefits to which the officer is entitled by the agreement, including compensation payable upon termination of employment under a variety of circumstances. The Committee's goal is to award compensation that is competitive to attract and retain highly-qualified leaders and motivate high business performance. The Committee believes that its compensation programs align executive and shareholder interests by effectively calibrating compensation payout levels with individual and Company performance.

*Considerations*

Competitive Considerations. In making compensation decisions with respect to each element of compensation, the Committee considers the competitive market for executives and compensation levels provided by comparable companies. The Committee reviews the compensation practices at companies with which the Company competes for talent, including businesses engaged in activities similar to those of the Company. While we do not believe that it is appropriate to establish compensation levels based primarily on benchmarking, we believe that information regarding pay practices at other companies is nevertheless useful as a tool to assess the reasonableness and competitiveness of our compensation practices.



## [Table of Contents](#)

The Committee generally aligns target executive compensation at the median of compensation packages for executives in similar positions and with similar responsibilities and experience at similar companies of comparable size, with the opportunity for top quartile actual compensation based upon individual and Company performance. We recognize, however, that positions with similar titles are not always comparable in terms of responsibility to such positions at the Company. The Committee's choice of this target percentile reflects the Company's consideration for our shareholders' interests in paying what is competitive to achieve our corporate goals.

We believe that, given our compensation philosophy and objectives, compensation targeted at the median of similarly-situated companies with the opportunity for top quartile total compensation based upon performance is generally sufficient to retain our current executive officers and to hire new executive officers when and as required. In setting compensation for the NEOs, the Committee considers comparative market data requested by the Committee from Korn Ferry, its compensation consultant. In gathering relevant competitive market compensation data, the Committee approved the use of a sample of companies with similar operations to Endo, which we refer to collectively as the "Pay Comparator Companies."

The Committee believes that Endo competes with the Pay Comparator Companies for talent and for shareholder investment. In assessing the relevance of the Pay Comparator Companies, Korn Ferry evaluates the appropriateness based on several key criteria in an effort to identify comparator companies with the most appropriate business fit. These factors include company size (in terms of both revenue and market cap), industry/business sector, operating complexity, location, talent market, customer base and other relevant factors, recognizing that not all peer companies will match all criteria and not all criteria are of equal importance.

The Pay Comparator Companies typically have similar executive officer positions; however, the Committee does not attempt to set each compensation element for each executive within a particular range as it relates to the Pay Comparator Companies. Instead, the Committee uses Pay Comparator Companies market comparisons as one factor in making compensation decisions. Other factors considered when making individual executive compensation decisions include individual contribution and performance, reporting structure, complexity and importance of role and responsibilities, leadership, growth potential and secondary executive compensation survey sources specific to the pharmaceutical industry, among others.

Korn Ferry makes periodic recommendations to the Committee regarding the recalibration of the Pay Comparator Companies referenced. As a result of this annual review, Endo recalibrated the Pay Comparator Companies to include organizations that were relevant to Endo's size and business composition. The consolidation of viable peer companies and loss of many similarly-sized competitor companies during the past few years has forced Endo to consider comparator companies that fall outside of the normal size parameters in order to include organizations relevant to Endo's business. This includes companies both larger and smaller in size, in an effort to include a balanced and fair assessment of the range of competitive pay levels. Ultimately, Endo believes it is imperative that the comparator companies align with Endo's customer base and market for key talent in order to establish a reasonable assessment of competitive pay levels for our NEOs.

The Committee-approved Pay Comparator Companies for 2021 are listed in the table below:

2021 Pay Comparator Companies	
Alexion Pharmaceuticals Inc.	Jazz Pharmaceuticals plc
Alkermes plc	Perrigo Co. plc
Amneal Pharmaceuticals Inc.	Regeneron Pharmaceuticals
Bausch Health Companies Inc.	Seagen Inc.
Biogen Inc.	United Therapeutics Corporation
BioMarin Pharmaceutical Inc.	Vertex Pharmaceuticals Inc.
Horizon Pharma plc	Viartis Inc.
Incyte Corporation	

## Table of Contents

Pay Risk and Governance. The Committee regularly reviews industry compensation practices to align the Company's compensation philosophy with the Company's business strategy, while focusing on the enhancement of long-term shareholder value and management of risk. The summary below reflects the leading governance practices implemented and maintained by the Committee:

What We Do
Maintain a Compensation & Human Capital Committee composed entirely of independent directors
Engage with shareholders and third party advisory firms on governance and compensation matters
Retain an independent executive compensation consultant to the Committee
Conduct annual assessments of NEO pay positioning against Pay Comparator Companies
Complete independent annual reviews of risks associated with compensation arrangements, policies and practices
Implement an executive pay program that is highly concentrated on variable short- and long-term incentive compensation tied to individual and Company performance
Grant LTI awards that are generally subject to three-year vesting conditions
Grant NEO LTI awards comprised of a minimum of 50% Performance Share Units (PSUs), tied to Adjusted Free Cash Flow (FCF) and relative Total Shareholder Return (TSR) performance over a three-year cumulative performance period
Maintain ownership guidelines for executive management and non-employee directors
Maintain a compensation recovery (clawback) policy that applies to both cash- and equity-based incentives in situations involving material misconduct or gross negligence resulting in material financial harm to the Company

What We Don't Do
Reward executives for excessive, inappropriate, or unnecessary risk-taking
Allow re-pricing of equity awards without shareholder approval
Allow cash buyouts of underwater options
Allow hedging and pledging of Company shares
Grant single-trigger vesting of LTI awards upon change in control
Enter into employment agreements with automatic renewal provisions (except as required by local law)
Allow change in control gross-up payments

On at least an annual basis, the Company conducts an assessment of the potential risks associated with the Company's compensation arrangements, policies and practices. The assessment is conducted by Korn Ferry and then reviewed by the Committee. A key objective is to determine whether the Company's compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the Company. This risk assessment process includes:

- A comprehensive review of compensation programs with the highest potential for material adverse effect;
- Identification of key Company positions and business areas that could potentially carry a significant portion of the Company's risk profile;
- Identification of compensation programs for the key Company positions and business areas; and
- An analysis of employee compensation plans with the highest potential for risk, pursuant to which we:
  - Identify the features within the plans that could potentially encourage excessive or imprudent risk-taking;
  - Identify business risks that these features could potentially encourage;
  - Identify controls and plan features that mitigate the risks identified;
  - Determine residual risk remaining after having identified mitigating controls and features; and
  - Assess whether residual risk is reasonably likely to have a material adverse effect on the Company as a whole.

The Committee also reviews the Company's compensation programs that allow for variable payouts. A key consideration is the establishment of an appropriate mix of performance metrics. The Committee also oversees the plans so that they reward both annual goal achievement and the long-term sustainable success of the Company. In addition, the reviews focus on plans where an employee might be able to influence payout factors and programs that involve our executives, with a focus on analyzing whether any of the performance targets encourage excessive risk-taking. During the assessment, several control and design features of the Company's compensation program that are intended to mitigate the risk of excessive risk-taking are evaluated. Risk profiles are also evaluated on an ongoing basis by the Company's management team as new program designs are considered.

Based on the process described above, it was concluded that the potential risks associated with the Company's compensation policies and practices are not reasonably likely to have a material adverse effect on Endo. The Committee will continue to review the Company's compensation programs at least annually to identify and address potential risks that may have a material adverse effect on the Company.

Say-on-Pay and Shareholder Engagement Feedback. In establishing 2022 compensation, the Committee considered the results of the most recent say-on-pay vote at the Company's Annual Meeting held in June 2021, where approximately 66.2% of the

## Table of Contents

votes cast on the say-on-pay proposal were voted in favor of the proposal. The Committee also considered the results of its recent shareholder engagement efforts that were undertaken based on the Board's belief that regularly engaging with shareholders as a means of soliciting their views on matters such as corporate governance, environmental and social initiatives, executive compensation and other important topics, is important in assisting the Board with items requiring a broader shareholder perspective.

Consistent with prior years, Mr. Montague, who serves as our Chair of the Committee, and certain members of our management team undertook efforts in 2021 to engage with shareholders with combined ownership levels of more than 75% of Endo's ordinary shares outstanding as well as third party advisory firms. These conversations with shareholders demonstrate the Committee's commitment to consider shareholder feedback, as evidenced by the key actions implemented by the Committee in recent years as noted below.

Actions implemented based on shareholder feedback received in 2019 include the following:

2019 Shareholder Feedback	Prior Approach	Implemented Changes
Significant focus on motivating top talent with an emphasis on encouraging management continuity during a period of significant external headwinds	Reliance on standard executive compensation structure which significantly lagged competitive market levels <b>(NEO target TDC levels below the 25th percentile of Endo's Pay Comparator Companies)</b>	Implementation of continuity compensation arrangements in 2019 and 2020 to augment below market pay levels for Endo's NEOs (excluding Mr. Campanelli)
Support for the Company's proactive management of share utilization, and emphasis on minimizing shareholder dilution levels	Company-wide reductions for all LTI awards in 2018 and 2019, negatively impacting the competitiveness of LTI compensation	For the 2020 annual grant, no company-wide reductions were applied; however, equity limited to the Company's Senior Executive Team (in the form of PSUs), with LTC awards granted to all employees participating in the LTI Program

Actions implemented based on shareholder feedback received in 2020 include the following:

2020 Shareholder Feedback	Prior Approach	Implemented Changes
Understood the purpose and supported the use of continuity compensation in 2019 and 2020 in response to earlier shareholder feedback	Reliance on standard executive compensation structure which significantly lagged competitive market levels for all current NEOs <b>(current NEO target TDC levels below the 25th percentile of Endo's Pay Comparator Companies)</b>	Initial compensation adjustments applied in 2021, with a second phase of adjustments to be applied in 2022, to return to a conventional executive compensation structure that is aligned with competitive pay levels
Prefer Endo return to a conventional executive compensation program design that better aligns NEO pay levels with competitive market levels	Augmented pay with continuity compensation arrangements scheduled to vest in 2021 <b>(current NEO target TDC levels, inclusive of 2020 continuity compensation, remained below the 25th percentile of Endo's Pay Comparator Companies)</b>	No further continuity compensation arrangements authorized by the Compensation & Human Capital Committee for NEOs (after receiving shareholder feedback following the issuance of 2020 continuity compensation arrangements scheduled to vest in 2021)
Support for the Company's proactive management of share utilization, and emphasis on minimizing shareholder dilution levels	For the 2020 annual grant, equity limited to the Company's Senior Executive Team (in the form of PSUs), with LTC awards granted to employees participating in the LTI Program	For the 2021 annual grant, the Company's Senior Executive Team received LTI in the form of 50% PSUs, 25% RSUs and 25% LTC awards, with all other employees participating in the LTI Program receiving 25% RSUs and 75% LTC awards
		The actions taken by the Compensation & Human Capital Committee allowed the Company to defer a request for additional shares, in an effort to further reduce current overhang levels

## Table of Contents

Actions implemented based on shareholder feedback received in 2021 include the following:

2021 Shareholder Feedback	Prior Approach	Implemented Changes
Agreement with the Company's re-evaluation of compensation practices based on prior shareholder feedback	Augmented pay with continuity compensation arrangements ( <b>NEO target TDC levels, inclusive of 2020 continuity compensation, were below the 25th percentile of Endo's Pay Comparator Companies</b> )	Initial compensation adjustments applied in early 2021, with a second phase of adjustments applied in November 2021 to return to a conventional executive compensation structure that is aligned with competitive pay levels  No further continuity compensation arrangements authorized by the Compensation & Human Capital Committee for NEOs
Recognition of the need to motivate key employees with a specific focus on management continuity	LTI grants include a mix of award vehicles, all vesting over a 3-year period  Use of continuity compensation arrangements to reduce the gap between NEO pay with median pay levels of Endo's Pay Comparator Companies and to enhance retention of NEOs	Implemented a Prepaid Incentive Compensation Program in November 2021 as part of the Company's contingency planning efforts and to encourage management continuity

As noted above, the Committee took immediate action in late 2019 and 2020 based on initial shareholder feedback received in 2019 to implement continuity compensation arrangements to address concerns regarding the Company's ability to motivate top talent and encourage management continuity due to the significant gap between NEO target compensation and competitive norms, and during a period of significant external headwinds facing Endo and other specialty pharmaceutical companies. In an effort to return to a conventional executive compensation structure that is aligned with competitive pay levels, the Committee approved two phases of compensation adjustments in 2021 and also discontinued the use of continuity compensation arrangements. Please reference the "Individual Compensation Determination" section for approved compensation actions. Additionally, as part of the Company's contingency planning efforts and in an effort to encourage management continuity, a Prepaid Incentive Compensation program was implemented in November 2021 for all current NEOs, which is discussed further in the "2021 Prepaid Incentive Compensation Program" section above.

Based on the actions taken in 2021, and in prior years as noted above, the Committee believes the changes implemented have consistently addressed the feedback received through the course of our shareholder engagement discussions and serve to strengthen our ability to motivate top talent and encourage management continuity of our NEOs who are critical to the planning and execution of Endo's strategy and the creation of long-term shareholder value. These shareholder discussions have provided the Board with insights into evolving shareholder views, while serving as an effective communication channel for matters of critical importance to Endo's short- and long-term priorities. The Committee will continue to consider shareholder feedback and the results of future say-on-pay votes when making executive compensation decisions and policies. Such votes are conducted annually.

### Base Salary

**Purpose.** The objective of base salary is to reflect job responsibilities, value to the Company and individual performance while taking into consideration market competitiveness. We seek to provide our executive officers with competitive annual base salaries in order to attract and retain them. While the base salary component of our executive officer compensation program is primarily designed to provide the baseline level of compensation to executive officers, individual performance is also a key consideration when establishing appropriate base salary levels, further supporting the Company's pay-for-performance philosophy.

**Considerations.** Salaries for the NEOs are initially determined by their employment agreements, which are described under "Employment and Change in Control Agreements; Severance Agreements" below. These salaries and the amount of any increases over these salaries are determined by the Committee based on a variety of factors, including:

- the nature and responsibility of the position and, to the extent available, salary norms for persons in comparable positions at the Pay Comparator Companies and secondary executive compensation survey sources specific to the pharmaceutical industry;
- the expertise and competencies of the individual executive;
- the competitiveness of the market for the executive's services;
- internal review of the executive's compensation, both individually and relative to other NEOs;
- the recommendations of the President and Chief Executive Officer (except in the case of the President and Chief Executive Officer's own compensation); and
- individual performance of the NEO, which includes:
  - achievement of individual annual goals and objectives, the risks and challenges involved and the impact of the results;
  - performance of day-to-day responsibilities;

## Table of Contents

- increases in competencies and skill development;
- value of the NEO's contribution to function and Company goal achievement; and
- behaviors aligned with Endo key values.

Base salaries are generally reviewed annually. In reviewing salaries, the Committee adjusts salaries from time to time to realign salaries with market levels, individual performance and incumbent experience. The Committee also considers salaries relative to those of others within the Company and may, on occasion, make adjustments to salaries or other elements of total compensation, such as annual incentive compensation and long-term incentive targets, where such an adjustment would correct a compensation imbalance, as the Committee deems appropriate.

*2021 Decisions Regarding Base Salary.* As part of the Committee's annual review of compensation, Korn Ferry provided the Committee with a market assessment of the competitive compensation for the Company's executive officers. This assessment included reviewing the Pay Comparator Companies and secondary executive compensation survey sources specific to the pharmaceutical industry and:

- establishing a benchmark match for each of the positions;
- gathering and analyzing competitive compensation from relevant labor markets; and
- developing competitive market medians of compensation for the positions.

Based on the competitive market data referred to above, the Committee developed, with the assistance of Korn Ferry, market medians of compensation for each of Endo's compensation elements (base salary, target annual incentive compensation and expected target value of long-term incentive compensation) and then compared each NEO's current compensation to the market median for each data sample. The market data and the performance of each of Endo's NEOs are reviewed each year, but there is no assurance that any of their individual compensation packages will be aligned with the market. Please reference the "Individual Compensation Determination" section for approved salary actions.

### *Performance-Based Annual Cash Incentive Compensation*

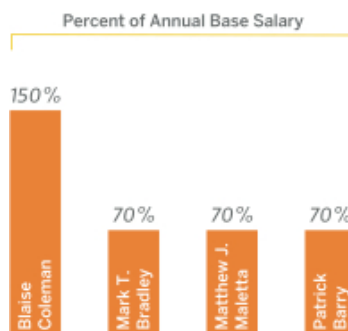
*Purpose.* The compensation program provides for an annual cash incentive that directly reinforces the Company's pay-for-performance approach. This incentive compensation program is a short-term performance-based incentive plan that rewards the achievement of annual goals and objectives, as well as longer-range strategic goals. Both the Company and individual performance goals, and the resulting payments, are pre-established and formulaic. The objective of the program is to compensate individuals based on the achievement of specific goals that are intended to correlate closely with shareholder value.

The Committee annually assesses each NEO's achievement against the Company's annual pre-established and formulaic objectives, which allow for a maximum bonus equal to 225% of the target bonus amount. The Committee then determines the level of realized performance based on quantifiable Company scorecard and individual performance objectives. The following illustrates the mechanics underlying the annual cash incentive calculation:



## Table of Contents

The annual cash incentive compensation targets for our Current NEOs, as defined in the “Compensation of Executive Officers” section below, are expressed in the following chart. These targets were used in determining incentive compensation payments for 2021 performance, which were prepaid in November 2021 as part of the 2021 Prepaid Incentive Compensation Program in advance of the typical early 2022 payment.



These targets reflect two phases of compensation adjustments implemented in 2021 as part of an effort to return to a conventional executive compensation structure that is aligned with competitive pay levels. Refer to the “Individual Compensation Determination” section for additional information about approved compensation actions.

**Considerations.** The annual cash incentive compensation program includes relative incentive levels based on each NEO’s specific position accountabilities and impact on overall Company strategic, operating and compliance performance, with target awards established as a percentage of base salary. Each NEO’s target annual incentive compensation bonus is initially established pursuant to his employment agreement, which is determined based on all factors that the Committee deems relevant, including (but not limited to) a review of Pay Comparator Company compensation. The annual incentive compensation metrics are aligned with the Company’s business strategy and the use of the Company scorecard objectives including Adjusted Revenue, Adjusted EBITDA Margin, Adjusted Diluted EPS from Continuing Operations and non-financial metrics, and are supported by practices among our Pay Comparator Companies. The Committee establishes annual incentive plan targets based upon the Company’s strategic and business plans and then aligns the compensation plan with the Company’s financial guidance for the year.

**Discretion.** Under the annual incentive compensation program, the Committee has discretion, in appropriate circumstances and subject to certain limitations, to pay annual incentive compensation at less than or in excess of target levels. For example, in determining the extent to which the pre-set performance goals are met for a given period, the Committee exercises its judgment in determining whether to reflect or exclude the impact of changes in accounting principles and unusual or infrequently occurring events reported in the Company’s public filings. Further, pursuant to each of our NEO’s employment agreements, target annual incentive compensation as a percentage of annual base salary may subsequently be increased at the discretion of the Committee. Please reference the “Individual Compensation Determination” section for approved target annual incentive compensation changes.

**2021 Decisions Regarding Incentive Compensation.** The following information summarizes the components of the Company’s annual incentive compensation program and the basis for the actual award granted by the Committee for 2021. With respect to 2021, the annual award for each NEO was based on an interim assessment of the achievement of scorecard objectives and NEO individual performance conducted in November 2021. The corporate scorecard and individual NEO performance objectives are aligned with the Company’s priorities established as part of the 2021 strategic assessment process in February 2021. The performance goals associated with the corporate scorecard were weighted as follows (specific targets are discussed in the following section entitled “2021 Consolidated Financial Results”):



The above “scorecard” is structured so that objectives allow for a payout opportunity ranging from 0% to 225% of the target bonus opportunity (commensurate with performance). The Committee also has the discretion to withhold annual cash incentives that otherwise would be made to any employees, including the NEOs, if it determines that overall performance is below performance thresholds.

## Table of Contents

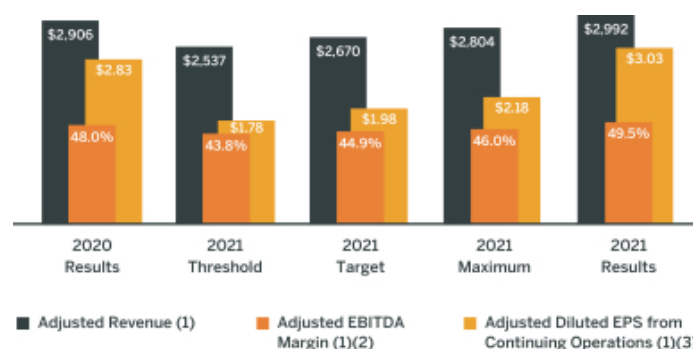
**2021 Consolidated Financial Results.** Our 2021 Adjusted Revenue increased as compared to 2020 as revenue increases from our Branded Pharmaceuticals segment and from our Sterile Injectables segment were partially offset by decreased revenues from our Generic Pharmaceuticals segment and our International Pharmaceuticals segment.

Our 2021 Adjusted Revenue continued to be impacted by COVID-19, which resulted in, among other things, increased sales volumes in 2021 compared to 2020 for: (i) certain critical care products, such as VASOSTRICT®, resulting from increased utilization, and (ii) certain physician administered products, such as XIAFLEX®, resulting from a recovery in sales volumes following a significant reduction in physician office activity and patient office visits in the first half of 2020. However, physician administered products continue to be impacted by COVID-19-related market conditions for specialty product office-based procedures, including medical and administrative staff shortages in physicians' offices, reduced physician office activity and significantly lower numbers of in-person patient office visits. These conditions have contributed to some variability in these products' recoveries, as well as uncertainty about future revenues. As expected and anticipated in our 2021 financial guidance, 2021 Adjusted Revenue also reflected revenue declines resulting from ongoing competitive pressures impacting each of our segments, which were partially offset by increased revenues resulting from certain 2021 product launches. The increases in Adjusted EBITDA Margin and Adjusted Diluted EPS from Continuing Operations in 2021 as compared to 2020 were primarily driven by improved margins related to favorable changes in product mix.

Year-on-year reductions to Adjusted Revenue, Adjusted EBITDA Margin and Adjusted Diluted EPS from Continuing Operations resulting from competition were considered, along with other factors including pressures related to COVID-19, in determining our 2021 financial guidance and the associated annual cash incentive compensation program's performance objectives approved by the Committee. Although lower than the 2020 results, the annual incentive compensation program's performance objectives were intended to be challenging, yet aligned with the Company's 2021 goals, taking into consideration the factors explained above.

Endo outperformed its 2021 annual cash incentive compensation financial targets and objectives and, on an adjusted basis, achieved the following financial objective results in 2021 compared to prior year financial performance:

- Achieved \$2.992 billion and \$2.906 billion in Adjusted Revenue in 2021 and 2020, respectively, consisting of \$2.993 billion and \$2.903 billion, respectively, of revenue determined in accordance with U.S. generally accepted accounting principles (GAAP), adjusted as described below.
- Achieved 49.5% and 48.0% in Adjusted EBITDA Margin in 2021 and 2020, respectively, consisting of \$0.613 billion of net loss and \$0.184 billion of net income, respectively, determined in accordance with GAAP, adjusted as described below, divided by \$2.992 billion and \$2.906 billion, respectively, in Adjusted Revenue as described above.
- Achieved \$3.03 and \$2.83 in Adjusted Diluted EPS from Continuing Operations in 2021 and 2020, respectively. These amounts consist of \$2.44 of diluted net loss per share from continuing operations and \$1.06 of diluted net income per share from continuing operations, respectively, determined in accordance with GAAP, adjusted as described below.
- Fully adjusted amounts are summarized in the chart below (Adjusted Revenue amounts are reported in millions).



- (1) Adjusted Revenue, Adjusted EBITDA Margin and Adjusted Diluted EPS from Continuing Operations are not prepared in accordance with GAAP. In calculating these amounts, each amount is adjusted from GAAP in order to keep participants from being advantaged or disadvantaged as a result of certain unplanned and unbudgeted events or changes throughout the performance period. These include adjustments, as applicable: for unbudgeted acquisitions during the performance period to include deal model base case revenue and EPS commitments in the Company's performance targets; for unbudgeted dispositions during the performance period; for unplanned material changes in share count during the performance period; and to neutralize foreign exchange impact versus budget during the performance period.
- (2) EBITDA represents net income (loss) before interest expense, net; income taxes; depreciation; and amortization, each prepared in accordance with GAAP. Adjusted EBITDA further adjusts EBITDA by adjusting for the items enumerated in note (1) above and by excluding other (income) expense, net; share-based compensation; certain upfront and milestone payments to partners; acquisition-related and integration items, including transaction costs and changes in the fair value of contingent consideration; cost reduction and integration-related initiatives such as separation benefits, continuity payments, other exit costs and certain costs associated with integrating an acquired company's operations; certain



## Table of Contents

amounts related to strategic review initiatives; asset impairment charges; inventory step-up recorded as part of our acquisitions; litigation-related and other contingent matters; certain legal costs; debt modification costs; discontinued operations, net of tax; and certain other items. Adjusted EBITDA Margin is calculated as Adjusted EBITDA divided by Adjusted Revenue.

- (3) To arrive at Adjusted Diluted EPS from Continuing Operations, GAAP diluted net income or loss per share from continuing operations is adjusted for the items enumerated in note (1) above and for certain upfront and milestone payments to partners; acquisition-related and integration items, including transaction costs and changes in the fair value of contingent consideration; cost reduction and integration-related initiatives such as separation benefits, continuity payments, other exit costs and certain costs associated with integrating an acquired company's operations; certain amounts related to strategic review initiatives; asset impairment charges; amortization of intangible assets; inventory step-up recorded as part of our acquisitions; litigation-related and other contingent matters; certain legal costs; gains or losses from early termination of debt; debt modification costs; gains or losses from the sales of businesses and other assets; foreign currency gains or losses on intercompany financing arrangements; the tax effect of adjusted pre-tax income at applicable tax rates and other tax adjustments; and certain other items, including the impact of including dilutive securities if net income or loss per share from continuing operations moves from a net loss position to a net income position.

Exclusion of Opioid-Related Legal Expenses. As explained above, certain items are excluded from the calculation of non-GAAP metrics such as Adjusted EBITDA, Adjusted EBITDA Margin and Adjusted Diluted EPS from Continuing Operations. Among the excluded items are opioid-related expenses. These expenses typically relate to defending the Company against claims by plaintiffs concerning allegations that occurred before current management was in place and the Company believes it is appropriate to exclude such expenses from incentive compensation metrics. Settlements are agreed to, usually with no admission of wrongdoing, when the Company determines it to be in its best interests. Litigation outcomes are often fluid and judgments may be reversed through appeals processes that can span multiple years. It is very difficult to predict trial outcomes, timing of legal proceedings, legal settlements or other litigation matters, making the setting of opioid-related legal expense performance targets highly problematic. In addition, including these litigation expenses would likely create an incentive to postpone or forgo future legal actions that may be in the Company's long-term best interests.

Overall Company Performance Against Objectives. In addition to the financial results above, other performance goals are established in alignment with the Company's strategic, operating and compliance priorities. Further, the goals are developed to incentivize strong annual operating performance results, while positioning the Company for longer-term success and enhanced shareholder value. Performance goals are set to be challenging, while reasonably attainable given a concerted effort on the part of the Company's NEOs and employees in consideration of conditions and trends. NEO compensation is closely aligned with the achievement of the 2021 financial objectives, as well as the Company's strategic, operating and compliance priorities.

In November 2021 the Committee reviewed the Company's interim achievement of the scorecard objectives for 2021, and determined performance to be equal to 134.4%, which was applied in determining the amounts of prepaid incentive compensation awards for each current NEO and certain other key employees (Prepaid 2021 IC), as further discussed above under the heading "2021 Prepaid Incentive Compensation Program." In February 2022, the Committee reviewed the Company's final achievement of the scorecard objectives for 2021, and determined performance to be equal to 134.1%, which was largely in line with the interim assessment. Additional information about final achievement of the scorecard objectives for 2021 is summarized in the following table (certain amounts may not recalculate due to rounding):

	Plan Weightings	Payout Percent (Target 100%)	Final Company Performance
Adjusted Revenue	24.5%	150.0%	36.8%
Adjusted EBITDA Margin	21.0%	150.0%	31.5%
Adjusted Diluted EPS from Continuing Operations	24.5%	150.0%	36.8%
Strategic/Operating/Compliance Priorities	30.0%	97.2%	29.1%
<b>Total</b>	<b>100.0%</b>		<b>134.1%</b>

## Table of Contents

Details behind the Company performance objectives, relative weighting and actual final results from the 2021 Company performance scorecard are summarized in the table below (certain amounts may not recalculate due to rounding and select results have been generalized due to competitive considerations).

Objective	2021 Results	Weighting	Achievement Level	Contribution (Weighting x Achievement)
<b>FINANCIAL OBJECTIVES</b>		<b>70.0%</b>	<b>150.0%</b>	<b>105.0%</b>
Meet or Exceed Adjusted Revenue (1) goal of \$2.670 billion	Adjusted Revenue at 112.1% of annual IC target	24.5%	150.0%	36.8%
Meet or Exceed Adjusted EBITDA Margin (1) goal of 44.9%	Adjusted EBITDA Margin at 110.2% of annual IC target	21.0%	150.0%	31.5%
Meet or Exceed Adjusted Diluted EPS from Continuing Operations (1) goal of \$1.98	Adjusted Diluted EPS from Continuing Operations at 153.0% of annual IC target	24.5%	150.0%	36.8%
<b>STRATEGIC, OPERATING AND COMPLIANCE PRIORITIES</b>		<b>30.0%</b>	<b>97.2%</b>	<b>29.1%</b>
Achieve Qwo® key launch goals	Exceeded unit sales volume and medical aesthetic account training objectives, and partially achieved revenue objective	3.0%	83.9%	2.5%
Achieve planned Sterile Injectables and Generic Pharmaceuticals new product launch and revenue goals	Partially achieved launch objective and exceeded revenue objective	3.0%	103.3%	3.1%
Achieve key XIAFLEX® maximization development and commercial goals	Delivered on development objectives for plantar fibromatosis and adhesive capsulitis, and exceeded targeted number of new physician injectors	3.0%	116.7%	3.5%
Achieve future new product portfolio goals	Achieved objectives associated with the identification and evaluation of portfolio opportunities, and partially achieved milestones related to the development and filing of product candidates contributing to near term additional revenue	3.0%	81.6%	2.4%
Achieve XIAFLEX® and Qwo® manufacturing performance goals and deliver on capacity expansion milestones	Partially achieved objectives to deliver on XIAFLEX® and Qwo® capacity expansion	3.0%	77.8%	2.3%
Achieve average inventory days on hand (DOH) target and limit inventory write-offs	Exceeded objectives associated with inventory days on hand (DOH) and inventory write-offs	2.0%	116.8%	2.3%
Deliver on key manufacturing transformation objectives	Achieved production capability and site qualification objectives, including the divestitures of the Irvine and Chestnut Ridge facilities	2.0%	95.8%	1.9%
Deliver on general and administrative and R&D transformation objectives	All 2021 objectives achieved	2.0%	100.0%	2.0%
Deliver on "Reinvent How We Work in 2021 and Beyond" goals	Achieved implementation of "Next Normal" way of working policy and technology enhancements to support remote working arrangements	2.0%	100.0%	2.0%
Achieve goals to further advance our culture of quality and compliance in everything we do	All 2021 objectives achieved	3.0%	100.0%	3.0%
Achieve diversity, equity and inclusion (DEI) goals	Achieved objectives related to talent, culture and community programs, including enhancements to recruiting process and expansion of learning options and solutions	2.0%	100.0%	2.0%
Deliver on environmental, social and governance (ESG) priorities	All 2021 objectives achieved, including the launch of Endo's ESG Steering Committee and establishment of greenhouse gas baseline metrics	2.0%	100.0%	2.0%

- (1) Refer to the section above entitled "2021 Consolidated Financial Results" for discussion of Adjusted Revenue, Adjusted EBITDA Margin and Adjusted Diluted EPS from Continuing Operations.

The Committee also considered each NEO's individual performance and awarded the NEOs the 2021 annual cash IC bonus amounts set forth in the "Individual Compensation Determination" section.

### Long-Term Incentive Compensation

**Purpose.** Notwithstanding the Committee's decision to use long-term cash awards in lieu of equity to manage shareholder dilution levels in 2020 and 2021, the Company believes that the most effective means to encourage long-term performance by our NEOs is to create an ownership culture. This philosophy is implemented through the granting of the equity-based awards described below. The LTI Program described below is designed so that Company leaders hold a competitive stake in the Company's financial future. The LTI Program provides a future reward structure so that employees who have an impact on the Company's performance share in the results of that impact.

## Table of Contents

The Company generally establishes non-NEO eligibility criteria to align Company and industry practices, with participation in the LTI Program based on individual performance. LTI awards remain an important component of the Company's compensation philosophy and are allocated most heavily to:

- Reward consistently high performing individuals who make significant contributions to the success of the Company;
- Reward individuals at various levels who have high impact relative to the expectations and objectives of their role; and
- Retain eligible individuals who have skills critical to the long-term success of the Company.

The LTI compensation program normally provides an annual grant that is directly aligned with Endo's financial, strategic, operating, compliance and share price performance objectives. The objective of the program is to align compensation for NEOs over a multi-year period directly with the interests of shareholders of the Company by motivating and rewarding creation and preservation of long-term shareholder value. The level of LTI compensation is determined based on an evaluation of competitive factors in conjunction with total compensation provided to NEOs and the goals of the compensation program. Typically, LTI awards for NEOs are equity-based providing for the opportunity to award a combination of PSUs, RSUs and/or stock options.

The Company believes that targeted combinations of PSUs, RSUs and/or stock options closely equate the value of the benefit received by the recipient to the accounting expense of the benefit to the Company. The Company also believes that the resulting blend of PSUs, RSUs and/or stock options is supported by the pattern of equity-based awards that prevails in the Pay Comparator Companies and in the external market generally.

In direct response to shareholder feedback and as part of the Committee's continued efforts to manage share utilization and underlying dilution levels, beginning in 2020 the Committee limited the use of equity in annual grants and also authorized the use of cash-based LTC awards for all LTI recipients, including the Company's NEOs. LTC awards are fixed cash-based long-term incentive awards that are scheduled to vest over a three-year period for NEOs. In 2022, our efforts to manage share utilization and underlying dilution levels continued by exclusively granting LTC awards to all LTI participants. These combined efforts allowed the Company to offer competitive LTI levels to all eligible participants, while remaining aligned with long-term shareholder interests.

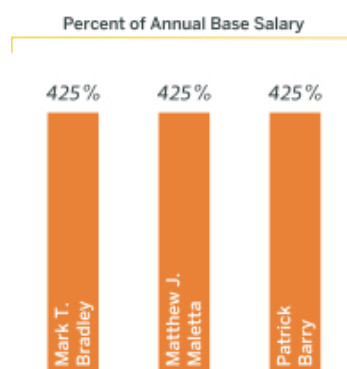
**Considerations.** In determining the annual LTI grants for the NEOs, the Committee considered market data on total compensation packages, the value of long-term incentive grants at the Pay Comparator Companies, TSR, share usage and shareholder dilution and, except in the case of the award to the President and Chief Executive Officer, the recommendations of the President and Chief Executive Officer. Further, performance is considered based on a collective group of factors focused on financial, strategic, operating and compliance, which drives the Company's future success as a specialty pharmaceutical company committed to helping everyone we serve live their best life through the delivery of quality, life-enhancing therapies. At the end of the performance year, each NEO's performance is assessed and then factored into the awarding of LTI compensation. Grant levels are determined based on overall performance relative, but not limited to, the following factors adopted by the Committee for all applicable NEO LTI assessments:

Factors	
Development of a long-term vision for the Company and the successful execution of the overall business strategy	Strengthening the balance sheet by effectively managing capital and cash flow conversion
Focus on operational execution and the achievement of operating objectives and overall financial performance	Progress in the development and expansion of the Company's product portfolio and pipeline
Success in forging the Company for long-term sustainable revenue and profitability growth	Advancement of the Company's performance-oriented culture and efficient operating model
Achievement of quality and compliance objectives	Relative shareholder value creation and preservation

Based upon the achievement of Company goals and individual objectives, the Company's President and Chief Executive Officer recommends an adjustment to each NEO's annual LTI compensation target based upon performance related to key job accountabilities and annual performance objectives. The recommendation is then reviewed by the Committee, which has discretion to modify the final award. Regarding the award for the Company's President and Chief Executive Officer, the Committee follows a similar process and has the ultimate discretion for determining the annual equity award.

## Table of Contents

The annual LTI targets for our Current NEOs, excluding Mr. Coleman, are expressed in the following chart. These targets were used in determining LTI awards for 2021 performance, which were prepaid in November 2021 as part of the 2021 Prepaid Incentive Compensation Program in advance of the typical early 2022 grant. Mr. Coleman's LTI compensation is determined at the discretion of the Committee.



These targets reflect two phases of compensation adjustments implemented in 2021 as part of an effort to return to a conventional executive compensation structure that is aligned with competitive pay levels. Refer to the "Individual Compensation Determination" section for additional information about approved compensation actions.

**Discretion.** Mr. Coleman's employment agreement does not prescribe a specific LTI target but instead provides that his LTI compensation would be determined at the sole discretion of the Committee if the Company and executive achieve certain performance targets set by the Committee with respect to each year ending during Mr. Coleman's employment term. All other NEOs are eligible to receive LTI compensation in an amount equal to a fixed percentage of their annual base salary for such year (or such lesser (including zero) or greater percent of the base salary for such year as is recommended to the Committee by the President and Chief Executive Officer and approved by the Committee). The Committee may use negative discretion to take into account factors outside of the pre-established performance objectives to reflect extraordinary business circumstances. Further, pursuant to each of our NEO's employment agreements, target LTI as a percentage of annual base salary may subsequently be increased at the discretion of the Committee. Please reference the "Individual Compensation Determination" section for approved target LTI changes.

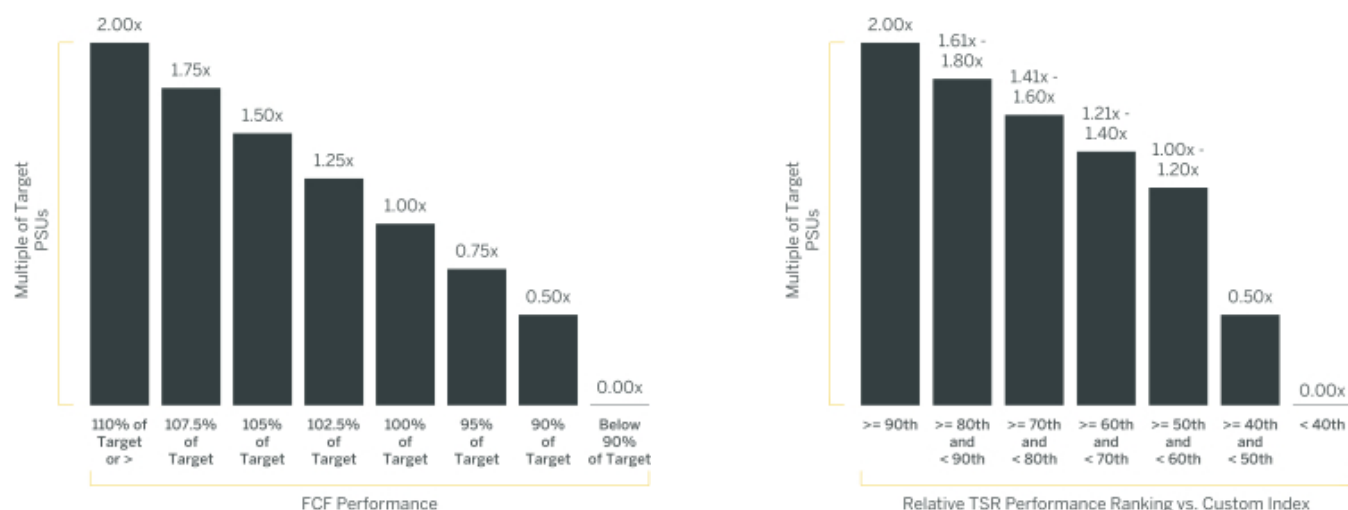
**Performance Share Units.** PSU awards are granted annually to the Company's NEOs, based on a plan design that utilizes two discrete measures: FCF and relative TSR performance, both measured over cumulative three-year performance periods. This design takes into account earlier feedback received through the shareholder engagement process, and is designed to strengthen the program's long-term performance-based orientation and reflect the creation and preservation of long-term shareholder value. The number of PSUs awarded to each executive continues to be based on a targeted percentage of the executive's base salary, with the actual number of shares released at the end of the three-year period depending on how well the Company performed against the FCF and relative TSR targets set at the beginning of the performance period.

Under the current design, the 50% portion of the PSUs tied to FCF performance will not vest unless the Company's cumulative three-year FCF performance reaches the minimum 90% of target threshold, at which an attainment multiple of 0.5x will apply, while the maximum attainment multiple of 2x can only be achieved if the Company's cumulative three-year FCF performance is at or above 110% of target. Award levels will be interpolated between the 0.5x and 2x payout multiples. The performance period for the 2021 awards measured against FCF performance began on January 1, 2021 and ends on December 31, 2023.

The 50% portion of the PSUs tied to relative TSR performance will be measured against the three-year TSR of a custom index of companies. The custom index utilized for the 2021 grant was initially comprised of a statistically meaningful group of 37 pharmaceutical companies, which include companies in the New York Stock Exchange ARCA Pharmaceutical Index, Endo's Pay Comparator Companies and other specialty pharmaceutical companies. For purposes of determining the final relative TSR performance measurement, each company in the custom index will be included only if they are publicly-traded at both the beginning and end of the performance period. Under this design, the portion of the PSU award that is tied to relative TSR performance will not vest unless the three-year TSR results reach the 40<sup>th</sup> percentile minimum threshold, at which an attainment multiple of 0.5x will apply, while the maximum attainment multiple of 2x can only be achieved if the Company's percentile rankings is at or above the 90<sup>th</sup> percentile over the performance period. Further, a maximum of 1x of the award will vest if the Company's TSR for the performance period is negative, with no payout made if results are below the 40<sup>th</sup> percentile. Award levels based on positive TSR results will be interpolated between the 1x and 2x payout multiples. The performance period for the 2021 awards measured against relative TSR performance began on March 5, 2021 and ends on March 5, 2024 and will be assessed at the end of the performance cycle.

## Table of Contents

The performance schedules for the 2021 PSUs are shown in the charts below:



“Per Share Price” means the average of the closing prices of the company’s ordinary shares for the applicable company during the thirty consecutive trading days ending on the day prior to the applicable measurement date.

“Adjusted Free Cash Flow” or “FCF” means Adjusted EBITDA (see additional discussion of Adjusted EBITDA above under “2021 Consolidated Financial Results”), adjusted for changes in net working capital and reduced by cash payments for capital expenditures. FCF and Adjusted EBITDA are not prepared in accordance with GAAP.

“Total Shareholder Return” or “TSR” means the appreciation of the Per Share Price during the performance period, plus any dividends paid on the applicable company’s ordinary shares during the performance period. The determination of the TSR attainment levels will be made by the Committee following an independent third-party confirmation of the results.

**Restricted Stock Units.** In addition to the PSUs described above, our NEOs are also typically granted time-based RSUs, which are the second element of our equity-based LTI compensation package. RSUs are valued based on the closing price of our ordinary shares on the Nasdaq on the date of grant, and each RSU represents the right to receive one ordinary share of the Company as of the date of vesting. RSUs granted to the NEOs vest ratably over three years.

**Stock Options.** Stock options represent the third element of our equity-based LTI compensation package, and are designed to reward NEOs only if our share price increases. When offered, the LTI Program calls for stock options to be granted with exercise prices of not less than the closing price of our shares as quoted on the Nasdaq on the date of grant and generally to vest ratably over four years. The Committee will not reduce the exercise price of stock options (except in connection with adjustments to reflect recapitalizations, share or extraordinary dividends, share splits, mergers, spin-offs and similar events permitted by the relevant plan) without shareholder approval. Stock option grants to NEOs have been awarded with a term of ten years, but were not issued as part of the 2020 or 2021 annual grant cycles.

**Long-Term Cash.** LTC awards are fixed cash-based long-term incentive awards offered in 2020 and 2021 as a means of managing share utilization and maintaining acceptable shareholder dilution levels, while offering LTI recipients target long-term award values that are aligned with competitive practices. LTC awards can only be settled in cash, and vest every six months over a three-year period for NEOs.

**Vesting Due to Retirement Age.** On the first day of the year in which an NEO reaches the minimum retirement age and service requirements, which is considered age 60 with five years of service or age 55 with ten years of service, PSUs, RSUs, stock options and LTC awards become eligible for continued vesting, following certain termination events, in accordance with the original vesting schedule. However, awards eligible for continued vesting as a result of reaching retirement age are not settled until after the end of the applicable performance or vesting period, if applicable.

**Timing of Grants.** Effective with the 2020 annual grant, the timing of the annual LTI award for employees has moved to a common grant date, which occurs approximately one week after the filing of the 10-K to better align the timing of the grant with the annual compensation planning and performance management processes. The number of PSUs, RSUs and/or stock options awarded will be based on a determined grant date fair market value (as determined in the sole discretion of the Committee, but in no event shall the determined grant date fair market value be less than the closing price as of the date of the grant). This is intended to grant the annual equity awards after the annual earnings release, while allowing for a sufficient amount of time between the filing of the Company’s 10-K and the date of Endo’s annual grant. Consistent with the Company’s customary practice, new hire and promotion grants may also be awarded to eligible employees.

## [Table of Contents](#)

2021 Decisions Regarding LTI Compensation. In 2021, the Committee awarded LTI compensation for NEOs pursuant to the program described above resulting in the awards identified in the Summary Compensation Table and the 2021 Grants of Plan-Based Awards Table. For grants that would have typically been awarded in 2022 based on 2021 performance, the Committee reviewed the Company's achievements as well as each NEO's contributions and awarded the NEOs the LTI amounts set forth in the "Individual Compensation Determination" section, prepaid in the form of cash in November 2021 and subject to clawback provisions as discussed above under the heading "2021 Prepaid Incentive Compensation Program."

### Additional Compensation Components

The Company's current practice is to limit use of perquisites. Refer to the footnotes to the Summary Compensation Table for additional information about perquisites provided to NEOs in 2021. Through December 31, 2021, the Company offered two executive retirement programs including the 401(k) Restoration Plan and the Executive Deferred Compensation Plan, each of which is described below. Both plans were effective January 1, 2008 and have been amended from time to time.

401(k) Restoration Plan. The purpose of the 401(k) Restoration Plan, which has been suspended effective January 1, 2022, was to provide eligible employees with the opportunity to defer a portion of their compensation on a tax-favored basis in parity with the tax benefit provided under the qualified 401(k) plan. In periods when active, the 401(k) Restoration Plan allowed eligible employees whose compensation exceeded the Section 401(a)(17) amount in the Code (or other criteria set by the Committee), including NEOs, to defer eligible pay after such individual's contribution to the Company's existing qualified 401(k) plan exceeded the maximum. The Company did not fund employer matching contributions in the 401(k) Restoration Plan.

The amount in any individual's 401(k) Restoration Plan account will be paid to such individual at termination of employment or following the elected specified payment date. Individuals who elected to defer their eligible pay under the 401(k) Restoration Plan deferred federal and state (to the extent allowed by state law) taxes until the account is paid to the individual.

Executive Deferred Compensation Plan. The Executive Deferred Compensation Plan, which has been suspended effective January 1, 2022, permitted executives to elect to defer up to 100% of the following year's LTI compensation granted in RSUs (that settle in shares of the Company's stock).

Deferral of the RSUs delays the imposition of federal and state (as allowed under state laws) taxes, which normally applies when RSUs vest. The taxable event is delayed until the deferred RSUs are settled in shares. The Executive Deferred Compensation Plan permitted RSUs to be deferred to a specified payment date on which the elected disbursement(s) under the participant's account would commence. The value of the compensation an executive would receive upon the share delivery would be based on the value of the Company's shares on the date the deferral was delivered to the executive, and the executive would be responsible for the federal and state taxes at that time.

The Executive Deferred Compensation Plan also allowed an executive to defer up to 50% of his or her annual incentive compensation award. When an executive would make his or her irrevocable election to defer cash incentive compensation, he or she would also elect a specified payment date in which the elected disbursement(s) under the participant's account would commence.

### Employment and Change in Control Agreements; Severance Agreements

The Company generally enters into a written employment agreement with each of the NEOs. The purpose of these agreements and the compensation and benefits provided for therein is to aid recruitment and to reinforce an ongoing commitment to shareholder value creation and preservation.

On February 19, 2020, the Company entered into an executive employment agreement with Mr. Coleman in connection with his appointment to President and Chief Executive Officer, which was effective March 6, 2020 and has a term of three years, to replace his prior agreement, dated December 19, 2019.

On February 19, 2020, the Company entered into an executive employment agreement with Mr. Bradley in connection with his appointment to Executive Vice President and Chief Financial Officer, which was effective March 6, 2020 and has a term of three years, to replace his prior agreement, dated November 6, 2018.

On April 28, 2020, the Company entered into an executive employment agreement with Mr. Barry, which was effective April 26, 2020 and has a term of three years, to replace his prior agreement, dated April 26, 2017, that expired pursuant to its terms.

On November 4, 2020, the Company entered into an executive employment agreement with Mr. Maletta, which was effective February 13, 2021 and has a term of three years, to replace his prior agreement, dated February 13, 2018, that expired pursuant to its terms.

On November 4, 2020, the Committee approved continuity compensation arrangements for critical leadership positions in the Company, including the following named executive officers: Messrs. Coleman, Bradley, Maletta and Barry and Dr. Apostol. The continuity compensation arrangements approved by the Committee in 2020 were equal to 1x the value of each NEO's base salary level at the time of approval and were scheduled to vest in 2021.



## [Table of Contents](#)

On November 1, 2021, the Company entered into agreements with each of the current NEOs in connection with the 2021 Prepaid Incentive Compensation Program which is further described under the heading “2021 Prepaid Incentive Compensation Program”.

The payments and benefits to be received by each Current NEO upon certain terminations of employment are governed by each NEO's employment agreement, individual award agreements, the respective equity plan(s) to which each award relates and/or any other applicable compensatory arrangements. These payments and benefits and the triggering events are further described in the “Compensation of Executive Officers” section below under the heading “Potential Payments Upon Termination or Change in Control.” Each Current NEO's employment agreement contains post-termination restrictive covenants.

The Company may also from time to time enter into written separation agreements with NEOs upon termination of employment. The purpose of these agreements is to provide the Company with certainty regarding its post-termination protections and obligations.

### **Individual Compensation Decisions and Rationale**

#### *Key Considerations*

Under our compensation structure, the mix of base salary, annual cash incentive compensation and LTI compensation varies depending on each NEO's level. Annual compensation determinations by the Committee are based on factors including the Company's performance, individual performance and the competitiveness of each NEO's pay as reported by the Committee's consultant, Korn Ferry. Details associated with the Committee's decisions are set forth in the “Individual Compensation Determination” section.

Other key factors considered by the Committee include NEO ownership levels against the Company's Ownership Guidelines, as well as share utilization priorities and tax deductibility of compensation. These factors are discussed in further detail below.

Stock Ownership Guidelines for Executive and Senior Management. The current Ownership Guidelines for executive and senior management are as follows:



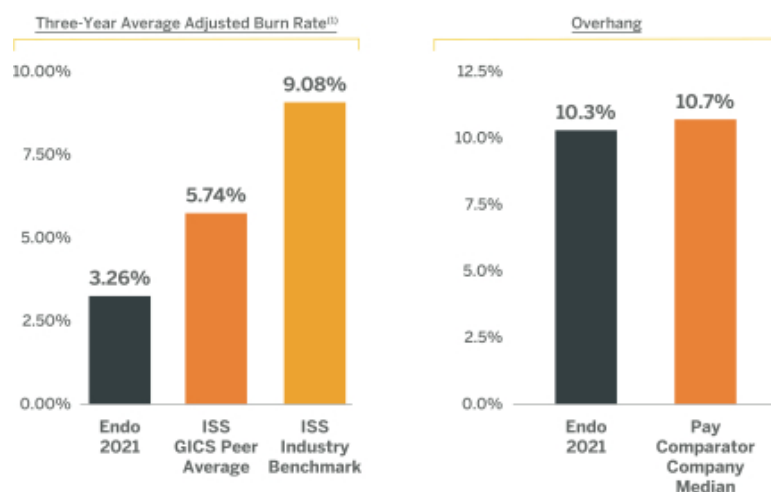
Executive and senior management are expected to achieve the Ownership Guidelines within five years of joining the Company. Executive and senior management are also expected to continuously own sufficient shares to meet the Ownership Guidelines once attained. Members of executive and senior management who are subsequently promoted to a higher level will have five years from the date of promotion to achieve their new ownership target. NEOs subject to the Ownership Guidelines are in compliance with the recommended guidelines, with Mr. Coleman's current ownership level of 2.7x base salary based on eligible share ownership levels of 648,580 shares as of April 11, 2022, strengthening the alignment between management and shareholder interests. Because Mr. Coleman was promoted to the position of President and Chief Executive Officer on March 6, 2020, he will have until March 6, 2025 to achieve his new ownership target.

Share Utilization Priorities. The LTI pool is established annually based on the Company's achievement of goals and objectives, and can vary from year to year. The share pool is also managed in a manner that focuses on optimizing share utilization, while remaining aligned with competitive eligibility and grant practices. In 2021, our efforts to manage share utilization and underlying dilution levels are demonstrated by issuing PSUs exclusively to the Company's Senior Executive Team, and granting a combination of RSUs and LTC awards to LTI participants. In 2022, our efforts to manage share utilization and underlying dilution levels continued, demonstrated by our issuance of the annual LTI award for 2022 in the form of cash-based awards, including: (i) in the case of the Company's current NEOs and certain other key employees, the Prepaid 2022 LTI, which is further described above, and (ii) in the case of other LTI participants, LTC awards. These combined efforts allowed the Company to offer competitive LTI levels to all eligible participants, while remaining aligned with long-term shareholder interests.



## Table of Contents

Key dilution metrics such as adjusted burn rate and overhang are regularly evaluated against external benchmarks, but also considered in the context of the Company's current business environment.



(1) The adjusted burn rate is derived from the number of full value awards (PSUs and RSUs) granted for each year, multiplied by a factor of 1.5 based on the volatility in the Company's share price over the preceding three years, plus the number of options granted for each year

**Tax Deductibility of Compensation.** Prior to the enactment of the Tax Cuts and Jobs Act of 2017 (the Tax Act) in December 2017, Section 162(m) of the Code precluded a public corporation from taking a tax deduction for certain compensation in excess of \$1.0 million in any one year paid to its chief executive officer or any of its three other highest-paid executive officers (not including a company's chief financial officer), unless certain specific and detailed criteria are satisfied. However, certain qualifying "performance-based" compensation (that is, compensation paid under a plan administered by a committee of outside directors, based on achieving objective performance goals, the material terms of which were approved by shareholders, such as our Amended and Restated 2015 Stock Incentive Plan) was not subject to the \$1.0 million deduction limit.

With the passage of the Tax Act, only qualifying performance-based compensation paid pursuant to a binding written contract in effect on November 2, 2017 (and not modified in any material respect on or after November 2, 2017) as set forth under the Tax Act will be eligible for the deduction exception. The Tax Act also expanded the executive officers covered by Section 162(m) to include the chief financial officer position as well as any person who ever was a covered executive for any prior taxable year, beginning after December 31, 2016. As a result of these changes, starting in 2018, most compensation payable by us to any person who was an NEO of the Company since fiscal year 2016 is non-deductible, regardless of whether the compensation is performance-based.

### Individual Compensation Determination

The following table summarizes the compensation targets applicable in 2021 and the actual compensation authorized by the Committee in November 2021 as part of the 2021 Prepaid Incentive Compensation Program for the Current NEOs based on 2021 performance:

Name	Base Salary as of December 31, 2021	2021 Annual Incentive Compensation Target(1)	2021 Annual Incentive Compensation Actual(1)	2021 Long-Term Incentive Compensation Target(2)	2021 Long-Term Incentive Compensation Actual (Expected Target Value) (2)
Blaise Coleman	\$ 925,000	\$ 1,387,500	\$ 2,506,291	Committee Discretion	\$ 10,350,000
Mark T. Bradley	\$ 670,000	\$ 469,000	\$ 882,470	\$ 2,847,500	\$ 2,847,500
Matthew J. Maletta	\$ 680,000	\$ 476,000	\$ 767,693	\$ 2,890,000	\$ 2,890,000
Patrick Barry	\$ 630,000	\$ 441,000	\$ 829,786	\$ 2,677,500	\$ 2,677,500

- (1) These target and actual amounts relate to IC payments for 2021 performance, which were prepaid in November 2021 as part of the 2021 Prepaid Incentive Compensation Program described above in advance of the typical early 2022 payment.
- (2) These target and actual amounts relate to LTI awards for 2021 performance, which were prepaid in November 2021 as part of the 2021 Prepaid Incentive Compensation Program described above in advance of the typical early 2022 grant. As further described below, based on Mr. Coleman's 2021 performance, the Committee approved an award for Mr. Coleman with an expected target value of \$10,350,000 provided as a cash payment in November 2021 as part of the 2021 Prepaid Incentive Compensation Program described above.

**Blaise Coleman  
President and Chief Executive Officer**

The information used to determine the compensation recommendation for the President and Chief Executive Officer is developed by Korn Ferry. Korn Ferry prepares analyses showing competitive Chief Executive Officer compensation among the Pay Comparator Companies and secondary executive compensation survey sources specific to the pharmaceutical industry for the individual elements of compensation and TDC. The consultant develops a range of recommendations, based on various Company and individual performance assumptions, for any change in the President and Chief Executive Officer's base salary, annual cash incentive, LTI grant value and mix. The recommendations primarily take into account the competitive Pay Comparator Company pay analysis, expected future pay trends and the position of the President and Chief Executive Officer in relation to other senior company executives and proposed pay actions for all key employees of the Company. The results of this analysis are shared with the Committee, during which time the performance of both the Company and the President and Chief Executive Officer are evaluated and compensation decisions determined. The President and Chief Executive Officer has no prior knowledge of the recommendations and only participates in the process when he discusses his personal performance and the Company's performance with the Committee. The President and Chief Executive Officer takes no part in the recommendations, Committee discussions or decisions, other than what is described above.

The Committee's assessment of Mr. Coleman's performance was based on the successful development and advancement of Endo's strategic priorities, the Company's solid financial results (including Endo outperforming its 2021 annual IC financial targets and objectives) and the achievement of operating performance objectives. Specifically, the Committee strongly considered the Company's financial and operating objectives as summarized in the "Executive Summary" section in CD&A and further detailed within the "Performance-Based Annual Cash Incentive Compensation" section. In addition, the Committee also considered Mr. Coleman's performance based upon the progress made in executing Company priorities built on:

- *Expand & Enhance Our Portfolio*: investing to build a more differentiated and durable portfolio that benefits our customers and creates sustainable long-term value,
- *Reinvent How We Work*: embracing the future by accelerating new ways of working to better serve our customers, promote innovation and improve productivity, and
- *Be a Force For Good*: remaining committed to the adoption of more sustainable practices that positively impact our stakeholders, including the promotion of diversity and inclusion.

The Committee assessed Mr. Coleman's achievement against the Company's annual pre-established and formulaic objectives, while operating within the structure of Endo's annual incentive compensation program, which allows for a maximum bonus equal to 225% of the target bonus amount and the use of negative Committee discretion based on actual performance. In consideration of Mr. Coleman's individual performance and contributions in 2021 and the Company's performance against the 2021 scorecard objectives, Mr. Coleman was awarded an annual cash performance-based bonus equal to approximately 180.6% of his annual IC target provided in November 2021 as part of the 2021 Prepaid Incentive Compensation Program described above. The 2021 annual incentive award reflects the Board's continued confidence in Mr. Coleman and his ability to lead the organization through the execution of key financial, operational and strategic priorities.

The following illustrates the mechanics underlying the annual cash incentive calculation for Mr. Coleman:

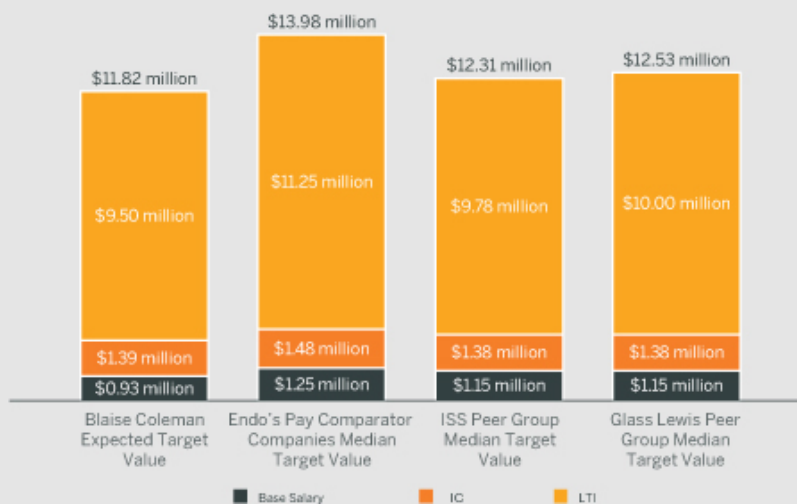


When Mr. Coleman entered into a new employment agreement with the Company on March 6, 2020, his agreement did not prescribe a specific LTI target, but instead provided for his LTI compensation to be determined at the sole discretion of the Committee based upon several performance-based criteria.

**Blaise Coleman  
President and Chief Executive Officer (continued)**

Mr. Coleman's performance in 2021 was assessed by the Committee based on a collective group of factors focused on financial, strategic, operating and compliance, which drives the Company's future success as a specialty pharmaceutical company committed to helping everyone we serve live their best life through the delivery of quality, life-enhancing therapies. Based on Korn Ferry's analysis of competitive LTI levels, and in consideration of Mr. Coleman's outstanding performance, the Committee approved an LTI award with a value equal to \$10,350,000 provided as a cash payment in November 2021 as part of the 2021 Prepaid Incentive Compensation Program described above.

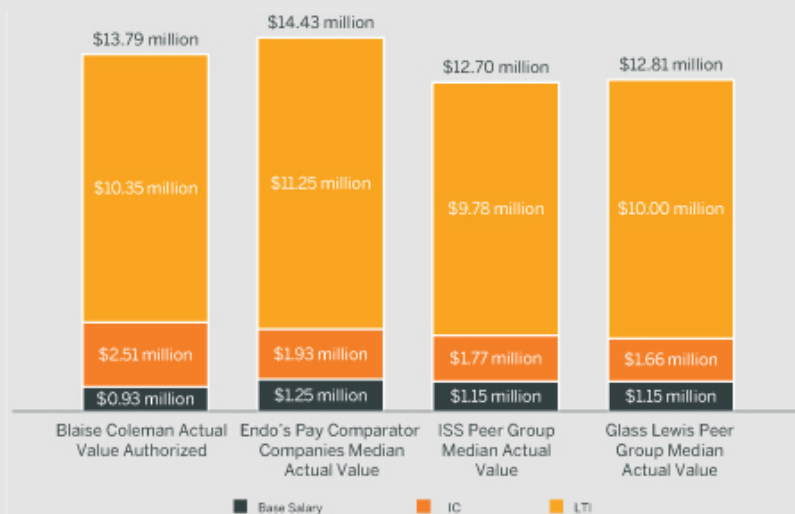
Please see the below chart, which compares the expected target value of Mr. Coleman's compensation package for 2021 against the median target CEO TDC levels of Endo's Pay Comparator Companies, the ISS Peer Group and the Glass Lewis Peer Group.



Note: Base salary represents the annual rate of base salary. Since Mr. Coleman's LTI is determined at the sole discretion of the Compensation & Human Capital Committee, "Expected Target" amounts of LTI reflect actual expected values of LTI issued in connection with the annual grant in early 2021. Except for amounts reported for Mr. Coleman, amounts reflect median overall pay levels for these companies. Compared to the peer group data above, which is based on the most recent proxy filings available at the time of Korn Ferry's annual executive compensation review, Mr. Coleman's expected target TDC level is positioned between the 25th and 50th percentile of Endo's Pay Comparator Companies, the ISS Peer Group and the Glass Lewis Peer group.

**Blaise Coleman  
President and Chief Executive Officer (continued)**

Please see the below chart, which compares the actual value authorized of Mr. Coleman's compensation package for 2021 against the median actual CEO TDC levels of Endo's Pay Comparator Companies, the ISS Peer Group and the Glass Lewis Peer Group.



Note: Base salary represents the annual rate of base salary. Except for amounts reported for Mr. Coleman, amounts reflect median overall pay levels for these companies. Compared to the peer group data above, which is based on the most recent proxy filings available at the time of Korn Ferry's annual executive compensation review, Mr. Coleman's actual TDC level is positioned as follows: between the 25th and 50th percentile of Endo's Pay Comparator Companies and between the 50th and 75th percentile of the ISS Peer Group and the Glass Lewis Peer Group.

The Summary Compensation Table's footnote (2) provides details regarding adjustments to LTI valuations under ASC 718 for accounting and proxy reporting purposes.

Mr. Coleman's 2022 base salary was considered in the context of competitive practices among CEOs of Endo's Pay Comparator Companies, the ISS Peer Group and the Glass Lewis Peer Group **(2021 base salary ranked below the 25th percentile compared to the Endo Pay Comparator Companies, the ISS Peer Group and the Glass Lewis Peer Group)**. Based on Korn Ferry's analysis of the competitiveness of Mr. Coleman's pay related to Endo's Pay Comparator Companies, and in recognition of Mr. Coleman's performance and contributions in 2021, the Committee approved an increase to Mr. Coleman's base salary of approximately 8.1%, effective February 21, 2022.

**Mark T. Bradley  
Executive Vice President and Chief Financial Officer**

Effective in March 2020, Mr. Bradley was appointed as Executive Vice President and Chief Financial Officer, after serving as the Company's SVP, Corporate Development and Treasurer. Mr. Bradley has broad-based leadership skills, financial expertise and business acumen related to strategic and financial matters. Through Mr. Bradley's strong financial management, the Company ended the year with Adjusted Revenue of \$2.992 billion, Adjusted EBITDA Margin of 49.5% and Adjusted Diluted EPS from Continuing Operations of \$3.03. Throughout 2021, Mr. Bradley played a key leadership role in executing Endo's strategic priorities, including the management of capital expenditure investments supporting the Company's key growth drivers and the management of the Company's debt commitments, including the execution of the Company's debt refinancing activities in 2021. Based on Korn Ferry's analysis of the competitiveness of Mr. Bradley's pay related to Endo's Pay Comparator Companies, and in recognition of Mr. Bradley's performance and contributions in 2021, the Committee approved the following compensation adjustments for Mr. Bradley: (i) increases to Mr. Bradley's base salary of approximately 11.7% effective November 1, 2021 and 4.5% effective February 21, 2022, (ii) an increase to Mr. Bradley's 2021 performance-based annual cash incentive compensation target to 70% effective November 1, 2021 and (iii) an increase to Mr. Bradley's long-term incentive compensation target to 425% effective November 1, 2021. Based on individual performance and Company performance against 2021 scorecard objectives, Mr. Bradley was awarded an annual performance-based bonus equal to approximately 188% of his annual incentive compensation target in effect on November 1, 2021, which was prepaid in November 2021 as part of the 2021 Prepaid Incentive Compensation Program described above. Based on the performance factors noted under Executive Compensation Program—Long-Term Incentive Compensation—Considerations, Mr. Bradley was also awarded an annual LTI award equal to 100% of his LTI target in effect on November 1, 2021, which was prepaid in November 2021 as part of the 2021 Prepaid Incentive Compensation Program described above.

**Matthew J. Maletta**  
**Executive Vice President, Chief Legal Officer and Company Secretary**

Mr. Maletta has served as the Company's Executive Vice President, Chief Legal Officer since May 4, 2015, and was appointed Company Secretary effective June 12, 2020. Mr. Maletta has over twenty-five years of legal experience and organizational leadership in the specialty pharmaceutical industry and with private law firms, including extensive experience in litigation strategy, M&A, corporate, governance, securities, antitrust, finance, commercial and employment law. Throughout 2021, Mr. Maletta played a key leadership role in developing and supporting the advancement of the Company's overall strategy, which included both legal and operational priorities. Specifically, Mr. Maletta led and advanced the Company's litigation strategy while providing leadership and advice on a wide range of other significant legal and business matters, including commercial, intellectual property, business development, regulatory, corporate, investor and media relations. Based on Korn Ferry's analysis of the competitiveness of Mr. Maletta's pay related to Endo's Pay Comparator Companies, and in recognition of Mr. Maletta's performance and contributions in 2021, the Committee approved the following compensation adjustments for Mr. Maletta: (i) increases to Mr. Maletta's base salary of approximately 2.0% effective November 1, 2021 and 4.5% effective February 21, 2022, (ii) an increase to Mr. Maletta's 2021 performance-based annual cash incentive compensation target to 70% effective November 1, 2021 and (iii) an increase to Mr. Maletta's long-term incentive compensation target to 425% effective November 1, 2021. Based on individual performance and Company performance against 2021 scorecard objectives, Mr. Maletta was awarded an annual performance-based bonus equal to approximately 161% of his annual incentive compensation target in effect on November 1, 2021, which was prepaid in November 2021 as part of the 2021 Prepaid Incentive Compensation Program described above. Based on the performance factors noted under Executive Compensation Program—Long-Term Incentive Compensation—Considerations, Mr. Maletta was also awarded an annual LTI award equal to 100% of his LTI target in effect on November 1, 2021, which was prepaid in November 2021 as part of the 2021 Prepaid Incentive Compensation Program described above.

**Patrick Barry**  
**Executive Vice President and President, Global Commercial Operations**

Effective in April 2020, Mr. Barry was appointed as Executive Vice President and President, Global Commercial Operations, after serving as the Company's Executive Vice President and Chief Commercial Officer, U.S. Branded Business since February 2018. In his current role, Mr. Barry has responsibility for the Company's global commercial organization across each of Endo's four reportable business segments, including Branded Pharmaceuticals, Sterile Injectables, Generic Pharmaceuticals and International Pharmaceuticals. Throughout 2021, Mr. Barry successfully led the strategic and operational oversight of the successful commercialization of Qwo<sup>®</sup> for the treatment of moderate to severe cellulite in the buttocks of adult women and the launch of new Sterile Injectables and Generic Pharmaceuticals products. Based on Korn Ferry's analysis of the competitiveness of Mr. Barry's pay related to Endo's Pay Comparator Companies, and in recognition of Mr. Barry's performance and contributions in 2021, the Committee approved the following compensation adjustments for Mr. Barry: (i) increases to Mr. Barry's base salary of approximately 8.6% effective November 1, 2021 and 4.5% effective February 21, 2022, (ii) an increase to Mr. Barry's 2021 performance-based annual cash incentive compensation target to 70% effective November 1, 2021 and (iii) an increase to Mr. Barry's long-term incentive compensation target to 425% effective November 1, 2021. Based on individual performance and Company performance against 2021 scorecard objectives, Mr. Barry was awarded an annual performance-based bonus equal to approximately 188% of his annual incentive compensation target in effect on November 1, 2021, which was prepaid in November 2021 as part of the 2021 Prepaid Incentive Compensation Program described above. Based on the performance factors noted under Executive Compensation Program—Long-Term Incentive Compensation—Considerations, Mr. Barry was also awarded an annual LTI award equal to 100% of his LTI target in effect on November 1, 2021, which was prepaid in November 2021 as part of the 2021 Prepaid Incentive Compensation Program described above.

## Compensation of Executive Officers

### Summary Compensation Table

The following table sets forth the cash and non-cash compensation paid to or earned by our NEOs. Our NEOs consist of: (i) our President and Chief Executive Officer, our Executive Vice President and Chief Financial Officer and each of the other most highly compensated individuals who were serving as executive officers at December 31, 2021 (collectively, the Current NEOs) and (ii) one former executive officer who would have qualified as a Current NEO but for the fact that he ceased serving as an executive officer in November 2021 (the Former NEO). Information for each NEO is included for each of the years ending December 31, 2021, 2020 and 2019 in which that individual met the definition of an NEO. For a complete understanding of the table, please read the footnotes and narrative disclosures that follow the table.

Name and Principal Position	Year	Salary (\$)	Bonus \$(1)	Share Awards \$(2)	Non-Equity Incentive Plan Compensation \$(3)	All Other Compensation \$(4)	Total (\$)
<b>Current Named Executive Officers:</b>							
Blaise Coleman <i>President and Chief Executive Officer</i>	2021	\$ 913,461	\$ 17,504,167	\$ 8,062,766	\$ 2,506,291	\$ 7,565	\$ 28,994,250
	2020	\$ 829,365	\$ 1,133,333	\$ 3,574,366	\$ 1,621,800	\$ 10,839	\$ 7,169,703
	2019	\$ 612,115	\$ 625,000	\$ 1,672,726	\$ 640,106	\$ 21,701	\$ 3,571,648
Mark T. Bradley <i>Executive Vice President and Chief Financial Officer</i>	2021	\$ 606,923	\$ 4,766,864	\$ 1,708,021	\$ 882,470	\$ 11,743	\$ 7,976,021
	2020	\$ 552,411	\$ 624,448	\$ 536,882	\$ 583,292	\$ 11,589	\$ 2,308,622
Matthew J. Maletta <i>Executive Vice President, Chief Legal Officer and Company Secretary</i>	2021	\$ 666,039	\$ 5,559,333	\$ 1,985,971	\$ 767,693	\$ 29,631	\$ 9,008,667
	2020	\$ 665,385	\$ 816,667	\$ 1,383,178	\$ 620,100	\$ 28,048	\$ 3,513,378
	2019	\$ 595,192	\$ 625,000	\$ 1,606,932	\$ 568,360	\$ 33,152	\$ 3,428,636
Patrick Barry <i>Executive Vice President and President, Global Commercial Operations</i>	2021	\$ 583,077	\$ 4,721,417	\$ 1,633,763	\$ 829,786	\$ 12,410	\$ 7,780,453
	2020	\$ 540,577	\$ 739,333	\$ 815,981	\$ 587,664	\$ 7,592	\$ 2,691,147
	2019	\$ 433,885	\$ 625,000	\$ 785,269	\$ 397,005	\$ 16,646	\$ 2,257,805
<b>Former Named Executive Officer:</b>							
George Apostol, M.D. (5)(6) <i>Former Executive Vice President, Global Research and Development</i>	2021	\$ 502,937	\$ 458,880	\$ 888,736	\$ 369,195	\$ 2,103,376	\$ 4,323,124
	2020	\$ 352,301	\$ 29,917	\$ 174,998	\$ 424,709	\$ 25,086	\$ 1,007,011

(1) The amounts shown in this column for 2021 include the following:

Name	Prepayments of Outstanding LTC Awards(a)	Prepayments of Outstanding Continuity Compensation Arrangements(a)	Prepayments of 2022 Non-Equity Incentive Plan Compensation (Normally Would Have Been Paid in 2023)(a)	Prepayments of 2022 Long-Term Incentive Compensation (Normally Would Have Been Granted in 2022)(a)	Amounts Earned in 2021 Related to Outstanding LTC Awards(b)	Amounts Earned in 2021 Related to Outstanding Continuity Compensation Arrangements(b)	Total(c)
<b>Current Named Executive Officers:</b>							
Blaise Coleman	\$ 3,504,167	\$ 283,333	\$ 1,387,500	\$ 10,350,000	\$ 1,412,500	\$ 566,667	\$ 17,504,167
Mark T. Bradley	\$ 642,614	\$ 191,667	\$ 469,000	\$ 2,847,500	\$ 232,750	\$ 383,333	\$ 4,766,864
Matthew J. Maletta	\$ 1,062,500	\$ 216,667	\$ 476,000	\$ 2,890,000	\$ 480,833	\$ 433,333	\$ 5,559,333
Patrick Barry	\$ 744,042	\$ 183,333	\$ 441,000	\$ 2,677,500	\$ 308,875	\$ 366,667	\$ 4,721,417
<b>Former Named Executive Officer:</b>							
George Apostol, M.D.	\$ —	\$ —	\$ —	\$ —	\$ 74,281	\$ 384,599	\$ 458,880

(a) The amounts in these columns represent 2021 prepayments of certain incentive compensation components, the substantial majority of which relate to amounts that normally would have been earned, paid or granted, and thus reportable in the Summary Compensation Table, in future years. Therefore, these prepayments resulted in the acceleration of reporting (into 2021) of certain incentive compensation components which, had they adhered to the normal compensation timeline, would have been reportable in 2022 and beyond. Specifically, had these amounts not been prepaid, total 2021 compensation for the Current NEOs in the Summary Compensation Table would have been reduced as illustrated in the following table. For additional information, refer to the CD&A section above under the heading "2021 Prepaid Incentive Compensation Program."

Name	Total 2021 Compensation		
	As Reported in Summary Compensation Table	Less: Impact of 2021 Prepaid Incentive Compensation Program	Excluding Impact of 2021 Prepaid Incentive Compensation Program
Blaise Coleman	\$ 28,994,250	\$ 15,241,667	\$ 13,752,583
Mark T. Bradley	\$ 7,976,021	\$ 3,959,114	\$ 4,016,907
Matthew J. Maletta	\$ 9,008,667	\$ 4,428,500	\$ 4,580,167
Patrick Barry	\$ 7,780,453	\$ 3,862,542	\$ 3,917,911

- (b) The amounts in these columns, which exclude any amounts already reported in the corresponding prepayment columns, relate to LTC Awards granted in 2020 and 2021 and continuity compensation arrangements made in 2020.
- (c) As further discussed in the CD&A section above, the 2021 Prepaid Incentive Compensation Program also included the 2021 prepayment of 2021 annual cash incentive compensation amounts, which normally would have been paid in 2022. These amounts are not included in this total, and are instead reported in the “Non-Equity Incentive Plan Compensation” column of the Summary Compensation Table.
- (2) The amounts shown in these columns represent grant date fair values determined in accordance with ASC 718. During the periods presented above, equity awards granted included market-based PSUs measured based on the Company’s relative TSR (referred to as TSR-based PSUs), performance-based PSUs measured based on the Company’s FCF performance (referred to as FCF-based PSUs) and RSUs. TSR-based PSUs are valued using a Monte-Carlo variant valuation model that takes into account a variety of potential future share prices for Endo as well as our peer companies in a selected market index. FCF-based PSUs are valued taking into consideration the probability of achieving the specified performance goal. RSUs are valued based on the closing price of Endo’s ordinary shares on the date of grant. Refer to the “Share-Based Compensation” footnotes in our audited financial statements included in the Endo International plc Annual Reports on Form 10-K for 2021, 2020 and 2019 for the assumptions used in valuing and expensing these awards in accordance with ASC 718. For additional information on the current year amounts included in the Summary Compensation Table, refer to the “2021 Grants of Plan-Based Awards” table below.
- (3) The amounts shown in this column represent cash amounts earned pursuant to the Company’s annual incentive compensation program with respect to 2021, 2020 and 2019 performance. Amounts for the Current NEOs were approved by the Compensation & Human Capital Committee on November 1, 2021, February 11, 2021 and February 19, 2020, respectively. Amounts reported in 2021 for Messrs. Coleman, Bradley, Maletta and Barry, which related to 2021 performance, were prepaid in November 2021 as further discussed in the CD&A section above under the heading “2021 Prepaid Incentive Compensation Program.”
- (4) The amounts shown in this column for 2021 include the items summarized in the table that follows:

Name	Perquisites & Other Personal Benefits (a)	Registrant Contributions to Defined Contribution Plans (b)		Other (c)	Total
<b>Current Named Executive Officers:</b>					
Blaise Coleman	\$ 911	\$ 6,654	\$ —	\$ —	\$ 7,565
Mark T. Bradley	\$ 431	\$ 11,312	\$ —	\$ —	\$ 11,743
Matthew J. Maletta	\$ 18,031	\$ 11,600	\$ —	\$ —	\$ 29,631
Patrick Barry	\$ 983	\$ 11,427	\$ —	\$ —	\$ 12,410
<b>Former Named Executive Officer:</b>					
George Apostol, M.D.	\$ 204	\$ 40,235	\$ 2,062,937	\$ —	\$ 2,103,376

- (a) The total value of all perquisites and personal benefits for an NEO did not exceed \$10,000 except for the amount shown for Mr. Maletta, which consists of \$15,000 for financial and/or legal services, \$2,700 for costs associated with executive physicals and \$331 for miscellaneous other amounts.
- (b) Represents the employer’s contributions to defined contribution retirement plans.
- (c) The amount for Dr. Apostol includes amounts provided for in connection with his termination of employment pursuant to his employment agreement, including payments of \$1,788,386 for severance, \$66,868 in lieu of health, welfare and similar benefits, \$192,300 related to a prior continuity compensation arrangement and \$15,383 for financial services.
- (5) Dr. Apostol’s compensation was paid in euros and has been converted into U.S. dollars at the average of the monthly translation rates used by the Company for financial reporting purposes.
- (6) Dr. Apostol ceased serving as an executive officer and employee of Endo on November 12, 2021. For additional information, refer to the “Potential Payments Upon Termination or Change in Control” table below.

The employment agreements, short-term and long-term incentive compensation program and awards, explanation of amount of salary and bonus in proportion to total compensation and other elements of the Summary Compensation Table are discussed at length in the CD&A section above.



## Table of Contents

### 2021 Grants of Plan-Based Awards

The following table summarizes grants of plan-based awards made to the NEOs, including grants made under the Amended and Restated 2015 Stock Incentive Plan, during the year ended December 31, 2021.

Name	Grant Date(1)	Action Date(1)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(2)			Estimated Future Payouts Under Equity Incentive Plan Awards(3)			All Other Stock Awards (number of shares of stock or units) (#)(4)	Grant Date Fair Value of Stock & Option Awards (\$) (5)
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)		
<b>Current Named Executive Officers:</b>										
Blaise Coleman	—	—	\$ —	\$ 1,387,500	\$ 3,121,875	—	—	—	—	\$ —
	05-Mar 21	11-Feb 21	\$ —	\$ —	\$ —	—	679,542	1,359,084	—	\$ 5,687,767
Mark T. Bradley	—	—	\$ —	\$ 469,000	\$ 1,055,250	—	—	—	—	\$ —
	05-Mar 21	11-Feb 21	\$ —	\$ —	\$ —	—	143,955	287,910	—	\$ 1,204,902
Matthew J. Maletta	—	—	\$ —	\$ 476,000	\$ 1,071,000	—	—	—	—	\$ —
	05-Mar 21	11-Feb 21	\$ —	\$ —	\$ —	—	167,381	334,762	—	\$ 1,400,978
Patrick Barry	—	—	\$ —	\$ 441,000	\$ 992,250	—	—	—	—	\$ —
	05-Mar 21	11-Feb 21	\$ —	\$ —	\$ —	—	137,696	275,392	—	\$ 1,152,515
George Apostol, M.D.	—	—	\$ —	\$ —	\$ —	—	—	—	—	\$ —
	05-Mar 21	11-Feb 21	\$ —	\$ —	\$ —	—	74,904	149,808	—	\$ 626,947
<b>Former Named Executive Officer:</b>										
George Apostol, M.D.	—	—	\$ —	\$ —	\$ —	—	—	—	—	\$ —
	05-Mar 21	11-Feb 21	\$ —	\$ —	\$ —	—	—	—	37,452	\$ 261,789

- (1) The grant date is determined in accordance with ASC 718. The action date is the date on which the Board took action to issue such awards.
- (2) The amounts shown in these columns represent the target and maximum annual incentive compensation program payouts approved by the Compensation & Human Capital Committee for 2021 performance as described under the "Performance-Based Annual Cash Incentive Compensation" heading in the CD&A section above. There is no threshold for this award. The actual non-equity incentive compensation payments for 2021 performance have been made as described in the CD&A section above and are shown in the Summary Compensation Table in the column titled "Non-Equity Incentive Plan Compensation."
- (3) The quantities shown in these columns represent the target and maximum quantity of shares that may be released at the end of the vesting period of PSUs deemed to have been granted in accordance with ASC 718 during 2021. There are no thresholds for these awards and the release of any shares assumes achievement of performance objectives, as described under the "Long-Term Incentive Compensation" heading in the CD&A section above. The PSUs granted in 2021 are included in the Summary Compensation Table in the column titled "Share Awards."
- (4) The quantities shown in these columns consist entirely of RSUs deemed to have been granted in accordance with ASC 718 during 2021. The RSUs granted in 2021 are included in the Summary Compensation Table in the column titled "Share Awards."
- (5) The amounts shown in this column represent the grant date fair values of the stock awards determined in accordance with ASC 718. Refer to footnote (2) of the Summary Compensation Table for additional details.

See the CD&A section above regarding the material terms, determining amounts payable, vesting schedules and other material conditions of these grants, including the summarized performance conditions associated with Endo's PSU awards, included under Executive Compensation Program—Long-Term Incentive Compensation—Performance Share Units.

[Table of Contents](#)

**Outstanding Equity Awards at December 31, 2021**

The following table summarizes the number of securities underlying outstanding plan awards for the NEOs at December 31, 2021. Amounts in this table and the related footnotes do not include any options and awards for which a grant date has not yet occurred in accordance with ASC 718.

Name	Option Awards					Stock Awards				
	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$/Sh)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)(1)	Market Value of Shares or Units of Stock That Have Not Vested (\$)(2)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)(1)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)(3)	
<b>Current Named Executive Officers:</b>										
Blaise Coleman	260,416	—	—	\$ 7.55	10-Aug 27	—	\$ —	—	\$ —	
	74,404	—	—	\$ 13.19	21-Feb 27	—	\$ —	—	\$ —	
	20,246	—	—	\$ 14.30	16-May 26	—	\$ —	—	\$ —	
	5,063	—	—	\$ 50.22	23-Feb 26	—	\$ —	—	\$ —	
	—	—	—	\$ —	—	369,658	\$ 1,389,914	—	\$ —	
	—	—	—	\$ —	—	—	\$ —	1,432,247	\$ 5,385,249	
Mark T. Bradley	33,143	—	—	\$ 7.55	10-Aug 27	—	\$ —	—	\$ —	
	18,424	—	—	\$ 13.19	21-Feb 27	—	\$ —	—	\$ —	
	9,536	—	—	\$ 14.30	16-May 26	—	\$ —	—	\$ —	
	5,872	—	—	\$ 50.22	23-Feb 26	—	\$ —	—	\$ —	
	2,976	—	—	\$ 85.25	24-Feb 22	—	\$ —	—	\$ —	
	6,635	—	—	\$ 34.70	22-Feb 22	—	\$ —	—	\$ —	
	—	—	—	\$ —	—	80,912	\$ 304,229	—	\$ —	
	—	—	—	\$ —	—	—	\$ —	267,865	\$ 1,007,172	
Matthew J. Maletta	260,416	—	—	\$ 7.55	10-Aug 27	—	\$ —	—	\$ —	
	72,278	—	—	\$ 13.19	21-Feb 27	—	\$ —	—	\$ —	
	19,140	—	—	\$ 50.22	23-Feb 26	—	\$ —	—	\$ —	
	17,394	—	—	\$ 61.22	31-Dec 25	—	\$ —	—	\$ —	
	13,403	—	—	\$ 86.54	29-Apr 25	—	\$ —	—	\$ —	
	—	—	—	\$ —	—	112,332	\$ 422,368	—	\$ —	
	—	—	—	\$ —	—	—	\$ —	503,308	\$ 1,892,438	
Patrick Barry	85,227	—	—	\$ 7.55	10-Aug 27	—	\$ —	—	\$ —	
	32,312	—	—	\$ 13.19	21-Feb 27	—	\$ —	—	\$ —	
	—	—	—	\$ —	—	82,961	\$ 311,933	—	\$ —	
	—	—	—	\$ —	—	—	\$ —	329,167	\$ 1,237,668	

(1) These amounts consist of the following PSUs and RSUs:

Name	Grant Date	Performance Share Units		Restricted Stock Units	
		Number of Unearned Shares, Units or Other Rights That Have Not Vested	Vest Dates	Number of Shares or Units of Stock That Have Not Vested	Vest Dates (Percentages Refer to Quantity Originally Granted)
<b>Current Named Executive Officers:</b>					
Blaise Coleman	29-Mar 19	89,663	29-Mar 22	29,887	33-1/3% on each of 29-Mar 2020, 21 and 22
	06-Mar 20	663,042	06-Mar 23	—	—
	05-Mar-21	679,542	05-Mar 24	339,771	33-1/3% on each of 05-Mar 2022, 23 and 24
Mark T. Bradley	29-Mar 19	26,805	29-Mar 22	8,935	33-1/3% on each of 29-Mar 2020, 21 and 22
	06-Mar 20	97,105	06-Mar 23	—	—
	05-Mar-21	143,955	05-Mar 24	71,977	33-1/3% on each of 05-Mar 2022, 23 and 24
Matthew J. Maletta	29-Mar 19	85,927	29-Mar 22	28,642	33-1/3% on each of 29-Mar 2020, 21 and 22
	06-Mar 20	250,000	06-Mar 23	—	—
	05-Mar-21	167,381	05-Mar 24	83,690	33-1/3% on each of 05-Mar 2022, 23 and 24
Patrick Barry	29-Mar 19	42,341	29-Mar 22	14,113	33-1/3% on each of 29-Mar 2020, 21 and 22
	06-Mar 20	149,130	06-Mar 23	—	—
	05-Mar-21	137,696	05-Mar 24	68,848	33-1/3% on each of 05-Mar 2022, 23 and 24

## Table of Contents

- (2) These values were calculated by multiplying the number of unvested RSUs by the closing price of \$3.76 per share on December 31, 2021.
- (3) These values were calculated by multiplying the number of shares that would be earned pursuant to unvested PSUs at target performance levels by the closing price of \$3.76 per share on December 31, 2021. The actual number of shares earned from PSUs can be between 0% and 200% of the target performance levels and depends on performance in relation to the terms of the PSUs. For additional information of the terms of the Company's PSUs, refer to the discussion under the heading "Long-Term Incentive Compensation" in the CD&A section above.

### Option Exercises and Stock Vested in 2021

The following table summarizes the stock option exercises by the NEOs and share vestings during the year ended December 31, 2021:

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise \$(1)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting \$(2)
<b>Current Named Executive Officers:</b>				
Blaise Coleman	—	\$ —	151,436	\$ 1,098,390
Mark T. Bradley	—	\$ —	55,344	\$ 402,294
Matthew J. Maletta	—	\$ —	150,190	\$ 1,089,792
Patrick Barry	—	\$ —	67,153	\$ 486,693
<b>Former Named Executive Officer:</b>				
George Apostol, M.D.	—	\$ —	25,674	\$ 162,200

- (1) To the extent applicable, amounts in this column are calculated by multiplying the number of options exercised by the excess of the market price of the underlying securities at exercise over the exercise price of the options.
- (2) Amounts in this column were calculated by multiplying the number of shares issued in respect of awards vested by the market price of the underlying securities at vesting.

**Potential Payments Upon Termination or Change in Control**

The following table shows the potential payments to the NEOs upon termination or change of control (COC) as if such event(s) took place on December 31, 2021. The amounts reflected in this table were determined using each NEO's then-existing employment agreement, individual award agreements, the respective equity plan(s) to which each award relates and/or any other applicable compensatory arrangements. The table below does not include potential payments to NEOs for compensation components that had already been prepaid as of December 31, 2021 pursuant to the Prepaid Incentive Compensation Program that is further discussed in the CD&A section above under the heading "2021 Prepaid Incentive Compensation Program." The equity award acceleration amounts in the table that follows were calculated using the closing price of our ordinary shares on December 31, 2021 of \$3.76.

Name	Cash Separation Payment \$(1)	Health and Welfare and Life Insurance Benefits \$(2)	Disability Insurance Benefits \$(3)	Acceleration of Equity Awards (in the money value at December 31, 2021) \$(4)	Value of Term Life Insurance \$(5)
<b>Termination for Cause, Resignation or Retirement</b>					
Blaise Coleman	\$ —	\$ —	\$ —	\$ —	\$ —
Mark T. Bradley	\$ —	\$ —	\$ —	\$ —	\$ —
Matthew J. Maletta	\$ —	\$ —	\$ —	\$ —	\$ —
Patrick Barry	\$ —	\$ —	\$ —	\$ —	\$ —
<b>Death</b>					
Blaise Coleman	\$ —	\$ 29,831	\$ —	\$ 6,775,163	\$ 1,000,000
Mark T. Bradley	\$ —	\$ 29,831	\$ —	\$ 1,311,402	\$ 1,000,000
Matthew J. Maletta	\$ —	\$ 26,505	\$ —	\$ 2,314,806	\$ 1,000,000
Patrick Barry	\$ —	\$ 29,831	\$ —	\$ 1,549,601	\$ 1,000,000
<b>Disability</b>					
Blaise Coleman	\$ —	\$ 48,511	\$ 1,490,000	\$ —	\$ —
Mark T. Bradley	\$ —	\$ 49,225	\$ 980,000	\$ —	\$ —
Matthew J. Maletta	\$ —	\$ 41,645	\$ 1,000,000	\$ —	\$ —
Patrick Barry	\$ —	\$ 48,511	\$ 840,000	\$ —	\$ —
<b>Change of Control</b>					
Blaise Coleman	\$ —	\$ —	\$ —	\$ —	\$ —
Mark T. Bradley	\$ —	\$ —	\$ —	\$ —	\$ —
Matthew J. Maletta	\$ —	\$ —	\$ —	\$ —	\$ —
Patrick Barry	\$ —	\$ —	\$ —	\$ —	\$ —
<b>Termination Without Cause or Quit for Good Reason</b>					
Blaise Coleman	\$ 4,625,000	\$ 48,511	\$ —	\$ 3,239,508	\$ —
Mark T. Bradley	\$ 2,278,000	\$ 49,225	\$ —	\$ 482,655	\$ —
Matthew J. Maletta	\$ 2,312,000	\$ 41,645	\$ —	\$ 1,080,685	\$ —
Patrick Barry	\$ 2,142,000	\$ 48,511	\$ —	\$ 654,031	\$ —
<b>Termination Without Cause or Quit for Good Reason Within 24 Months After Change of Control</b>					
Blaise Coleman	\$ 6,937,500	\$ 72,767	\$ —	\$ 6,775,163	\$ —
Mark T. Bradley	\$ 2,278,000	\$ 49,225	\$ —	\$ 1,311,402	\$ —
Matthew J. Maletta	\$ 2,312,000	\$ 41,645	\$ —	\$ 2,314,806	\$ —
Patrick Barry	\$ 2,142,000	\$ 48,511	\$ —	\$ 1,549,601	\$ —

- (1) Upon termination for Death or Disability (as defined in the applicable employment agreement), the Cash Separation Payments as of December 31, 2021 are not applicable because the relevant amounts provided for in each NEO's employment agreement had already been prepaid as of December 31, 2021 pursuant to the Prepaid Incentive Compensation program that is further discussed in the CD&A section above under the heading "2021 Prepaid Incentive Compensation Program." For all NEOs other than Mr. Coleman, in the event of a Termination Without Cause or a Quit for Good Reason or a Termination Without Cause or a Quit for Good Reason Within 24 Months After COC (as each such term is defined in the applicable employment agreement), subject to the respective NEO executing and not revoking a release of claims, the Cash Separation Payment as of December 31, 2021 includes an amount equal to two times the sum of the NEO's current base salary and target annual cash incentive compensation, payable in a lump-sum. The payment terms in the prior sentence would also apply to Mr. Coleman except, in the event of a Termination Without Cause or a Quit for Good Reason

## [Table of Contents](#)

- Within 24 Months After COC, Mr. Coleman would receive three times his current base salary and target annual cash incentive compensation. In addition to the Cash Separation Payments reported in the table above, all NEOs would receive any earned or accrued but unpaid compensation as of their respective termination dates.
- (2) For all NEOs other than Mr. Coleman, in the event of a termination for Disability, a Termination Without Cause or a Quit for Good Reason or a Termination Without Cause or a Quit for Good Reason Within 24 Months After COC, and subject to the respective NEO executing and not revoking a release of claims, health and welfare benefits, including medical, dental and vision, as well as life insurance benefits would continue to be provided on a monthly basis to each NEO (and his eligible dependents, if applicable) for a period of 24 months subsequent to the termination date. The payment terms in the prior sentence would also apply to Mr. Coleman except, in the event of a Termination Without Cause or a Quit for Good Reason Within 24 Months After COC, benefits would be continued for 36 months. In the event of a termination upon Death, the NEO's eligible descendants would receive 24 months of continued health and welfare benefits, including medical, dental and vision.
  - (3) Upon Disability of any of the NEOs, disability insurance benefits would be paid to the NEO equal to the excess of 24 months' base salary over his respective disability benefits. As of December 31, 2021, the disability insurance benefits for Mr. Coleman, Mr. Bradley and Mr. Maletta each totaled \$15,000 per month. For Mr. Barry, the disability insurance benefit totaled \$17,500 per month. The amount represented in the table above is the difference between each NEO's monthly base salary and his respective monthly disability insurance benefit over a 24-month period.
  - (4) The provisions governing acceleration of equity awards are discussed separately for each scenario below, as follows:
    - (a) Upon Termination for Cause or Voluntary Resignation—all unvested equity held by our NEOs is forfeited and no amounts have been included under this scenario.
    - (b) Upon Retirement—for retirement eligible NEOs, upon retirement, none of their respective outstanding and unvested equity awards would accelerate; rather, their unvested equity awards would continue to vest in accordance with the applicable terms.
    - (c) Upon Death—for each NEO, any outstanding and unvested stock options, PSUs and RSUs would accelerate and become immediately vested and, if applicable, exercisable. PSUs would be deemed to be earned at target performance levels.
    - (d) Upon Disability—for each NEO, none of their respective outstanding and unvested equity awards would accelerate; rather, their unvested equity awards would continue to vest in accordance with the applicable terms.
    - (e) Upon a COC—for each NEO, outstanding and unvested stock options, PSUs and RSUs would not accelerate upon a COC without termination as these awards require a "double trigger" in order for such awards to accelerate and become immediately vested and, if applicable, exercisable. Generally, with respect to each outstanding equity award that is not assumed or substituted in connection with a COC, (i) such equity award would become fully vested and, if applicable, exercisable, (ii) the restrictions and conditions applicable to any such equity award would lapse and (iii) PSUs would be settled based on the greater of actual performance and target performance.
    - (f) Upon a Termination Without Cause or a Quit for Good Reason—Mr. Coleman's initial PSUs granted in connection with his promotion in March 2020 would accelerate and become immediately vested at target levels at the time of termination. All other PSUs granted to NEOs would accelerate and become immediately vested on a pro-rated basis for service actually completed during the performance period based upon actual performance levels. For purposes of the values represented in the table above, target performance has been assumed on a pro-rata basis.
    - (g) Upon a Termination Without Cause or a Quit for Good Reason Within 24 Months After COC—for each NEO, any outstanding and unvested stock options, PSUs and RSUs would accelerate and become immediately vested and, if applicable, exercisable. PSUs would be deemed to be earned at the greater of actual or target performance levels. For purposes of the values represented in the table above, target performance has been assumed.
  - (5) Each of our NEOs is covered by term life insurance policies, the premiums for which are reimbursed by the Company. To the extent such premiums for these term life insurance policies are required to be included in the Summary Compensation Table, they are listed above in the "All Other Compensation" table. The amounts included above represent the death benefits that would be received from the insurance provider under these life insurance policies.

Upon the termination of Dr. Apostol's employment effective November 12, 2021, Dr. Apostol was entitled to payments and benefits as defined in his employment agreement. In addition to the payment of any accrued but unpaid base salary and accrued but unused paid time off as of the termination date, Dr. Apostol received the following amounts in connection with his termination of employment, which have been converted where applicable from euros into U.S. dollars using the same conversion rate used for 2021 compensation in the Summary Compensation Table as further described above: (i) \$1,788,386 in cash severance, (ii) \$369,195 in cash, representing the pro-rata portion of his 2021 annual cash incentive compensation payment, (iii) \$192,300 in cash, representing the final installment of a prior continuity compensation arrangement, (iv) \$66,868 in cash, representing the value of health, welfare and similar benefits for 24 months, (v) \$15,383 in cash for financial services and (vi) vesting and settlement of 10,403 shares associated with outstanding PSUs, representing pro-rated vesting based on actual performance in accordance with the underlying award agreement. Based on the \$6.74 closing price of Endo's shares on November 12, 2021 (the date of Dr. Apostol's termination) the shares issued with respect to these PSUs had a value of approximately \$70,116.

**CEO Pay Ratio**

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(u) of Regulation S-K, the following information is being provided, summarizing the relationship of the annual total compensation of Endo employees and the annual total compensation of our President and Chief Executive Officer, Mr. Coleman, for 2021:

- the annual total compensation of the employee identified as the median employee of our Company (other than our President and Chief Executive Officer) was \$65,759, calculated in accordance with the rules applicable to the Summary Compensation Table; and
- the annual total compensation of the President and Chief Executive Officer as reported in the Summary Compensation Table was \$28,994,250. This amount would have been reduced to \$13,752,583 had the prepaid incentive compensation components adhered to the normal compensation timeline and been reportable in 2022 and beyond, which is described in further detail below.

Based on this information, the CEO Pay Ratio of the annual total compensation of Mr. Coleman to the annual total compensation of the employee identified as the median employee is approximately 441 to 1 for 2021.

As discussed in footnote (1) to the Summary Compensation Table, prepayments under the 2021 Prepaid Incentive Compensation Program resulted in the acceleration of reporting (into 2021) of certain incentive compensation components which, had they adhered to the normal compensation timeline, would have been reportable in 2022 and beyond. Had these amounts not been prepaid for Mr. Coleman, the annual total compensation of the President and Chief Executive Officer as reported in the Summary Compensation Table would have been reduced to \$13,752,583 and the CEO Pay Ratio of the annual total compensation of Mr. Coleman to the annual total compensation of the employee identified as the median employee would have been reduced to approximately 209 to 1 for 2021.

For the purpose of identifying Endo's median employee annual total compensation, as permitted by SEC rules and regulations, we considered the Company's global employee population, consisting of 3,265 total employees as of December 31, 2021 (including full- and part-time, seasonal and temporary employees, including employees on a leave of absence as of December 31, 2021).

The compensation measure consistently applied to this population of employees included the sum of base salary, overtime, paid time off, annual bonus, other bonuses and long-term incentive compensation, as applicable for the period from January 1, 2021 through December 31, 2021. Where required, we converted the aggregate value of each employee's compensation to U.S. dollars using the conversion rates in effect as of December 31, 2021.

This information is being provided for compliance purposes. Neither the Compensation & Human Capital Committee nor management of the Company used the pay ratio measure in making compensation decisions.

---

## Proposal 3: Renewal of the Board's Existing Authority to Issue Shares under Irish Law

### Summary

Under Irish law, directors of an Irish public limited company must have authority from its shareholders to issue any shares, including shares which are part of the company's authorized but unissued share capital. The Company's current authorization, approved by shareholders at our 2021 Annual Meeting, is to issue up to 33% of the aggregate nominal value of the issued ordinary share capital of the Company as of April 12, 2021, which authority will expire on December 10, 2022, unless previously renewed, varied or revoked. We are presenting this proposal to renew the Board's existing authority to issue authorized but unissued shares on the terms set forth below, which are in line with customary practice in Ireland. If this proposal is not approved, the Company will have a limited ability to issue new ordinary shares after December 10, 2022.

It is customary practice in Ireland to seek shareholder authority to issue an aggregate number of shares up to 33% of the company's issued share capital and for such authority to be limited to a period of 12 to 18 months. Therefore, in accordance with that customary practice in Ireland, we are seeking approval to issue up to a maximum of 33% of our issued ordinary capital as of April 11, 2022 (the latest practicable date before this proxy statement), for a period expiring on the date which is 18 months from the Annual Meeting, unless otherwise varied, revoked or renewed. The Board expects to propose a renewal of this authorization on a regular basis at our annual general meetings in future years.

Granting the Board this authority is a routine matter for public companies incorporated in Ireland and is consistent with Irish market practice. This authority is fundamental to our business and enables us to issue shares, including, if applicable, in connection with funding acquisitions and raising capital. We are not asking you to approve an increase in our authorized share capital or to approve a specific issuance of shares. Instead, approval of this proposal will only grant the Board the authority to issue shares that are already authorized under the Articles of Association pursuant to the terms set forth below. In addition, because we are a Nasdaq-listed company, our shareholders continue to benefit from the protections afforded to them under the rules and regulations of Nasdaq and the SEC, including those rules that limit our ability to issue shares in specified circumstances without obtaining shareholder approval. This authorization is required as a matter of Irish law and is not otherwise required for other companies listed on Nasdaq. Accordingly, approval of this resolution would merely place us on equal footing with other Nasdaq-listed companies.

The text of the resolution in respect of Proposal 3 (which is proposed as an ordinary resolution) is as follows:

**RESOLVED**, that the directors be and they are, with effect from the passing of this resolution, hereby generally and unconditionally authorized pursuant to section 1021 of the Companies Act 2014 to exercise all the powers of the Company to allot relevant securities (within the meaning of the said section 1021 of the Companies Act 2014) up to an aggregate nominal amount of approximately \$7,759 (being equivalent to approximately 33% of the aggregate nominal value of the issued ordinary share capital of the Company as of April 11, 2022 (the latest practicable date before this Proxy Statement)). The authority conferred by this resolution shall expire 18 months from the passing of this resolution, unless previously renewed, varied or revoked by the Company; provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.

### Vote Required

A majority of the votes cast at the Annual Meeting will be required to renew the authorization of the Board to issue shares.

***The Board of Directors recommends a vote FOR the renewal of its existing authority to issue shares under Irish law.***



---

## Proposal 4: Renewal of the Board's Existing Authority to Opt-Out of Statutory Pre-Emption Rights under Irish Law

### Summary

Under Irish law, unless otherwise authorized, when an Irish public limited company issues shares for cash to new shareholders, it is required first to offer those shares on the same or more favorable terms to existing shareholders of the company on a pro-rata basis (commonly referred to as the pre-emption right). At the 2021 Annual Meeting, our shareholders granted the Board authority to opt out of pre-emption rights with such authority to expire on December 10, 2022, unless previously renewed, varied or revoked. We are therefore proposing to renew the Board's authority to opt-out of the pre-emption right on the terms set forth below.

It is customary practice in Ireland to seek shareholder authority to opt-out of the pre-emption rights provision in the event of the issuance of shares for cash if the issuance is limited to up to 10% of a company's issued ordinary share capital and provided that the authority granted in respect of 5% of such issued share capital is used only for the purposes of an acquisition or a specified capital investment. It is also customary practice for such authority to be limited to a period of 12 to 18 months.

Therefore, in accordance with customary practice in Ireland, we are seeking this authority, pursuant to a special resolution, to authorize the directors to issue shares for cash without applying statutory pre-emption rights, up to a maximum of approximately 10% of the Company's issued share capital as of April 11, 2022 (the latest practicable date before this proxy statement), **provided that** the authority granted in respect of 5% of such issued share capital is used for the purposes of an acquisition or a specified capital investment. The proposed authority is for a period expiring on the date which is 18 months from our Annual Meeting, unless otherwise varied, renewed or revoked. The Board expects to propose a renewal of this authorization on a regular basis at our annual general meetings in future years.

Granting the Board this authority is a routine matter for public companies incorporated in Ireland and is consistent with Irish market practice. Similar to the authorization sought for Proposal 3, this authority is fundamental to our business and, if applicable, will facilitate our ability to fund acquisitions and otherwise raise capital. We are not asking you to approve an increase in our authorized share capital. Instead, approval of this proposal will only grant the Board the authority to issue shares that are already authorized under the Articles of Association upon the terms below. Without this authorization, in each case where we issue shares for cash after December 10, 2022, we would first have to offer those shares on the same or more favorable terms to all of our existing shareholders, which could cause delays in the completion of acquisitions and the raising of capital for our business. This authorization is required as a matter of Irish law and is not otherwise required for other companies listed on Nasdaq. Accordingly, approval of this resolution would merely place us on equal footing with other Nasdaq-listed companies.

The text of the resolution in respect of Proposal 4 (which is proposed as a special resolution, as required under Irish law) is as follows:

**RESOLVED**, that, subject to and conditional on the passing of the resolution in respect of Proposal 3 as set out above and with effect from the passing of this resolution, the directors be and they are hereby empowered pursuant to section 1023 of the Companies Act 2014 to allot equity securities (within the meaning of section 1023 of the Companies Act 2014) for cash, pursuant to the authority conferred by Proposal 3 as if section 1022 of that Act did not apply to any such allotment, provided that this power shall be limited to:

(a) the allotment of equity securities in connection with a rights issue in favor of the holders of ordinary shares (including rights to subscribe for, or convert into, ordinary shares) where the equity securities respectively attributable to the interests of such holders are proportional (as nearly as may be) to the respective numbers of ordinary shares held by them (but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements that would otherwise arise, or with legal or practical problems under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory, or otherwise); and

(b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of approximately \$2,351 (being equivalent to approximately 10% of the aggregate nominal value of the issued ordinary share capital of the Company as of April 11, 2022 (the latest practicable date before this Proxy Statement)) provided that, with respect to equity securities up to an aggregate nominal value of \$1,176 (being equivalent to approximately 5% of the issued ordinary share capital as of April 11, 2022), such allotment is to be used for the purposes of an acquisition or a specified capital investment;

and, in each case, the authority conferred by this resolution shall expire 18 months from the passing of this resolution, unless previously renewed, varied or revoked; provided that the Company may make an offer or agreement before the expiry of this authority, which would or might require any such securities to be allotted after this authority has expired, and in that case, the directors may allot equity securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

**Vote Required**

75% of the votes cast at the Annual Meeting will be required to renew the authorization of the Board to opt-out of statutory pre-emption rights. In addition, this proposal is conditioned upon the approval of Proposal 3, as required by Irish law.

***The Board of Directors recommends a vote FOR the renewal of the Board's existing authority to opt-out of statutory pre-emption rights under Irish law.***

## Proposal 5: Approval of Appointment of Independent Registered Public Accounting Firm and Authorization to Determine the Firm's Remuneration

The Audit & Finance Committee has selected PricewaterhouseCoopers LLP (PwC), an independent registered public accounting firm, to audit the books, financial records and internal controls of the Company for the year ending December 31, 2022, based on the Audit & Finance Committee's belief that such selection is in the best interest of the Company and its shareholders.

In accordance with SEC rules and PwC policies, audit partners are subject to rotation requirements to limit the number of consecutive years an individual partner may provide audit service to a company. For lead and concurring review audit partners, the maximum number of consecutive years of service in that capacity is five years. The Audit & Finance Committee is involved in the selection of the lead audit partner under this rotation policy.

The Company is asking its shareholders to approve the appointment of PwC as the Company's independent registered public accounting firm for 2022 and to authorize the Board, acting through the Audit & Finance Committee, to determine the independent registered public accounting firm's remuneration.

A representative of PwC is expected to be available during the Annual Meeting to respond to appropriate questions, and will have the opportunity to make a statement if he or she desires to do so.

### Fees Paid to the Independent Registered Public Accounting Firm

PwC has served as the Company's independent registered public accounting firm since 2014. The table that follows summarizes the aggregate fees for services PwC provided during 2021 and 2020:

	2021	2020
Audit Fees(1)	\$ 5,646,443	\$ 6,832,578
Audit-Related Fees(2)	3,082,713	350,300
Tax Fees(3)	971,776	1,575,243
All Other Fees(4)	10,256	85,490
Total	\$ 9,711,188	\$ 8,843,611

- (1) Audit fees in 2021 and 2020 relate to:
  - Audit of the Company's annual financial statements;
  - Evaluation and reporting on the effectiveness of the Company's internal controls over financial reporting;
  - Reviews of the Company's quarterly financial statements;
  - Statutory audits for the Company and certain of its subsidiaries; and
  - Comfort letters, consents and other services related to debt issuances and other SEC matters.
- (2) Audit-related fees in 2021 and 2020 relate to:
  - Attestation services requested by management;
  - Due diligence services;
  - Pre- or post- implementation reviews of processes or systems; and
  - Other services related to accounting and financial reporting.
- (3) Tax fees in 2021 and 2020 relate to:
  - Tax compliance;
  - Statutory tax return preparation and review; and
  - Tax planning and advice, including advice related to the impact of changes in tax laws.
- (4) All other fees in 2021 and 2020 principally relate to compliance advisory services and subscriptions to knowledge tools.

In considering the nature of the services provided by PwC, the Audit & Finance Committee determined that such services are compatible with the provision of independent audit services. The Audit & Finance Committee discussed these services with PwC and Endo management to determine that they are permitted under the rules and regulations concerning auditor independence promulgated by the SEC to implement the Sarbanes-Oxley Act of 2002, as well as the standards adopted by the Public Company Accounting Oversight Board (PCAOB).

### Pre-Approval Policy

Consistent with SEC policies regarding auditor independence, the Audit & Finance Committee has responsibility for appointing, setting compensation for and overseeing the work of the independent registered public accounting firm. In recognition of this responsibility, the Audit & Finance Committee has established a policy to pre-approve all audit and permissible non-audit services provided by the independent registered public accounting firm.

## [Table of Contents](#)

Prior to the engagement of the independent registered public accounting firm for the next year's audit, management will submit to the Audit & Finance Committee for approval a list of services and related fees expected to be rendered during that year within each of the following four categories of services:

- *Audit services* include audit work performed on the financial statements and related to the evaluation and reporting on the effectiveness of the Company's internal control over financial reporting. This category also includes work that generally only the independent registered public accounting firm can reasonably be expected to provide, including comfort letters, consents and other services related to SEC matters.
- *Audit-related services* are for assurance and related matters that are traditionally performed by the independent registered public accounting firm, including due diligence related to mergers and acquisitions, carve-out audits and employee benefit plan audits. This category also includes other services and discussion related to the proper application of financial accounting and/or reporting standards.
- *Tax services* include all services, except those services specifically related to the audit of the financial statements, performed by the independent registered public accounting firm's tax personnel, including tax analysis; assisting with the coordination of execution of tax-related activities, primarily in the area of mergers and acquisitions; supporting other tax-related regulatory requirements; and tax compliance and reporting.
- *Other fees* are those associated with services not captured in the other categories.

Prior to engagement, the Audit & Finance Committee pre-approves the independent registered public accounting firm's services within each category. The fees are budgeted and the Audit & Finance Committee requires the independent registered public accounting firm to report actual fees versus budget periodically throughout the year by category of service. During the year, circumstances may arise when it may become necessary to engage the independent registered public accounting firm for additional services not contemplated in the original pre-approval categories. In those instances, the Audit & Finance Committee requires specific pre-approval before engaging the independent registered public accounting firm.

The Audit & Finance Committee may delegate pre-approval authority to one or more of its members. The member to whom such authority is delegated must report, for informational purposes only, any pre-approval decisions to the Audit & Finance Committee at its next scheduled meeting.

### **Vote Required**

A majority of the votes cast at the Annual Meeting will be required to approve the appointment of the Company's independent registered public accounting firm and the authorization of the Board, acting through the Audit & Finance Committee, to determine the independent registered public accounting firm's remuneration.

***The Audit & Finance Committee and the Board of Directors recommend a vote FOR the approval of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2022 and the authorization of the Board, acting through the Audit & Finance Committee, to determine the independent registered public accounting firm's remuneration.***

## Audit & Finance Committee Report

The Audit & Finance Committee has reviewed and discussed the Company's audited consolidated financial statements as of and for the year ended December 31, 2021 with the management of the Company and PricewaterhouseCoopers LLP, the Company's independent registered public accounting firm. Further, the Audit & Finance Committee has discussed with PricewaterhouseCoopers LLP the matters required to be discussed by the applicable requirements of the PCAOB and the SEC relating to the firm's judgment about the quality, not just the acceptability, of the Company's accounting principles, the reasonableness of significant judgments and estimates and the clarity of disclosures in the audited consolidated financial statements as of and for the year ended December 31, 2021.

The Audit & Finance Committee also has received the written disclosures and the letter from PricewaterhouseCoopers LLP required by applicable PCAOB requirements, which relate to PricewaterhouseCoopers LLP's independence from the Company, and has discussed with PricewaterhouseCoopers LLP its independence from the Company. The Audit & Finance Committee has also considered whether the independent registered public accounting firm's provision of non-audit services to the Company is compatible with maintaining the firm's independence. The Audit & Finance Committee has concluded that the independent registered public accounting firm is independent from the Company and its management. The Audit & Finance Committee has also discussed with management of the Company and PricewaterhouseCoopers LLP such other matters and received such assurances from them as it has deemed appropriate.

The Audit & Finance Committee also reviewed management's report on its assessment of the effectiveness of the Company's internal control over financial reporting and the independent registered public accounting firm's report on the effectiveness of the Company's internal control over financial reporting. In addition, the Audit & Finance Committee reviewed key initiatives and programs aimed at strengthening the effectiveness of the Company's internal and disclosure control structure. As part of this process, the Audit & Finance Committee continued to monitor the scope and adequacy of the Company's internal auditing program.

Based on the reviews, reports and discussions referred to above, the Audit & Finance Committee recommended to the Board of Directors, and the Board approved, that the Company's audited consolidated financial statements for the year ended December 31, 2021 and management's assessment of the effectiveness of Endo International plc's internal control over financial reporting be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2021, for filing with the SEC. The Audit & Finance Committee has selected, and the Board of Directors has approved, subject to shareholder approval, the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2022.

Submitted by the Audit & Finance Committee of the Company's Board of Directors.

Members of the Audit & Finance Committee:  
Shane M. Cooke (Chair)  
Mark G. Barberio (Member)  
Jennifer M. Chao (Member)  
William P. Montague (Member)

The above Audit & Finance Committee Report does not constitute soliciting material, and shall not be deemed filed or incorporated by reference into any other Company filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates the Audit & Finance Committee Report by reference therein.

---

## Other Information Regarding the Company

### No Dissenters' Rights

The corporate action described in this Proxy Statement will not afford shareholders the opportunity to dissent from the actions described herein or to receive an agreed or judicially appraised value for their shares.

### Other Matters

As of the date of this Proxy Statement, the Board knows of no other matters to be presented for shareholder action at the Annual Meeting. However, other matters may properly come before the Annual Meeting or any adjournment or postponement thereof. If any other matter is properly brought before the Annual Meeting for action by the shareholders, proxies in the enclosed form returned to the Company will be voted in accordance with the recommendation of the Board.

### Annual Report/Form 10-K

The Company will provide, without charge, to each person solicited by this Proxy Statement, at the written request of any such person, a copy of the 2021 Annual Report on Form 10-K as filed with the SEC and any amendments thereto. Such written request should be directed to Endo International plc, First Floor, Minerva House, Simonscourt Road, Ballsbridge, Dublin 4, Ireland.

### Shareholder Proposals for the 2023 Annual General Meeting

The Articles of Association require that, for business to be properly brought by a shareholder before an annual general meeting, such shareholder must have given timely notice thereof (in accordance with article 88.2 of the Articles of Association, which section is summarized below), along with other specified material, in proper written form to the Company Secretary. Any shareholder who wishes to make a proposal should obtain a copy of the relevant section of the Articles of Association from the Company Secretary. Any notice for proposed items of business (other than a proposal pursuant to Rule 14a-8) that is not received within the timeframe provided in the following paragraph will be considered untimely under Rule 14a-4(c) under the Exchange Act and will not be presented at the annual general meeting.

In addition, the Articles of Association require that any shareholder who wishes to submit a nomination for director at an annual general meeting under article 147.1(b) must have given timely notice thereof pursuant to article 88.2, which notice must also comply with the information requirements specified in article 147.3 of the Articles of Association relating to shareholder nominations. To be timely in the case of the 2023 Annual General Meeting, a shareholder's notice to the Company Secretary must be received at the registered office of the Company no earlier than March 11, 2023 and no later than April 10, 2023. Any shareholder who wishes to make a nomination should obtain a copy of the relevant section of the Articles of Association from the Company Secretary.

Proposals of shareholders intended to be included in the Company's Proxy Statement pursuant to Rule 14a-8 under the Exchange Act at the 2023 Annual General Meeting must be received by us at our registered office addressed to the Company Secretary no later than December 29, 2022.

All proposals should be addressed to the Company Secretary, Endo International plc, First Floor, Minerva House, Simonscourt Road, Ballsbridge, Dublin 4, Ireland.



Endo International plc  
First Floor  
Minerva House  
Simmons Court Road  
Ballsbridge  
Dublin 4, Ireland  
endo.com

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER ANNUAL GENERAL MEETING TO BE HELD ON JUNE 9, 2022**

The Proxy Statement for the Annual Meeting and 2021 Annual Report on Form 10-K are available at <https://investor.endo.com/>.

By Order of the Board of Directors,

A handwritten signature in black ink, appearing to read 'Matthew J. Maletta', written in a cursive style.

Matthew J. Maletta  
Executive Vice President,  
Chief Legal Officer and  
Company Secretary

Dublin, Ireland  
April 28, 2022

Endo International plc,  
Registered Office: First Floor, Minerva House, Simmons Court Road, Ballsbridge, Dublin 4, Ireland  
Registered in Ireland: Number—534814

Directors: Mark Gilbert Barberio (USA), Jennifer M. Chao (USA), Blaise Coleman (USA), Shane Martin Cooke (Ireland), Nancy June Hutson (USA), Michael Hyatt (USA), William Patrick Montague (USA), Mary Christine Smith (USA).





ENDO INTERNATIONAL PLC  
 FIRST FLOOR, MINERVA HOUSE  
 SIMMONSCOURT ROAD, BALLSBRIDGE  
 DUBLIN 4, IRELAND  
 ATTN: MATTHEW J. MALETTA



**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above**  
 Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**  
 If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards, Form 10-K, shareholder letters, annual reports and Irish statutory accounts electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY MAIL**  
 Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Endo International plc, First Floor, Minerva House, Simmonscourt Road, Ballsbridge, Dublin 4, Ireland.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

D75865-P67118

KEEP THIS PORTION FOR YOUR RECORDS  
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

**ENDO INTERNATIONAL PLC**

The Board of Directors recommends you vote "FOR" the election of all of the following Directors to serve until the next Annual General Meeting of Shareholders or until their successors are duly elected and qualified:

1. Election of Directors to serve until the next Annual General Meeting of the Shareholders

Nominees	For	Against	Abstain	The Board of Directors recommends you vote "FOR" the following proposals:	For	Against	Abstain
1a. Mark G. Barbeito	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	2. To approve, by advisory vote, named executive officer compensation.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1b. Jennifer M. Chao	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3. To renew the Board's existing authority to issue shares under Irish law.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1c. Blaise Coleman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4. To renew the Board's existing authority to opt-out of statutory pre-emption rights under Irish law.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1d. Shane M. Cooke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5. To approve the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2012 and to authorize the Board of Directors, acting through the Audit & Finance Committee, to determine the independent registered public accounting firm's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1e. Nancy J. Hutson, Ph.D.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
1f. Michael Hyatt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
1g. William P. Montague	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
1h. M. Christine Smith, Ph.D.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

This proxy is solicited on behalf of the Board of Directors. This proxy, when properly executed, will be voted in accordance with the instructions given hereon. If no instructions are given, this proxy will be voted "FOR" election of all the Directors, "FOR" Proposals 2, 3, 4 and 5 and as said proxies deem advisable on such other matters as may properly come before the Annual General Meeting and any adjournment(s) or postponement(s) thereof.

Name: [PLEASE PRINT NAME] \_\_\_\_\_

Address: \_\_\_\_\_

**Note:** Please sign exactly as your name or names appear(s) on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

\_\_\_\_\_  
 Signature [PLEASE SIGN WITHIN BOX]      Date

\_\_\_\_\_  
 Signature (Joint Owners)      Date

2022 ANNUAL GENERAL MEETING ADMISSION TICKET  
**ENDO INTERNATIONAL PLC**  
2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
Thursday, June 9, 2022  
8:00 a.m. (Local Time)  
ENDO INTERNATIONAL PLC  
First Floor  
Minerva House  
Simmons Court Road  
Ballsbridge  
Dublin 4, Ireland

**Important Notice Regarding the Availability of Proxy Materials for the Annual General Meeting:**  
The Notice and Proxy Statement, Endo International plc 2021 Annual Report on Form 10-K and Irish Statutory Accounts are or will become available at [www.proxyvote.com](http://www.proxyvote.com).

D75866-P67118

**ENDO INTERNATIONAL PLC**  
**2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**THURSDAY, JUNE 9, 2022 8:00 A.M. (LOCAL TIME)**  
**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned ordinary shareholder of Endo International plc, an Irish registered company, hereby (1) acknowledges receipt of the Notice of Annual General Meeting of Shareholders and accompanying Proxy Statement and (2) appoints, as proxies, Blaise Coleman and Mark T. Bradley, each of c/o Endo International plc, First Floor, Minerva House, Simmons Court Road, Ballsbridge, Dublin 4, Ireland (or either of them) or, if the below table is completed by the undersigned ordinary shareholder, the person(s) named in the first column of the following table with an address as set out in the second column of the following table:

Name of Proxy	Address of Proxy

(If you choose to appoint alternative proxies, please complete the above table with the name and address of such proxies. In default of such completion Blaise Coleman and Mark T. Bradley or either of them shall be your proxies.)

each with full power of substitution, to attend, speak and vote on behalf of the undersigned as designated on the reverse side, all the ordinary shares of Endo International plc held of record by the undersigned at the close of business on April 11, 2022, at the Annual General Meeting of Shareholders to be held at First Floor, Minerva House, Simmons Court Road, Ballsbridge, Dublin 4, Ireland, on June 9, 2022, and at any adjournment or postponement thereof.

**This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.**

(Continued and to be signed on the reverse side)