

CALSTRS



THE CITY OF NEW YORK
OFFICE OF THE COMPTROLLER
SCOTT M. STRINGER



By Overnight (and via email to Joseph.Haggerty@mylan.com)

Independent Directors
Mylan N.V.
Attn: Corporate Secretary
Building 4, Trident Place
Mosquito Way, Hatfield
Hertfordshire, LA 10 9UL England

To the Independent Directors of Mylan N.V.:

We write regarding next steps following last week's director election, in which Mylan NV shareowners not only cast a majority vote against the Board's Compensation Committee Chair, but also effectively delivered a vote of no confidence in Mylan's entire Board of Directors and an astounding 83.5% vote against its executives' compensation. In light of this extraordinary result, we call on you to request and accept the immediate resignation of director Wendy Cameron and to take the additional steps necessary to restore investor confidence in the Board and its ability to provide effective, independent oversight on behalf of Mylan shareowners.

As long-term shareowners, we believe Mylan's independent directors must act swiftly -- or risk further erosion in shareowner confidence and value. Mylan's share price is already down nearly 50% since its April 2015 peak and the company remains under legal, regulatory and public scrutiny for its EpiPen pricing practices. We believe reseating directors opposed by the majority of votes cast, while permissible under Mylan's obscure election rules requiring two-thirds of votes cast to remove a director, is ultimately untenable, for both the Board and the directors.

Regarding immediate next steps, we believe reform must begin with the composition and leadership of the Board itself. Accordingly, we urge you to:

1. Negotiate a final separation agreement with current Chairman Robert Coury, pursuant to which there is mutual agreement with Mr. Coury to step down promptly as Chairman, to forfeit his one-time "chairman grant" and any other equity grants made to him in mid-2016 and be paid only a pro rata amount of non-executive Chairman's "cash retainer" through the date of his separation.
2. Establish the role of Independent Chair and name an interim Independent Chair to lead the Board until a well-qualified director candidate is identified to join the Board and serve as Independent Chair.
3. Reconstitute the Board with a substantial majority of new, diverse and genuinely independent directors. The Board should retain one or more independent director search firms to conduct an expedited search for new independent directors from a diverse pool of candidates. The firms should (a) report directly to the Governance and Nominating Committee, and (b) consult with a

diverse group of Mylan's long-term shareowners to solicit views on the desired skills, experience and qualities of potential candidates, as well as on possible names.

To inform the Board's director search process and to facilitate related shareowner engagement, we request that you prepare and disclose a matrix of director qualifications that goes beyond industry, marketing, international, finance/capital allocation, accounting and government/public policy experience to include corporate governance, talent management, business ethics, real estate, risk management, technology/systems and racial, ethnic and gender diversity. Such matrix should also be included in the company's future proxy statements.

In addition to reconstituting the composition of the Board itself, we urge you to take the following additional steps to enhance the Board's independent oversight of executive compensation and drug pricing strategy and risks, and to strengthen the accountability of both the Board and management:

- a. Hire a new independent compensation consultant. Such firm will (i) be hired by and report directly to the Compensation Committee, (ii) do no work for Mylan management, and (iii) consult with a broad and diverse group of Mylan shareowners to solicit views on the changes that such shareowners believe are needed at Mylan and on such consultant's initial proposals for changes.
- b. Adopt a robust "clawback policy" authorizing the Compensation Committee to recoup incentive compensation from any senior executive if there has been misconduct that causes significant financial or reputational harm to Mylan and if the senior executive committed the misconduct or failed in his or her responsibility to manage or monitor conduct or risks. The policy should require the Committee to disclose to shareowners the circumstances of any recoupment under the policy.
- c. As concerns the EpiPen pricing controversies, publicly disclose any appropriate remedial and forward-looking actions to (i) enhance the company's internal controls, compliance and other policies, procedures and practices and (ii) hold accountable any current or former Mylan employee, including a senior executive, who either committed misconduct or failed in his or her responsibilities to manage or monitor any related conduct and risks.
- d. Explicitly assign oversight of the risks inherent in the company's drug pricing strategies to the Board or an appropriate independent Board committee, such as the Compliance Committee or the Audit Committee.
- e. Provide clearer disclosure of the company's drug pricing risks by detailing at least annually the processes and oversight the company follows in order to avoid recurrence of the EpiPen debacle and to better preserve value on behalf of shareowners.
- f. Adopt majority voting policy for uncontested director elections. Approximately 90% of companies in the S&P 500 have majority voting policies in place, and more than one-third of the remaining firms have multiple-class share structures that render such policies meaningless. There is no defensible rationale for Mylan's current policy requiring a supermajority vote to remove directors.

Thank you for your timely consideration. We look forward to hearing from you, and to an in-person discussion of these issues. To set up a meeting at a mutually convenient time and place, please contact Rhonda Brauer, Director of Corporate Engagement, New York City, Office of the Comptroller, at rbrauer@comptroller.nyc.gov or 212-669-2516.

Sincerely,



Scott M. Stringer
New York City Comptroller,
On behalf of the
New York City Pension Funds



Thomas P. DiNapoli
New York State Comptroller



Anne Sheehan
Director of Corporate Governance
California State Teachers' Retirement System