

**AMENDED AND RESTATED LEADERSHIP, DEVELOPMENT AND
COMPENSATION COMMITTEE CHARTER**
of
ELAN CORPORATION, PLC

Adopted 26 May 2010

The Leadership, Development and Compensation Committee (the “Committee”) of Elan Corporation, plc (the “Company”) is responsible for, among other things, assisting the Board of Directors of the Company (the “Board”) in determining the appropriate compensation of the Chief Executive Officer of the Company (the “Chief Executive Officer”), establishing and reviewing the compensation of the executive and non-executive/outside directors of the Company, and administering the Company’s compensation and benefit plans.

Terms of Reference

The Committee will:

1. Review and reassess the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board for approval.
2. Either as a committee or together with the other independent directors (as directed by the Board), taking into consideration the annual evaluation of the performance of the Chief Executive Officer by the Nominating and Governance Committee, determine and approve the Chief Executive Officer’s compensation level. In determining the long-term incentive component of the Chief Executive Officer’s compensation, the Committee should consider the Company’s performance and relative shareholder return, the value of similar incentive awards to Chief Executive Officers at comparable companies, and the awards given to listed company’s chief executive officers in past years.
3. Review and determine the compensation of the executive directors of the Company on an annual basis (taking into consideration the results of the report to be delivered by management of the Company to the Committee regarding the status of the executive directors’ compensation in relation to peer companies).
4. Review the recommendations of the Chief Executive Officer regarding the annual salary, bonus, stock options and other benefits (including incentive-compensation plans and equity-based plans), direct and indirect, of all members of executive management, as identified by the Chief Executive Officer.
5. In reviewing the compensation of the Chief Executive, other executive directors and members of executive management, the Committee should utilize an independent compensation consultant who does not otherwise work for the company or for management.
6. Establish and periodically review policies in the area of management perquisites, fringe benefits and special benefits.

7. Review the compensation of the outside/non-executive directors of the Company on an annual basis (taking into consideration the results of the report to be delivered by management of the Company to the Committee regarding the status of the Board's compensation in relation to peer companies) and make recommendations, as it may deem appropriate, to the Board.
8. Exercise all of the powers of the Board to issue ordinary shares upon the exercise of share options and generally administer the Company's long term incentive plans and employee equity purchase plans.
9. Review claims by directors and officers of the Company for indemnification or insurance payments.
10. Establish guidelines for the performance evaluation of the Committee and annually assess the performance of the Committee in light of those guidelines.
11. Review and recommend to the Board amendments to or adoption of new long term incentive plans and other equity plans.
12. Review and approve employment and severance agreements for senior executives.
13. Monitor the competitiveness of the Company's executive compensation program by selecting an appropriate peer group, setting appropriate compensation targets, and reviewing the results of periodic survey or competitive assessments conducted on the Committee's behalf.
14. Prepare a compensation committee report to be included in the Company's annual report filed on Form 20-F.

In considering each of Items 2, 3, and 4 above, the Committee will act with due regard for the importance of aligning the long-term interests of shareholders and senior executives.

Rules of Procedure

1. The Committee will comprise not fewer than three directors, each of whom will be independent, as such term is defined in the Company's Corporate Governance Guidelines (the "Guidelines").
2. The members and the Chair of the Committee (the "Chair") will be appointed to the Committee in accordance with the procedures set forth in the Guidelines. No more than two members of the Nominating and Governance Committee may serve as members of the Committee.
3. Each member, including the Chair, will be appointed to the Committee for a three-year term, subject to a maximum of two terms of continuous service. The membership will automatically end at such time as a member ceases to be a Board member. The Board will have the authority to remove any Committee member at any time without cause.

4. The Chair will develop and set the Committee's agenda, in consultation with the other members of the Committee.
5. The Committee will meet at least once each year in executive session without the Chief Executive Officer.
6. The Company Secretary will act as secretary of the Committee meetings. In his or her absence, or if the Committee deems it appropriate, the Committee may appoint a secretary for the meeting.
7. The Committee may request such staff support from the Chief Executive Officer as it deems appropriate.
8. Quorum for Committee meetings will be a majority of Committee members.
9. Any member of the Committee may participate in a meeting thereof conducted wholly or in part by telephonic means whereby all persons participating in the meeting can hear each other speak (and participation in a meeting in this manner will be deemed to constitute presence in person at such meeting).
10. No resolution proposed at any Committee meeting will be deemed adopted unless a majority of the Committee present and voting at such meeting will have voted in favor of such resolution.
11. A resolution in writing signed by all members of the Committee will be valid as if it had been passed at a meeting thereof duly convened and held and may consist of several documents in like form each signed by one or more members of the Committee including facsimile or telex messages in like form signed in the name of such members.
12. Reasonable notice will be required to be given of any meeting of the Committee.
13. The chair of the Committee will report the decisions made at Committee meetings to the next face-to-face Board meeting and the Company Secretary will distribute the agenda and minutes of the Committee meetings to the Board.
14. The Committee will have the authority to retain legal counsel or other consultants to advise it. Generally, such independent advice should be sought with the knowledge of the Chief Executive Officer. The Committee will have the power to retain compensation consultants to assist the Committee in evaluating director and executive compensation, including sole authority to retain and terminate such consultants and to review and approve their fees and other retention terms. The Committee may request any officer or employee of the Company or the Company's outside counsel to attend any of its meetings or to meet with any of its members or consultants.