

# AMNEAL PHARMACEUTICALS, INC.

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(Adopted February 12, 2021)

### **I. Purpose**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to, among other things, identify individuals qualified to become Board members consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of shareholders or to fill vacancies or newly created directorships that may occur between such meetings, to develop and recommend to the Board a set of Corporate Governance Guidelines, to oversee the evaluation of the Board and management.

### **II. Composition**

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the New York Stock Exchange, subject to an election by the Company to rely on the exemption available to controlled companies. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership. The Chairperson of the Committee will chair all regular sessions of the Committee and is responsible to set the agendas for Committee meetings. In the absence of the Chairperson of the Committee, the Committee shall select another member to preside.

### **III. Meetings, Procedures and Authority**

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings and actions by written consent so long as they are not inconsistent with any provisions of the Company’s certificate of incorporation or bylaws that are applicable to the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other retention terms. The Committee may also utilize the services of the Company’s regular internal and/or external counsel or other advisors to the Company. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, and the Company’s bylaws or otherwise delegated to it by the Board of Directors from time to time.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

#### **IV. Duties and Responsibilities**

1. *Director Nominees.* Subject to, and in accordance with, the requirements and procedures provided in the Second Amended and Restated Stockholders Agreement, dated as of December 16, 2017, between the Company and certain of its stockholders (as amended from time to time), the Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. In this regard, the Committee will conduct appropriate inquiries into the backgrounds and qualifications of possible candidates. The Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of shareholders. The Committee will consider matters relating to the retirement of members of the Board of Directors, including term limits or age limits, as well as the performance of such directors.

2. *Criteria for Selecting Directors.* The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's Corporate Governance Guidelines. In evaluating potential nominees, the Committee shall also consider questions of independence and possible conflicts of interest of members of the Board of Directors and executive officers.

3. *Stockholder Nominees.* The Committee will evaluate candidates for nomination to the Board of Directors recommended by shareholders on a substantially similar basis as it considers other nominees. In that connection, the Committee may adopt procedures for the submission of recommendations by shareholders as it deems appropriate.

4. *Board Committee Structure and Membership.* The Committee will annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.

5. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board the Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such corporate governance guidelines and recommend any proposed changes to the Board for approval.

6. *Board and Management Evaluations.* The Committee will oversee the annual self-evaluations of the Board, including its committees, and management.

7. *Environmental, Social and Governance Matters.* The Committee shall take a leadership role in overseeing management's handling of environmental, social and governance (ESG) matters of importance to the Company.

8. *Proxy Advisory Firms.* The Committee will periodically review reports prepared by proxy advisory firms with respect to the Company's governance practices.

9. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, and the charters of the Company's other committees.

10. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

11. *Committee Self-Evaluation.* The Committee must at least annually perform an evaluation of the performance of the Committee.

12. *Review of this Charter.* The Committee must periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.