

Compensation Committee

Members

Since October 2004

Judy A. Hemberger, Chairman
Peter R. Formanek
Gary K. Kunkle, Jr.

Function

Reviews and recommends compensation arrangements for the Chief Executive Officer and non-employee Directors. Reviews and approves evaluation process, compensation structure and annual compensation of officers, including salaries, bonuses and incentive and equity compensation. Administers Perrigo's incentive and other long-term employee compensation plans.

Compensation

Compensation Committee members each receive \$1,000 for each in-person committee meeting attended and \$500 for each telephonic committee meeting in which they participate. The Chairman of the Compensation Committee receives an annual retainer of \$4,000 in addition to his or her regular committee fees.

Charter

Purpose

The purpose of the Compensation Committee is to carry out the Board of Directors' overall responsibility relating to compensation of the directors and officers of Perrigo Company (the "Company"). The Committee shall prepare the report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.

Composition of the Committee

The Committee shall consist of a minimum of three directors who shall meet the independence requirements of the National Association of Securities Dealers, Inc.

Authority and Responsibilities

1. The Committee shall review and recommend to the Board for approval, on an annual basis, the corporate goals and objectives with respect to the performance of and compensation for the Chief Executive Officer ("CEO"). At least annually, the Committee shall evaluate the CEO's performance in light of these established goals and

objectives and shall recommend to the independent members of the Board the CEO's annual compensation, including salary, bonus, incentive and equity compensation.

2. The Committee shall review and approve on an annual basis the evaluation process, compensation structure and the annual compensation of the Company's Section 16 personnel, including salary, bonus, incentive and equity compensation.
3. The Committee shall review the Company's incentive and other long-term compensation plans and recommend changes in such plans to the Board as needed. The Committee shall have and shall exercise all the authority of the Board with respect to the administration of such plans.
4. The Committee shall review and recommend to the Board for approval, awards to employees pursuant to any of the Company's long-term compensation plans and to exercise such other power and authority as may be permitted or required under such plans.
5. The Committee shall review and recommend to the Board for approval on an annual basis, the Company's contribution to the Profit Sharing and Investment Plan.
6. The Committee shall, from time to time and in conjunction with the CEO, review and propose to the Board compensation levels for the non-employee directors, including annual retainers, meeting attendance fees and awards under the Company's equity-based plans.
7. The Committee shall have the authority to retain and terminate such compensation consultants or other outside advisors as it deems necessary or appropriate in its sole discretion. The Committee shall have the sole authority to approve related fees and retention terms.
8. The Committee shall report its activities to the full Board of Directors on a regular basis and make such recommendations with respect to the matters addressed in this Charter and other matters as the Committee may deem necessary or appropriate.
9. The Committee shall review and assess the adequacy of this Charter at least annually and recommend any changes to the Board.
10. The Committee shall perform such other functions as assigned by law, the Company's Articles of Incorporation or Bylaws, or the Board.

This Charter was adopted August 7, 2003; amended through August 5, 2005