
CORPORATE GOVERNANCE COMMITTEE

As revised at the January 26, 2004 Board of Directors' Meeting

The Corporate Governance Committee:

- Reviews the qualifications of and recommends to the Board of Directors nominees for directors to be submitted to the stockholders for election at each annual meeting of stockholders and nominees for directors to be elected by the Board of Directors to fill vacancies and newly created directorships.
- Considers the performance of incumbent directors in determining whether to recommend that they be nominated for re-election.
- Reviews and considers candidates for election as directors submitted by stockholders in compliance with the Corporation's Restated Certificate of Incorporation.
- Considers and makes recommendations to the Board of Directors concerning the size and composition of the Board of Directors.
- Develops and recommends to the Board of Directors guidelines and criteria to determine the qualifications of directors.
- Examines the composition of the Board of Directors as a whole to insure that the current and future needs of the Corporation are being addressed and that the long-term interests of stockholders are appropriately represented. It is not desirable to have representation of short-term or otherwise opportunistic investors.
- Considers and reports annually to the Board of Directors concerning its assessment of the Board's performance.
- Annually assures compliance with the Bylaws provision concerning Independent Directors.
- Considers, from time to time, the current Board committee structure (number of committees as well as responsibilities) and membership.
- Reviews the report of Corporation staff on Board compensation in relation to other U.S. companies every other year and recommends changes to the amount and type of compensation as appropriate.
- Considers and makes recommendations to the Board of Directors concerning amendments to the Certificate of Incorporation, Bylaws, other Charter documents and the Board Guidelines on Significant Corporate Governance Issues.
- Considers and makes recommendations to the Board of Directors concerning corporate governance issues, public issues having broad social significance, environmental issues and the Corporation's conduct of its business as a responsible corporate citizen.
- Reviews areas of peripheral overlap with the Organization and Compensation Committee.
- Performs an annual evaluation of the Corporate Governance Committee.

The members of the Corporate Governance Committee shall be Independent Directors, as defined in Article III of the Bylaws.

ALLERGAN, INC.

Policy Statement on Director Nominees - Corporate Governance Committee

(as revised at the January 26, 2004 Committee meeting)

I. Purpose

A principal purpose of Allergan's Corporate Governance Committee (the "Committee") is to review the qualifications of and recommend to the Allergan Board of Directors (the "Board") nominees for directors to be submitted to the stockholders for election at each Annual Meeting of Stockholders and nominees for directors to be elected by the Board to fill vacancies and newly created directorships. This policy reflects the criteria to be considered and the selection process to be followed in selecting directors to join the Board.

II. Policy

In selecting and making recommendations to the Board for director nominees, the Committee may consider suggestions from many sources, including Allergan's stockholders. Any such director nominations, together with appropriate biographical information and qualifications, should be submitted by the stockholder(s) to the Chairman of the Corporate Governance Committee of the Board of Directors, c/o the Allergan Corporate Secretary's Office at Allergan, Inc., 2525 Dupont Drive, P.O. Box 19534, Irvine, CA 92623.

III. Criteria for Nomination to the Board of Directors

In reviewing and considering potential nominees for the Board, the Committee will look for the following qualities and skills:

1. Directors should be of the highest ethical character and share the values of Allergan.
2. Directors should have reputations, both personal and professional, that are consistent with the image and reputation of Allergan.
3. Directors should be highly accomplished in their respective fields, having achieved superior credentials and recognition.
4. In selecting directors, the Committee will generally seek leaders affiliated or formerly affiliated with major organizations, including scientific, business, government, educational and other non-profit institutions.
5. At the same time, in recognition of the fact that the foundation of Allergan is in medical science and technology, the Committee will also seek directors who are widely recognized as leaders in the fields of medicine or the biological sciences, including those who have received the most prestigious awards and honors in those fields. Each director should have relevant expertise and experience, and be able to offer advice and guidance to Allergan's senior management based on that expertise and experience.
6. At least a majority of directors on the Board should be "independent," not only as that term may be legally defined, but also as defined in any policies or procedures of the Board, as well as Allergan's Guidelines on Significant Corporate Governance Issues. In addition, directors should be independent of any particular constituency and be able to represent all stockholders of Allergan.
7. Each director should have the ability to exercise sound business judgment.
8. Directors should be selected so that the Board is a diverse body, with diversity reflecting gender, ethnic background, country of citizenship and professional experience.

IV. Selection Process for Nominees to the Board of Directors

In identifying, evaluating and selecting potential director nominees, including nominees recommended by Allergan's stockholders, the Committee should engage in the following selection process:

1. The Chief Executive Officer, the Committee or any other member of the Board identifies the need to add a new member to the Board with specific criteria or to fill a vacancy on the Board. Alternatively, stockholders may recommend a nominee for election to fill a vacancy or as an addition to the Board.
2. The Committee initiates a search, working with support staff and seeking input from members of the Board and senior management, and considering stockholder recommendations. The Committee may hire a search firm if deemed appropriate by the Committee.
3. The initial slate of candidates that satisfy specific criteria and otherwise qualify for membership on the Board are identified and presented to the Chairman of the Committee, or in the Chairman's absence, any member of the Committee delegated to initially review director candidates.
4. The appropriate Committee member makes an initial determination in his or her own independent business judgment as to the qualification and fit of such director candidate(s) and whether there is a need for additional directors to join the Board at that time.
5. If the reviewing Committee member determines that it is appropriate to proceed, the Chief Executive Officer and several members of the Committee will interview prospective director candidate(s).
6. The Committee provides informal progress updates to the Board.
7. The Committee meets to consider and approve final director candidate(s) (The full Committee may, in its discretion, conduct interviews as schedules permit).
8. If approved by the Committee, the Committee seeks Board approval of the director candidate(s).