

**AbbVie Inc.**  
**Public Policy Committee Charter**

1. *Purpose.* The Public Policy Committee of the Board of Directors shall assist the Board in fulfilling its oversight responsibility with respect to: public policy, regulatory (including regulation by the U.S. Food and Drug Administration, as well as other domestic, foreign and international regulatory bodies) and government affairs and healthcare compliance issues that affect AbbVie (recognizing that other board committees assist the Board of Directors in reviewing certain areas of legal and regulatory compliance), by discharging the responsibilities set forth below.
2. *Qualifications; Organization.* All members of the Public Policy Committee must satisfy the independence requirements of the New York Stock Exchange, as such requirements are interpreted by the Board in its business judgment. AbbVie's Board shall appoint, and may remove, members of the Public Policy Committee and the Committee's Chairman, after receiving the recommendation of AbbVie's Nominations and Governance Committee.
3. *Authority and Responsibilities.* To assist it in the conduct of its responsibilities, the Public Policy Committee shall consult with management and, to the extent it deems it necessary or appropriate, may seek advice and assistance from AbbVie employees or others, and may retain legal counsel and other advisors.

The Public Policy Committee shall report to the Board on a regular basis.

The Public Policy Committee may delegate any of its responsibilities and duties to one or more members of the Public Policy Committee.

The Committee will meet formally at least four times each year.

The Public Policy Committee shall:

- Review the Company's compliance program with respect to legal and regulatory requirements (including, but not limited to, policies related to healthcare compliance, product quality, environmental regulations, employee health & safety and compliance with the U.S. Foreign Corrupt Practices Act of 1977, as amended) except with respect to matters of financial compliance which are the responsibility of the Audit Committee.
- Devise a process for the dissemination of information to the Committee from management with respect to regulatory and healthcare compliance matters, including, as appropriate, presentations to the Committee from management concerning the state of regulatory compliance and all issues

with respect thereto.

- Receive reports from the Chief Ethics and Compliance Officer on a regular basis.
  - Review compliance with any ongoing Corporate Integrity Agreement or similar undertakings by the Company with the U.S. Department of Health and Human Services, U.S. Department of Justice, U.S. Securities and Exchange Commission, U.S. Food and Drug Administration, or any other government agency.
  - Review and evaluate AbbVie's policies and practices with respect to social responsibility, and review them with the Board as appropriate.
  - Review social, political, economic and environmental trends and public policy issues that affect or could affect AbbVie's business activities, performance, and public image, and review them with the Board as appropriate.
  - Review the Company's government affairs strategies and priorities, including policies for political expenditures and lobbying activities.
  - Review and make recommendations to the Board regarding shareholder proposals submitted for inclusion in AbbVie's proxy materials.
4. *Annual Performance Evaluation.* The Public Policy Committee shall review and assess the adequacy of its Charter annually and recommend any proposed changes to the Board for approval. It shall also conduct an annual evaluation of its own performance.