

IVAX CORPORATION

COMPENSATION COMMITTEE CHARTER

I. Purpose

The purpose of the Compensation Committee (the “Committee”) is to oversee the Company’s compensation program. The goals of the Company’s compensation policies are to attract, retain, and motivate qualified and experienced management personnel and to provide them with long-term career opportunities. The Company’s compensation philosophy is to provide its management personnel with a competitive total compensation package which motivates superior job performance, the achievement of the Company’s business objectives, and the enhancement of long-term shareholder value.

Compensation of the Company’s executive officers will be reviewed annually by the Board of Directors and the Compensation Committee. Changes proposed for these employees will be evaluated and approved by the Compensation Committee on an individual basis. The Committee will set overall compensation at a level it believes to be competitive and fair, based upon a subjective analysis of the individual executive’s experience and past and potential contributions to the Company. To assist in determining appropriate overall compensation, the Committee may review information regarding revenues, income, and executive compensation for peer companies.

Stock option, SARs, stock awards, stock units, performance shares, performance units, cash awards or other types of grants (collectively, “Awards”) to employees of the Company, including the Chief Executive Officer, will be made at the discretion of the Compensation Committee pursuant to the Company’s plans in effect at the time (the “Plans”). Factors and criteria to be used by the Compensation Committee in the grant of Awards will include individual responsibilities, individual performance and direct and indirect contributions to the profitability of the Company.

Except as otherwise contemplated herein, the Committee’s determination with regard to all compensation issues shall be final, conclusive and binding.

The members of the Committee shall be entitled to indemnification from the Company on the same terms as any other member of the Company’s Board of Directors pursuant to their individual indemnification agreements and to the full extent permitted by law.

II. Responsibilities

The responsibilities of the Committee include the following:

- A. Review annually and approve the Company’s compensation strategy to ensure that management is rewarded appropriately for their contributions to the Company’s growth and profitability and that executive compensation supports Company objectives and shareholder interests.
- B. Review and determine the individual elements of total compensation for the Chief Executive Officer and recommend to the Board for approval. Communicate in the annual Board

Compensation Committee Report to shareholders the factors and criteria on which the Chief Executive Officer's compensation for the last year was based.

- C. Review and determine the individual elements of total compensation for the executive officers other than the Chief Executive Officer and recommend to the Board for approval. Communicate in the annual Board Compensation Committee Report to shareholders the factors and criteria on which the executive officer's compensation for the last year was based.
- D. Analyze the appropriateness of annual or periodic incentive compensation programs and assure that they are administered in a manner consistent with their terms and the Company's compensation strategy as to:
 - Participation;
 - Company financial goals;
 - Awards to senior management; and
 - Total funds reserved for payment.
- E. Administer the Company's long-term incentive programs in a manner consistent with their terms as to the following:
 - Participation;
 - Vesting requirements;
 - Awards to senior management; and
 - Total shares reserved for Awards.
- F. Approve all Awards under the Plans.
- G. Review and, if appropriate, recommend updates of this Charter to the Board of Directors annually.