

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

(Amendment No. 2)

Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934

AbbVie Inc.

(Name of Subject Company (Issuer))

AbbVie Inc.

(Names of filing Persons (Offeror and Issuer))

Common Stock, Par Value \$0.01 per share

(Title of Class of Securities)

00287Y109

(CUSIP Number of Class of Securities)

(Underlying Common Stock)

Laura J. Schumacher, Esq.

Executive Vice President, External Affairs, General Counsel and Corporate Secretary

AbbVie Inc.

1 North Waukegan Road

North Chicago, Illinois 60064-6400

(847) 932-7900

(Name, address and telephone number of person authorized to receive
notices and communications on behalf of filing person)

Copies to:

David K. Lam, Esq.

Wachtell, Lipton, Rosen & Katz

51 West 52nd Street

New York, NY 10019

(212) 403-2000

CALCULATION OF FILING FEE

TRANSACTION VALUATION

\$7,500,000,000*

AMOUNT OF FILING FEE

\$933,750**

* Estimated for purposes of calculating the Filing Fee only. This amount is based on the offer to purchase for not more than \$7,500,000,000 in aggregate of up to 75,757,575 shares of Common Stock, par value \$0.01 per share, at the minimum tender offer price of \$99.00 per share.

** The Filing Fee is calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, and equals \$124.50 for each \$1,000,000 of the value of the transaction.

x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$11,252,203.98
Form or Registration No.:	Registration Statement on Form S-4
Filing Party:	AbbVie Private Limited, a wholly owned subsidiary of AbbVie Inc.
Date Filed:	August 21, 2014

o Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- Third-party tender offer subject to Rule 14d-1.
- Issuer tender offer subject to Rule 13e-4.
- Going-private transaction subject to Rule 13e-3.
- Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the United States Securities and Exchange Commission by AbbVie Inc., a Delaware corporation, on May 1, 2018 (together with any subsequent amendments and supplements thereto, the “Schedule TO”), in connection with AbbVie Inc.’s offer to purchase up to \$7,500,000,000 in value of shares of its common stock, \$0.01 par value per share, at a price not greater than \$114.00 per share nor less than \$99.00 per share, to the seller in cash, less any applicable withholding taxes and without interest.

Only those items amended or supplemented are reported in this Amendment No. 2. Except as specifically provided herein, the information contained in the Schedule TO remains unchanged and this Amendment No. 2 does not modify any of the information previously reported on the Schedule TO. You should read this Amendment No. 2 together with the Schedule TO, the Offer to Purchase dated May 1, 2018 and the related Letter of Transmittal.

Item 12. Exhibits.

EXHIBIT NUMBER	DESCRIPTION
(a)(1)(i)*	Offer to Purchase, dated May 1, 2018.
(a)(1)(ii)*	Form of Letter of Transmittal.
(a)(1)(iii)*	Notice of Guaranteed Delivery.
(a)(1)(iv)*	Letter to brokers, dealers, commercial banks, trust companies and other nominees, dated May 1, 2018.
(a)(1)(v)*	Letter to clients for use by brokers, dealers, commercial banks, trust companies and other nominees, dated May 1, 2018.
(a)(1)(vi)*	Summary Advertisement, dated May 1, 2018.
(a)(1)(vii)**	Letter from Northern Trust to Participant in the AbbVie Savings Plan, dated May 2, 2018.
(a)(1)(viii)**	Letter from Banco Popular de Puerto Rico to Participant in the AbbVie Puerto Rico Savings Plan, dated May 2, 2018.
(a)(1)(ix)**	Trustee Direction Form, AbbVie Savings Plan, AbbVie Stock Fund.
(a)(1)(x)**	Trustee Direction Form, AbbVie Puerto Rico Savings Plan, AbbVie Stock Fund.
(a)(1)(xi)**	Letter from LINK Asset Services to Participant in the AbbVie Employee Share Ownership Plan, dated May 4, 2018.
(a)(1)(xii)**	Offer Acceptance Instruction Notice for Participants of the AbbVie Employee Share Ownership Plan (“ESOP”).
(a)(2)	None.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(a)(5)(i)*	Press release, dated April 26, 2018 (incorporated by reference to Exhibit 99.1 of AbbVie’s Current Report on Form 8-K filed on April 26, 2018).
(a)(5)(ii)*	Earnings call transcript, dated April 26, 2018 (incorporated by reference to Exhibit 99.1 of AbbVie’s Schedule TO-C filed on April 26, 2018).

EXHIBIT NUMBER	DESCRIPTION
(a)(5)(iii)*	Press release announcing the Tender Offer, dated May 1, 2018.
(a)(5)(iv)*	Employee Communication, dated May 1, 2018.
(a)(5)(v)*	Notice to Directors and Executive Officers of AbbVie Inc. regarding the Potential Complete Blackout in Transactions Involving Equity Securities of AbbVie Inc., dated May 1, 2018.
(b)(i)	Not applicable.
(d)(i)	Form of Agreement Regarding Change in Control by and between AbbVie Inc. and its named executive officers (incorporated by reference to Exhibit 10.13 of Amendment No. 5 to the Company’s Registration Statement on Form 10 filed on November 16, 2012).
(d)(ii)	AbbVie 2013 Incentive Stock Program (incorporated by reference to Exhibit A to the AbbVie Inc. Definitive Proxy Statement on Schedule 14A dated March 15, 2013).
(d)(iii)	AbbVie Performance Incentive Plan, as amended and restated (incorporated by reference to Exhibit 10.4 of the company’s Annual Report on Form 10-K filed on February 19, 2016).
(d)(iv)	AbbVie Non-Employee Directors’ Fee Plan, as amended and restated (incorporated by reference to Exhibit 10.6 of the company’s Annual Report on Form 10-K filed on February 19, 2016).
(d)(v)	Form of AbbVie Inc. Non-Employee Director Non-Qualified Stock Option Agreement (incorporated by reference to Exhibit 10.3 of the company’s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013).
(d)(vi)	Form of AbbVie Inc. Performance Restricted Stock Agreement (CEO/Chairman) (incorporated by reference to Exhibit 10.4 of the company’s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013).
(d)(vii)	Form of AbbVie Inc. Performance Restricted Stock Agreement (Annual) (incorporated by reference to Exhibit 10.5 of the company’s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013).
(d)(viii)	Form of AbbVie Inc. Performance Restricted Stock Agreement (Interim) (incorporated by reference to Exhibit 10.6 of the company’s Quarterly Report

on Form 10-Q for the quarterly period ended March 31, 2013).

- (d)(ix) Form of AbbVie Inc. Non-Qualified Stock Option Agreement (incorporated by reference to Exhibit 10.7 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013).
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- (d)(xi) Form of AbbVie Inc. Non-Qualified Stock Option Agreement (incorporated by reference to Exhibit 10.2 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016).
- (d)(xii) Form of AbbVie Inc. Retention Restricted Stock Unit Agreement - Cliff Vesting (incorporated by reference to Exhibit 10.3 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016).
- (d)(xiii) Form of AbbVie Inc. Retention Restricted Stock Unit Agreement - Ratable Vesting (incorporated by reference to Exhibit 10.4 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016).

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EXHIBIT NUMBER	DESCRIPTION
(d)(xiv)	Form of AbbVie Inc. Retention Restricted Stock Agreement - Cliff Vesting (incorporated by reference to Exhibit 10.5 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016).
(d)(xv)	Form of AbbVie Inc. Retention Restricted Stock Agreement - Ratable Vesting (incorporated by reference to Exhibit 10.6 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016).
(d)(xvi)	Form of AbbVie Inc. Performance Share Award Agreement (incorporated by reference to Exhibit 10.7 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016).
(d)(xvii)	Form of AbbVie Inc. Performance-Vested Restricted Stock Unit Agreement (incorporated by reference to Exhibit 10.8 of the company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016).
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(d)(xxii)	Form of AbbVie Inc. Performance Share Award Agreement (incorporated by reference to Exhibit 10.25 of the company's Annual Report on Form 10-K filed on February 16, 2018).
(d)(xxiii)	AbbVie Non-Employee Directors' Fee Plan, as amended and restated (incorporated by reference to Exhibit 10.26 of the company's Annual Report on Form 10-K filed on February 16, 2018).
(d)(xxiv)	Stemcentrx 2011 Equity Incentive Plan (incorporated by reference to Exhibit 4.3 of the Company's Registration Statement on Form S-8 filed on June 16, 2016).
(g)	Not applicable.
(h)	Not applicable.

* Previously filed

** Filed herewith

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 3, 2018

ABBVIE INC.

By: /s/ William J. Chase
Name: William J. Chase
Title: Executive Vice President, Chief Financial Officer

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Exhibit Index

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(g)	Not applicable.
(h)	Not applicable.

* Previously filed

** Filed herewith

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IMMEDIATE ATTENTION REQUIRED

May 2, 2018

Re: AbbVie Inc. Tender Offer

Dear Participant in the AbbVie Savings Plan (the "Plan"):

The enclosed tender offer materials, including the Offer to Purchase, dated May 1, 2018 (the "Offer to Purchase") and the Direction Form, require your immediate attention. The Plan records reflect that, as of April 24, 2018, all or a portion of your Plan account was invested in the AbbVie Stock Fund (the "Stock Fund"). The tender offer materials describe an offer by AbbVie Inc. (the "Company") to purchase up to \$7,500,000,000 of its common stock, par value \$0.01 per share (the "Shares"), at a purchase price of not greater than \$114 nor less than \$99 per Share (the "Offer"). As described below, you have the right to instruct The Northern Trust Company, the Plan trustee, concerning whether to tender Shares allocated to your Plan account. **If you wish to instruct the Plan trustee to tender Shares in your Plan account, you will need to complete the enclosed Direction Form and return it to the tabulator in the enclosed return envelope (or provide directions via the Internet) so that it is RECEIVED by 1:00 p.m., New York City Time, on May 23, 2018, unless the Offer is extended, in which case the deadline for receipt of instructions will, to the extent feasible, be 3 business days prior to the new Offer expiration date. If you do not provide directions to the tabulator on a timely basis, you will be deemed to have elected not to participate in the Offer and no Shares allocated to your Plan account will be tendered.**

The remainder of this letter summarizes the transaction, your rights under the Plan and the procedures for providing your directions to The Northern Trust Company, the trustee of the AbbVie Savings Plan Trust (the "Trust") which serves as the funding vehicle for the Plan. You should also review the more detailed explanation provided in the Offer to Purchase.

BACKGROUND

The Company made an Offer to its stockholders to purchase Shares with an aggregate value up to \$7,500,000,000 at a price not greater than \$114 nor less than \$99 per Share, upon the terms and subject to the conditions set forth in the enclosed Offer to Purchase. The Company will select the lowest purchase price (in increments of \$1.00) that will allow it to purchase up to \$7,500,000,000 of its Shares. Subject to the terms and conditions of the Offer as set forth in the Offer to Purchase, if the total number of Shares tendered is less than or equal to the number of shares having an aggregate purchase price of less than \$7,500,000,000, the Company will purchase all Shares that are properly tendered and not withdrawn. All Shares acquired in the Offer will be acquired at the same purchase price regardless of whether the stockholder tendered at a lower price.

The enclosed Offer to Purchase sets forth the terms and conditions of the Offer and is being provided to all of the Company's stockholders. To understand the Offer fully and for a more complete description of the terms and conditions of the Offer, you should carefully read the entire Offer to Purchase.

The Offer extends to the Shares held by the Plan. As of April 24, 2018, the Plan held approximately 12,345,000 Shares. Only The Northern Trust Company, the trustee of the Trust, can tender these Shares in the Offer. As a participant in the Plan, you have the right to direct the trustee whether or not to tender some or all of the Shares credited to your individual account under the Plan, and at what price or prices. Unless otherwise required by applicable law, the trustee will tender Shares credited to participant accounts in accordance with participant instructions and the trustee will not tender Shares credited to participant accounts for which it does not receive timely instructions. **If you do not complete the enclosed Direction Form and return it to the tabulator on a timely basis, or you do not provide timely directions via the Internet, you will be deemed to have elected not to participate in the Offer and no Shares credited to your Plan account will be tendered.**

LIMITATIONS ON FOLLOWING YOUR DIRECTION

The enclosed Direction Form, and the tabulator's website, allows you to specify the percentage of the Shares credited to your Plan account that you wish to tender and the price or prices at which you want to tender Shares credited to your Plan account. As detailed below, when the trustee tenders Shares on behalf of the Trust, it may be required to tender Shares on terms different than those set forth on your Direction Form and on the website of the tabulator.

The Employee Retirement Income Security Act of 1974, as amended ("ERISA"), prohibits the sale of Shares to the Company for less than "adequate consideration," which is defined by ERISA for a publicly-traded security as the prevailing market price on a national securities exchange, in this case the New York Stock Exchange, on or about the date the Shares are tendered by the trustee. Depending on the prevailing market price of the Shares on such date, the trustee may be unable to follow participant directions to tender Shares to the Company at certain prices within the offered range. The trustee will tender or not tender Shares as follows:

- If the prevailing market price is greater than the maximum tender price offered by the Company (\$114 per Share), notwithstanding your direction to tender Shares in the Offer, the Shares will not be tendered.
- If the prevailing market price is lower than the price at which you direct Shares to be tendered, the trustee will follow your direction both as to the percentage of Shares to tender and as to the price at which such Shares are tendered.
- If the prevailing market price is greater than the price at which you direct the Shares to be tendered but within the range of \$99 to \$114, the trustee will follow your direction regarding the percentage of Shares to be tendered, but will increase the price at which such Shares are to be tendered to the lowest tender price that is not less than the prevailing market price.
- If the prevailing market price is within the range of \$99 to \$114 for all Shares directed to be tendered at the per Share purchase price to be determined pursuant to the Offer, the trustee will tender such Shares at the lowest tender price that is not less than the prevailing market price.

Unless otherwise required by applicable law, the trustee will not tender Shares credited to participant accounts for which it has not timely received a completed Direction Form, directions via the Internet or for which it has received a direction not to tender pursuant to the Direction Form.

To ensure the confidentiality of your decision, the tabulator will tabulate participant directions and will not make your individual direction to the trustee available to the Company.

PROCEDURE FOR DIRECTING TRUSTEE

Enclosed is a Direction Form which should be completed and returned to the tabulator. You may alternatively use the Internet to provide your directions. Please note that the Direction Form indicates the number of Shares credited to your Plan account as of April 24, 2018. The current number of Shares in your account may be different now, and it may change further during the Offer period based on your Plan activity. For purposes of the final tabulation, the trustee will apply your instructions to the number of Shares credited to your Plan account as of May 24, 2018, or as of a later date if the Offer is extended. If you do not provide timely and proper directions, such Shares will be considered NOT TENDERED.

To properly complete your Direction Form, you must do the following:

(1) On the face of the Direction Form, check Box 1 or 2. CHECK ONLY ONE BOX (if more than one box is checked, you will be deemed to have not tendered):

- CHECK BOX 1 if you do not want the Shares credited to your individual account tendered for sale in accordance with the terms of the Offer and simply want the Plan to continue holding such Shares.
- CHECK BOX 2 in all other cases and complete the table immediately below Box 2. Specify the percentage (1% to 100% in whole numbers) of Shares credited to your individual account that you want to tender at each price indicated.

You may direct the tender of Shares credited to your Plan account at different prices. To do so, you must state the percentage (1% to 100% in whole numbers) of Shares to be sold at each price by filling in the percentage of such Shares on the line immediately before the price. Also, you may elect to accept the per Share purchase price to be determined pursuant to the Offer, which will result in your receiving a price per Share as low as \$99 or as high as \$114. You should understand that an election to accept the per Share price to be determined pursuant to the Offer may cause the purchase price to be lower and could result in the tendered Shares being purchased at the minimum price of \$99 per Share. Leave a given line blank if you want no Shares tendered at that particular price. The total of the percentages you provide on the Direction Form may not exceed 100%, but it may be less than 100%. If this amount is less than 100%, you will be deemed to have instructed NOT to tender the balance of the Shares credited to your individual account. If the sum of all percentages exceeds 100%, your Direction Form will be rejected and none of your Shares allocated to your account will be tendered.

(2) Date and sign the Direction Form in the space provided.

(3) Return the Direction Form in the enclosed return envelope so that it is received by the tabulator at the address on the return envelope (Broadridge, Attn: Re-Organization Dept., P.O. Box 9116, Farmingdale, NY 11735-9547) not later than 1:00 p.m., New York City Time, on May 23, 2018, unless the Offer is extended, in which case, to the extent feasible, the participant deadline shall be 3 business days prior to the Offer expiration date. If you wish to return the form by overnight courier, please send it to the tabulator at Broadridge, Attn:

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BCIS—VP 401K Plan Processing, 51 Mercedes Way, Edgewood, NY 11717. Direction Forms will not be accepted via facsimile.

You may alternatively use the Internet to provide directions to the Plan trustee. If you wish to use the Internet to provide your directions to the trustee, please go to www.proxyvote.com/tender. You will be asked to enter the 16-digit control number from your trustee Direction Form into the box directly under “Enter Control Number” and click on the Submit button. You will then be able to provide your direction to the trustee on the following screen. Please note that you are not allowed to allocate more than 100% between the various price choices; you will get an error message if you do so and will be asked to make a new election. You may, however, choose to elect less than 100% between the various price choices; in such event the remaining percentage of the Shares credited to your Plan account will be considered undirected. The website will be available 24 hours per day through 1:00 p.m., New York City Time, on May 23, 2018.

Your direction will be deemed irrevocable unless it is withdrawn by 1:00 p.m., New York City Time, on May 23, 2018, unless the Offer is extended by the Company. To make an effective withdrawal, you must submit a new Direction Form. Upon your submission of a new, properly completed and timely Direction Form, your previous direction will be deemed cancelled. Additionally, you may change or redirect the tendering of any Shares credited to your Plan account by obtaining an additional Direction Form, or by providing new directions via the Internet, and repeating the previous instructions for directing your tender as set forth in this letter. To request a new Direction Form, call the AbbVie Retirement Plans Service Center at 1-855-538-7796 and your request will be submitted to the tabulator.

After the deadline described above for submitting tender directions to the tabulator, the tabulator will complete the tabulation of all directions and notify the trustee of the results. The trustee will tender the appropriate number of Shares, at the appropriate price(s), on behalf of the Trust based on such results.

Subject to the satisfaction of the conditions described in the Offer to Purchase, the Company will purchase up to \$7,500,000,000 of shares that are properly tendered through the Offer. As described in the Offer to Purchase, if the Offer is oversubscribed, the Shares tendered pursuant to the Offer may be subject to proration. Any Shares credited to your account that are not purchased in the Offer will remain allocated to your individual account under the Plan.

EFFECT OF TENDER ON YOUR PLAN ACCOUNT

If you direct the Plan trustee to tender some or all of the Shares credited to your Plan account then, beginning at 4 p.m., New York City Time, on May 23, 2018, certain transactions involving the Stock Fund that affect your Plan account, including all exchanges out, loans, withdrawals and distributions, will be prohibited until all processing related to the Offer has been completed, unless the Offer is terminated or the completion date is extended. This period during which you will be unable to exercise these rights otherwise available under the Plan is called a “blackout period.” This blackout period during which there will be a freeze on transactions is expected to end on June 13, 2018. This freeze on transactions will apply to ALL Shares credited to your Plan account, even if you elect to tender less than 100% of the Shares credited to your Plan account.

In the event that the Offer is extended, the blackout period involving the Stock Fund will, if feasible, be temporarily lifted until three business days prior to the new completion date of the Offer, as extended, at which time a new blackout period imposing a freeze on these transactions involving the Stock Fund will commence. To obtain updated information about the participant election period and

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If you direct the trustee of the Trust NOT to tender any of the Shares credited to your account or you do not provide directions in a timely manner, you will continue to have access to all transactions normally available to the Stock Fund, subject to the rules of the Plan.

INVESTMENT OF PROCEEDS

For any Plan Shares that are tendered and purchased by the Company, the Company will pay cash to the Plan. **INDIVIDUAL PLAN PARTICIPANTS WILL NOT, HOWEVER, RECEIVE ANY CASH TENDER PROCEEDS DIRECTLY. ALL SUCH PROCEEDS WILL REMAIN IN THE PLAN, WILL BE CREDITED TO THE TENDERING PARTICIPANT'S ACCOUNT AND MAY BE WITHDRAWN ONLY IN ACCORDANCE WITH THE TERMS OF THE PLAN.**

The trustee will invest proceeds received with respect to tendered Plan Shares in the Plan's "qualified default investment alternative" as soon as administratively possible after receipt of the proceeds. This means that your tender proceeds will be invested in the State Street Target Retirement Series Fund most closely aligned with the year you reach age 65 (the Plan's normal retirement age). The trustee anticipates that the processing of participant accounts will be completed within five to seven business days after receipt of these proceeds, if not sooner. You may log on to www.resources.hewitt.com/abbvie or call the AbbVie Retirement Plans Service Center at 1-855-538-7796 after the reinvestment is complete to learn the effect of the tender on your account or to direct the investment of the tender proceeds in other investment options offered under the Plan.

SHARES OUTSIDE THE PLAN

If you hold Shares outside of the Plan, you will receive, under separate cover, Offer materials to be used to tender those Shares. **Those Offer materials may not be used to direct the trustee for the Trust to tender or not tender Shares credited to your Plan account.** Likewise, the tender of Shares credited to your Plan account will not be effective with respect to Shares you hold outside of the Plan. The direction to tender or not tender Shares credited to your Plan account may be made only in accordance with the procedures described in this letter. Similarly, the enclosed Direction Form may not be used to tender Shares held outside of the Plan.

TAX CONSEQUENCES

While you will not recognize any immediate tax gain or loss as a result of the tender and sale of any Shares credited to your Plan account, the tax treatment of future Plan distributions may be impacted. Specifically, participants' ability to take advantage of "net unrealized appreciation" for tax purposes may be impacted. Tender offer proceeds will be subject to all applicable taxes at the time you receive a Plan distribution. We encourage you to consult your tax advisor concerning your decision to participate in the Offer and possible tax ramifications.

NO RECOMMENDATION

The Company's board of directors has authorized the Company to make the tender offer. However, none of the Company, any member of its board of directors, the Dealer Manager, the Information Agent or the Depository (as those terms are defined in the Offer to Purchase) or the trustee makes any recommendation to stockholders as to whether they should tender or refrain from tendering their Shares or as to the purchase price or purchase prices at which any stockholder may choose to tender Shares. None of the Company, any member of its board of

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directors, the Dealer Manager, the Information Agent, the Depository or the trustee has authorized any person to make any recommendation with respect to the tender offer. Stockholders should carefully evaluate all information in the Offer to Purchase, consult their own financial and tax advisors and make their own decisions about whether to tender Shares and, if so, how many Shares to tender and the purchase price or purchase prices at which to tender.

If the terms of this letter conflict with the Offer to Purchase, the Offer to Purchase shall control.

FURTHER INFORMATION

If you require additional information concerning the procedure to tender Shares credited to your Plan account, please contact the AbbVie Retirement Plans Service Center at 1-855-538-7796. If you require additional information concerning the terms and conditions of the Offer, please call Georgeson LLC, the information agent for the Offer, toll free at 1-866-821-2614.

Sincerely,

The Northern Trust Company, as Trustee
of the AbbVie Savings Plan Trust

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IMMEDIATE ATTENTION REQUIRED

May 2, 2018

Re: AbbVie Inc. Tender Offer

Dear Participant in the AbbVie Puerto Rico Savings Plan (the "Plan"):

The enclosed tender offer materials, including the Offer to Purchase, dated May 1, 2018 (the "Offer to Purchase") and the Direction Form, require your immediate attention. The Plan records reflect that, as of April 24, 2018, all or a portion of your Plan account was invested in the AbbVie Stock Fund (the "Stock Fund"). The tender offer materials describe an offer by AbbVie Inc. (the "Company") to purchase up to \$7,500,000,000 of its common stock, par value \$0.01 per share (the "Shares"), at a purchase price of not greater than \$114 nor less than \$99 per Share (the "Offer"). As described below, you have the right to instruct Banco Popular de Puerto Rico, the Plan trustee, concerning whether to tender Shares allocated to your Plan account. **If you wish to instruct the Plan trustee to tender Shares in your Plan account, you will need to complete the enclosed Direction Form and return it to the tabulator in the enclosed return envelope (or provide directions via the Internet) so that it is RECEIVED by 1:00 p.m., New York City Time, on May 23, 2018, unless the Offer is extended, in which case the deadline for receipt of instructions will, to the extent feasible, be 3 business days prior to the new Offer expiration date. If you do not provide directions to the tabulator on a timely basis, you will be deemed to have elected not to participate in the Offer and no Shares allocated to your Plan account will be tendered.**

The remainder of this letter summarizes the transaction, your rights under the Plan and the procedures for providing your directions to Banco Popular de Puerto Rico, the trustee of the AbbVie Puerto Rico Savings Plan Trust (the "Trust") which serves as the funding vehicle for the Plan. You should also review the more detailed explanation provided in the Offer to Purchase.

Si tiene alguna dificultad en entender cualquier sección de esta carta porque está en inglés, puede comunicarse a nuestra Oficina de Beneficios (AbbVie Benefits Center) al 844-729-2236 cualquier día (lunes a viernes) entre 8 a.m. y 6 p.m. hora central para solicitar una traducción.

BACKGROUND

The Company made an Offer to its stockholders to purchase Shares with an aggregate value up to \$7,500,000,000 at a price not greater than \$114 nor less than \$99 per Share, upon the terms and subject to the conditions set forth in the enclosed Offer to Purchase. The Company will select the lowest purchase price (in increments of \$1.00 that will allow it to purchase up to \$7,500,000,000 of its Shares. Subject to the terms and conditions of the Offer as set forth in the Offer to Purchase, if the total number of Shares tendered is less than or equal to the number of shares having an aggregate purchase price of less than \$7,500,000,000, the Company will purchase all Shares that are properly tendered and not withdrawn. All Shares acquired in the Offer will be acquired at the same purchase price regardless of whether the stockholder tendered at a lower price.

The enclosed Offer to Purchase sets forth the terms and conditions of the Offer and is being provided to all of the Company's stockholders. To understand the Offer fully and for a more complete description of the terms and conditions of the Offer, you should carefully read the entire Offer to Purchase.

The Offer extends to the Shares held by the Plan. As of April 24, 2018, the Plan held approximately 1,374,000 Shares. Only Banco Popular de Puerto Rico, the trustee of the Trust, can tender these Shares in the Offer. As a participant in the Plan, you have the right to direct the trustee whether or not to tender some or all of the Shares credited to your individual account under the Plan, and at what price or prices. Unless otherwise required by applicable law, the trustee will tender Shares credited to participant accounts in accordance with participant

instructions and the trustee will not tender Shares credited to participant accounts for which it does not receive timely instructions. **If you do not complete the enclosed Direction Form and return it to the tabulator on a timely basis, or you do not provide timely directions via the Internet, you will be deemed to have elected not to participate in the Offer and no Shares credited to your Plan account will be tendered.**

LIMITATIONS ON FOLLOWING YOUR DIRECTION

The enclosed Direction Form, and the tabulator's website, allows you to specify the percentage of the Shares credited to your Plan account that you wish to tender and the price or prices at which you want to tender Shares credited to your Plan account. As detailed below, when the trustee tenders Shares on behalf of the Trust, it may be required to tender Shares on terms different than those set forth on your Direction Form and on the website of the tabulator.

The Employee Retirement Income Security Act of 1974, as amended ("ERISA"), prohibits the sale of Shares to the Company for less than "adequate consideration," which is defined by ERISA for a publicly-traded security as the prevailing market price on a national securities exchange, in this case the New York Stock Exchange, on or about the date the Shares are tendered by the trustee. Depending on the prevailing market price of the Shares on such date, the trustee may be unable to follow participant directions to tender Shares to the Company at certain prices within the offered range. The trustee will tender or not tender Shares as follows:

- If the prevailing market price is greater than the maximum tender price offered by the Company (\$114 per Share), notwithstanding your direction to tender Shares in the Offer, the Shares will not be tendered.
- If the prevailing market price is lower than the price at which you direct Shares to be tendered, the trustee will follow your direction both as to the percentage of Shares to tender and as to the price at which such Shares are tendered.
- If the prevailing market price is greater than the price at which you direct the Shares to be tendered but within the range of \$99 to \$114, the trustee will follow your direction regarding the percentage of Shares to be tendered, but will increase the price at which such Shares are to be tendered to the lowest tender price that is not less than the prevailing market price.
- If the prevailing market price is within the range of \$99 to \$114 for all Shares directed to be tendered at the per Share purchase price to be determined pursuant to the Offer, the trustee will tender such Shares at the lowest tender price that is not less than the prevailing market price.

Unless otherwise required by applicable law, the trustee will not tender Shares credited to participant accounts for which it has not timely received a completed Direction Form, directions via the Internet or for which it has received a direction not to tender pursuant to the Direction Form.

CONFIDENTIALITY

To ensure the confidentiality of your decision, the tabulator will tabulate participant directions and will not make your individual direction to the trustee available to the Company.

PROCEDURE FOR DIRECTING TRUSTEE

Enclosed is a Direction Form which should be completed and returned to the tabulator. You may alternatively use the Internet to provide your directions. Please note that the Direction Form indicates the number of Shares credited to your Plan account as of April 24, 2018. The current number of Shares in your account may be different now, and it may change further during the Offer period based on your Plan activity. For purposes of the final tabulation, the trustee will apply your instructions to the number of Shares credited to your Plan account as of May 24, 2018, or as of a later date if the Offer is extended. If you do not provide timely and proper directions, such Shares will be considered NOT TENDERED.

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To properly complete your Direction Form, you must do the following:

(1) On the face of the Direction Form, check Box 1 or 2. CHECK ONLY ONE BOX (if more than one box is checked, you will be deemed to have not tendered):

- CHECK BOX 1 if you do not want the Shares credited to your individual account tendered for sale in accordance with the terms of the Offer and simply want the Plan to continue holding such Shares.
- CHECK BOX 2 in all other cases and complete the table immediately below Box 2. Specify the percentage (1% to 100% in whole numbers) of Shares credited to your individual account that you want to tender at each price indicated.

You may direct the tender of Shares credited to your Plan account at different prices. To do so, you must state the percentage (1% to 100% in whole numbers) of Shares to be sold at each price by filling in the percentage of such Shares on the line immediately before the price. Also, you may elect to accept the per Share purchase price to be determined pursuant to the Offer, which will result in your receiving a price per Share as low as \$99 or as high as \$114. You should understand that an election to accept the per Share price to be determined pursuant to the Offer may cause the purchase price to be lower and could result in the tendered Shares being purchased at the minimum price of \$99 per Share. Leave a given line blank if you want no Shares tendered at that particular price. The total of the percentages you provide on the Direction Form may not exceed 100%, but it may be less than 100%. If this amount is less than 100%, you will be deemed to have instructed NOT to tender the balance of the Shares credited to your individual account. If the sum of all percentages exceeds 100%, your Direction Form will be rejected and none of your Shares allocated to your account will be tendered.

(2) Date and sign the Direction Form in the space provided.

(3) Return the Direction Form in the enclosed return envelope so that it is received by the tabulator at the address on the return envelope (Broadridge, Attn: Re-Organization Dept., P.O. Box 9116, Farmingdale, NY 11735-9547) not later than 1:00 p.m., New York City Time, on May 23, 2018, unless the Offer is extended, in which case, to the extent feasible, the participant deadline shall be 3 business days prior to the Offer expiration date. If you wish to return the form by overnight courier, please send it to the tabulator at Broadridge, Attn: BCIS—VP 401K Plan Processing, 51 Mercedes Way, Edgewood, NY 11717. Direction Forms will not be accepted via facsimile.

You may alternatively use the Internet to provide directions to the Plan trustee. If you wish to use the Internet to provide your directions to the trustee, please go to www.proxyvote.com/tender. You will be asked to enter the 16-digit control number from your trustee Direction Form into the box directly under “Enter Control Number” and click on the Submit button. You will then be able to provide your direction to the trustee on the following screen. Please note that you are not allowed to allocate more than 100% between the various price choices; you will get an error message if you do so and will be asked to make a new election. You may, however, choose to elect less than 100% between the various price choices; in such event the remaining percentage of the Shares credited to your Plan account will be considered undirected. The website will be available 24 hours per day through 1:00 p.m., New York City Time, on May 23, 2018.

Your direction will be deemed irrevocable unless it is withdrawn by 1:00 p.m., New York City Time, on May 23, 2018, unless the Offer is extended by the Company. To make an effective withdrawal, you must submit a new Direction Form. Upon your submission of a new, properly completed and timely Direction Form, your previous direction will be deemed cancelled. Additionally, you may change or redirect the tendering of any Shares credited to your Plan account by obtaining an additional Direction Form, or by providing new directions via the Internet, and repeating the previous instructions for directing your tender as set forth in this letter. To request a new Direction Form, call the AbbVie Retirement Plans Service Center at 1-855-538-7796 and your request will be submitted to the tabulator.

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After the deadline described above for submitting tender directions to the tabulator, the tabulator will complete the tabulation of all directions and notify the trustee of the results. The trustee will tender the appropriate number of Shares, at the appropriate price(s), on behalf of the Trust based on such results.

Subject to the satisfaction of the conditions described in the Offer to Purchase, the Company will purchase up to \$7,500,000,000 of shares that are properly tendered through the Offer. As described in the Offer to Purchase, if the Offer is oversubscribed, the Shares tendered pursuant to the Offer may be subject to proration. Any Shares credited to your account that are not purchased in the Offer will remain allocated to your individual account under the Plan.

EFFECT OF TENDER ON YOUR PLAN ACCOUNT

If you direct the Plan trustee to tender some or all of the Shares credited to your Plan account then, beginning at 4 p.m., New York City Time, on May 23, 2018, certain transactions involving the Stock Fund that affect your Plan account, including all exchanges out, loans, withdrawals and distributions, will be prohibited until all processing related to the Offer has been completed, unless the Offer is terminated or the completion date is extended. This period during which you will be unable to exercise these rights otherwise available under the Plan is called a “blackout period.” This blackout period during which there will be a freeze on transactions is expected to end on June 13, 2018. This freeze on transactions will apply to ALL Shares credited to your Plan account, even if you elect to tender less than 100% of the Shares credited to your Plan account.

In the event that the Offer is extended, the blackout period involving the Stock Fund will, if feasible, be temporarily lifted until three business days prior to the new completion date of the Offer, as extended, at which time a new blackout period imposing a freeze on these transactions involving the Stock Fund will commence. To obtain updated information about the participant election period and Offer expiration dates and deadlines, log on to www.resources.hewitt.com/abbvie or call the AbbVie Retirement Plans Service Center at 1-855-538-7796.

If you direct the trustee of the Trust NOT to tender any of the Shares credited to your account or you do not provide directions in a timely manner, you will continue to have access to all transactions normally available to the Stock Fund, subject to the rules of the Plan.

INVESTMENT OF PROCEEDS

For any Plan Shares that are tendered and purchased by the Company, the Company will pay cash to the Plan. **INDIVIDUAL PLAN PARTICIPANTS WILL NOT, HOWEVER, RECEIVE ANY CASH TENDER PROCEEDS DIRECTLY. ALL SUCH PROCEEDS WILL REMAIN IN THE PLAN, WILL BE CREDITED TO THE TENDERING PARTICIPANT'S ACCOUNT AND MAY BE WITHDRAWN ONLY IN ACCORDANCE WITH THE TERMS OF THE PLAN.**

The trustee will invest proceeds received with respect to tendered Plan Shares in the Plan's "qualified default investment alternative" as soon as administratively possible after receipt of the proceeds. This means that your tender proceeds will be invested in the State Street Target Retirement Series Fund most closely aligned with the year you reach age 65 (the Plan's normal retirement age). The trustee anticipates that the processing of participant accounts will be completed within five to seven business days after receipt of these proceeds, if not sooner. You may log on to www.resources.hewitt.com/abbvie or call the AbbVie Retirement Plans Service Center at 1-855-538-7796 after the reinvestment is complete to learn the effect of the tender on your account or to direct the investment of the tender proceeds in other investment options offered under the Plan.

SHARES OUTSIDE THE PLAN

If you hold Shares outside of the Plan, you will receive, under separate cover, Offer materials to be used to tender those Shares. **Those Offer materials may not be used to direct the trustee for the Trust to tender or not tender Shares credited to your Plan account.** Likewise, the tender of Shares credited to your Plan account will not be effective with respect to Shares you hold outside of the Plan. The direction to tender or not tender Shares

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credited to your Plan account may be made only in accordance with the procedures described in this letter. Similarly, the enclosed Direction Form may not be used to tender Shares held outside of the Plan.

TAX CONSEQUENCES

While you will not recognize any immediate tax gain or loss as a result of the tender and sale of any Shares credited to your Plan account, the tax treatment of future Plan distributions may be impacted. Specifically, participants' ability to take advantage of "net unrealized appreciation" for tax purposes may be impacted. Tender offer proceeds will be subject to all applicable taxes at the time you receive a Plan distribution. We encourage you to consult your tax advisor concerning your decision to participate in the Offer and possible tax ramifications.

NO RECOMMENDATION

The Company's board of directors has authorized the Company to make the tender offer. However, none of the Company, any member of its board of directors, the Dealer Manager, the Information Agent or the Depository (as those terms are defined in the Offer to Purchase) or the trustee makes any recommendation to stockholders as to whether they should tender or refrain from tendering their Shares or as to the purchase price or purchase prices at which any stockholder may choose to tender Shares. None of the Company, any member of its board of directors, the Dealer Manager, the Information Agent, the Depository or the trustee has authorized any person to make any recommendation with respect to the tender offer. Stockholders should carefully evaluate all information in the Offer to Purchase, consult their own financial and tax advisors and make their own decisions about whether to tender Shares and, if so, how many Shares to tender and the purchase price or purchase prices at which to tender.

If the terms of this letter conflict with the Offer to Purchase, the Offer to Purchase shall control.

FURTHER INFORMATION

If you require additional information concerning the procedure to tender Shares credited to your Plan account, please contact the AbbVie Retirement Plans Service Center at 1-855-538-7796. If you require additional information concerning the terms and conditions of the Offer, please call Georgeson LLC, the information agent for the Offer, toll free at 1-866-821-2614.

Sincerely,

Banco Popular de Puerto Rico, as Trustee
of the AbbVie Puerto Rico Savings Plan Trust

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BROADRIDGE CORPORATE ISSUER SOLUTIONS, INC.
ATTN: REORGANIZATION DEPARTMENT
P.O. BOX 9116
FARMINGDALE, NY 11735-9547

VOTE BY INTERNET - www.proxyvote.com/tender

If you wish to use the Internet to provide your directions regarding participation in the Offer, please go to the website www.proxyvote.com/tender, enter the 16-digit control number from your Trustee Direction Form (located in the box below next to the arrow) and click on the Submit button. You will then be able to provide your direction regarding participation in the Offer on the following screen.

BY HAND OR OVERNIGHT DELIVERY

Broadridge, Attn: BCIS-VP 401K Plan Processing
 51 Mercedes Way, Edgewood, NY 11717

VOTE BY MAIL

Broadridge, Attn: Re-Organization Dept.
 P.O. Box 9116, Farmingdale, NY 11735-9547

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

E48222-TBD

Trustee Direction Forms that are not timely received by this tabulation agent by 1:00 p.m. New York City time on May 23, 2018, and those received without a box checked below or with more than one box checked, will be treated as a direction NOT to tender Shares in the Offer.

As of April 24, 2018, the number of Shares credited to your interest in the AbbVie Company Stock Fund in the AbbVie Savings Plan is shown to the right of your address.

As described in the Offer to Purchase, dated May 1, 2018 (the "Offer"), the Offer is designed to offer AbbVie Inc. stockholders the opportunity to tender shares of AbbVie Inc. common stock (the "Shares") to AbbVie Inc. for cash. I hereby instruct The Northern Trust Company, as trustee for the AbbVie Savings Plan Trust (the "Trust") which serves as a funding medium for the AbbVie Savings Plan, to tender Shares attributable to my interest in the AbbVie Company Stock Fund as of May 24, 2018, unless a later deadline is announced, as follows (check only one box and complete):

PLEASE MAKE YOUR SELECTION

Box 1 I direct The Northern Trust Company, as trustee, NOT to tender any of the Shares attributable to my interest in the AbbVie Company Stock Fund in the Offer.

Box 2 I direct The Northern Trust Company, as trustee, to TENDER Shares attributable to my interest in the AbbVie Company Stock Fund in the percentages indicated below for each of the prices provided. This action could result in none of the Shares being tendered, if the purchase price determined by AbbVie Inc. pursuant to the Offer (the "Purchase Price") is less than the price(s) selected. If the Purchase Price for the Shares is equal to or greater than the price(s) selected, then the Shares purchased by AbbVie Inc. will be purchased at the Purchase Price, subject to the terms of the Offer, including proration in the event that the tender offer is oversubscribed.

FILL IN THE TABLE BELOW ONLY IF YOU HAVE CHECKED BOX 2.

Percentage of Shares to be tendered (the total of all percentages must be less than or equal to 100%). A blank space before a given price will be taken to mean that no Shares credited to your account are to be tendered at that price. If the total is less than 100% you will be deemed to have directed the trustee NOT to tender the remaining percentage. If the sum of all percentages exceeds 100%, your Direction Form will be rejected and none of your Shares allocated to your AbbVie Savings Plan account will be tendered.


_____ % at \$99	_____ % at \$100	_____ % at \$101	_____ % at \$102
_____ % at \$103	_____ % at \$104	_____ % at \$105	_____ % at \$106
_____ % at \$107	_____ % at \$108	_____ % at \$109	_____ % at \$110
_____ % at \$111	_____ % at \$112	_____ % at \$113	_____ % at \$114
_____ % at To Be Determined*			

* By entering a percentage on the % line at To Be Determined, the undersigned is willing to accept, for the percentage of Shares elected, the Purchase Price to be determined pursuant to the Offer which may be as low as \$99 or as high as \$114 per Share.

Please note that the AbbVie Savings Plan is prohibited by law from selling Shares to AbbVie Inc. for a price that is less than the prevailing market price of AbbVie common stock. Accordingly, if you elect to tender Shares at a price that is lower than the prevailing market price on the New York Stock Exchange, the tender price you elect will be deemed to have been increased to the closest tender price that is not less than the prevailing market price of AbbVie common stock on the New York Stock Exchange on the applicable date. **THIS COULD RESULT IN YOUR SELECTED PERCENTAGE(S) OF YOUR SHARES NOT BEING PURCHASED IN THE TENDER OFFER.** If the prevailing market price of AbbVie common stock on the New York Stock Exchange on the applicable date is greater than the maximum price available in the tender offer, **none of your Shares attributable to your interest in the AbbVie Company Stock Fund under the AbbVie Savings Plan will be tendered and your tender will be deemed to have been withdrawn.**

Please sign exactly as your name appears hereon.

Signature [PLEASE SIGN WITHIN BOX]	Date



**TRUSTEE DIRECTION FORM
ABBVIE SAVINGS PLAN
ABBVIE STOCK FUND
BEFORE COMPLETING THIS FORM, PLEASE
READ CAREFULLY ALL ENCLOSED
MATERIALS**

PLEASE NOTE THAT IF YOU DO NOT DELIVER TO THIS TABULATION AGENT A PROPERLY COMPLETED, SIGNED TRUSTEE DIRECTION FORM BY 1:00 P.M. NEW YORK CITY TIME ON MAY 23, 2018, OR PROVIDE TIMELY DIRECTIONS THROUGH THE INTERNET BY THE SAME DEADLINE, UNLESS THE OFFER IS EXTENDED, THE ABBVIE SHARES ALLOCATED TO YOUR ABBVIE SAVINGS PLAN ACCOUNT WILL NOT BE TENDERED INTO THE OFFER.

This Trustee Direction Form can be used by participants in the AbbVie Savings Plan (the "Plan") to provide direction to The Northern Trust Company as trustee for the AbbVie Savings Plan Trust (the "Trustee").
The Trustee makes no recommendation to any Plan participant regarding participation in the Offer.

This Trustee Direction Form, if properly signed, completed and received by the tabulation agent in a timely manner, will supersede any previous direction with respect to your participation in the Offer and your account in the Plan.

PLEASE SIGN AND DATE ON THE REVERSE SIDE.

BROADRIDGE CORPORATE ISSUER SOLUTIONS, INC.
ATTN: REORGANIZATION DEPARTMENT
P.O. BOX 9116
FARMINGDALE, NY 11735-9547

VOTE BY INTERNET - www.proxyvote.com/tender

If you wish to use the Internet to provide your directions regarding participation in the Offer, please go to the website www.proxyvote.com/tender, enter the 16-digit control number from your Trustee Direction Form (located in the box below next to the arrow) and click on the Submit button. You will then be able to provide your direction regarding participation in the Offer on the following screen.

BY HAND OR OVERNIGHT DELIVERY

Broadridge, Attn: BCIS-VP 401K Plan Processing
 51 Mercedes Way, Edgewood, NY 11717

VOTE BY MAIL

Broadridge, Attn: Re-Organization Dept.
 P.O. Box 9116, Farmingdale, NY 11735-9547

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

E48220-TBD

*Trustee Direction Forms that are not timely received by this tabulation agent by 1:00 p.m. New York City time on May 23, 2018, and those received without a box checked below or with more than one box checked, will be treated as a direction **NOT** to tender Shares in the Offer.*

As of April 24, 2018, the number of Shares credited to your interest in the AbbVie Company Stock Fund in the AbbVie Puerto Rico Savings Plan is shown to the right of your address.

As described in the Offer to Purchase, dated May 1, 2018 (the "Offer"), the Offer is designed to offer AbbVie Inc. stockholders the opportunity to tender shares of AbbVie Inc. common stock (the "Shares") to AbbVie Inc. for cash. I hereby instruct Banco Popular de Puerto Rico, as trustee for the AbbVie Puerto Rico Savings Plan Trust (the "Trust"), which serves as a funding medium for the AbbVie Puerto Rico Savings Plan, to tender Shares attributable to my interest in the AbbVie Company Stock Fund as of May 24, 2018, unless a later deadline is announced, as follows (check only one box and complete):

PLEASE MAKE YOUR SELECTION

Box 1 I direct Banco Popular de Puerto Rico, as trustee, **NOT** to tender any of the Shares attributable to my interest in the AbbVie Company Stock Fund in the Offer.

Box 2 I direct Banco Popular de Puerto Rico, as trustee, to **TENDER** Shares attributable to my interest in the AbbVie Company Stock Fund in the percentages indicated below for each of the prices provided. This action could result in none of the Shares being tendered, if the purchase price determined by AbbVie Inc. pursuant to the Offer (the "Purchase Price") is less than the price(s) selected. If the Purchase Price for the Shares is equal to or greater than the price(s) selected, then the Shares purchased by AbbVie Inc. will be purchased at the Purchase Price, subject to the terms of the Offer, including proration in the event that the tender offer is oversubscribed.

FILL IN THE TABLE BELOW ONLY IF YOU HAVE CHECKED BOX 2.

Percentage of Shares to be tendered (the total of all percentages must be less than or equal to 100%). A blank space before a given price will be taken to mean that no Shares credited to your account are to be tendered at that price. If the total is less than 100% you will be deemed to have directed the trustee **NOT** to tender the remaining percentage. If the sum of all percentages exceeds 100%, your Direction Form will be rejected and none of your Shares allocated to your AbbVie Savings Plan account will be tendered.

_____ % at \$99	_____ % at \$100	_____ % at \$101	_____ % at \$102
_____ % at \$103	_____ % at \$104	_____ % at \$105	_____ % at \$106
_____ % at \$107	_____ % at \$108	_____ % at \$109	_____ % at \$110
_____ % at \$111	_____ % at \$112	_____ % at \$113	_____ % at \$114
_____ % at To Be Determined*			

* By entering a percentage on the % line at To Be Determined, the undersigned is willing to accept, for the percentage of Shares elected, the Purchase Price to be determined pursuant to the Offer which may be as low as \$99 or as high as \$114 per Share.


Please note that the AbbVie Puerto Rico Savings Plan is prohibited by law from selling Shares to AbbVie Inc. for a price that is less than the prevailing market price of AbbVie common stock. Accordingly, if you elect to tender Shares at a price that is lower than the prevailing market price on the New York Stock Exchange, the tender price you elect will be deemed to have been increased to the closest tender price that is not less than the prevailing market price of AbbVie common stock on the New York Stock Exchange on the applicable date. **THIS COULD RESULT IN YOUR SELECTED PERCENTAGE(S) OF YOUR SHARES NOT BEING PURCHASED IN THE TENDER OFFER.** If the prevailing market price of AbbVie common stock on the New York Stock Exchange on the applicable date is greater than the maximum price available in the tender offer, **none of your Shares attributable to your interest in the AbbVie Company Stock Fund under the AbbVie Puerto Rico Savings Plan will be tendered and your tender will be deemed to have been withdrawn.**

Please sign exactly as your name appears hereon.

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Signature [PLEASE SIGN WITHIN BOX]

Date



**TRUSTEE DIRECTION FORM
ABBVIE PUERTO RICO SAVINGS PLAN
ABBVIE STOCK FUND
BEFORE COMPLETING THIS FORM, PLEASE
READ CAREFULLY ALL ENCLOSED
MATERIALS**

PLEASE NOTE THAT IF YOU DO NOT DELIVER TO THIS TABULATION AGENT A PROPERLY COMPLETED, SIGNED TRUSTEE DIRECTION FORM BY 1:00 P.M. NEW YORK CITY TIME ON MAY 23, 2018, OR PROVIDE TIMELY DIRECTIONS THROUGH THE INTERNET BY THE SAME DEADLINE, UNLESS THE OFFER IS EXTENDED, THE ABBVIE SHARES ALLOCATED TO YOUR ABBVIE PUERTO RICO SAVINGS PLAN ACCOUNT WILL NOT BE TENDERED INTO THE OFFER.

This Trustee Direction Form can be used by participants in the AbbVie Puerto Rico Savings Plan (the "Plan") to provide direction to Banco Popular de Puerto Rico as trustee for the AbbVie Puerto Rico Savings Plan Trust (the "Trustee"). The Trustee makes no recommendation to any Plan participant regarding participation in the Offer.

This Trustee Direction Form, if properly signed, completed and received by the tabulation agent in a timely manner, will supersede any previous direction with respect to your participation in the Offer and your account in the Plan.

PLEASE SIGN AND DATE ON THE REVERSE SIDE.



4 May 2018

Notice to AbbVie Employee Share Ownership Plan Participants

Dear ESOP Participant,

As you are an AbbVie Inc. (“AbbVie”) shareholder by virtue of your participation in the AbbVie Employee Share Ownership Plan (“ESOP”), we are sending you this letter to notify you of an offer being made by AbbVie Inc. to purchase a portion of its outstanding shares (referred to in this email as the “Offer”).

The details of the Offer are included in the enclosed Offer to Purchase document for your information. As you hold shares in the ESOP, you are entitled to participate in the Offer to tender your ESOP shares for sale to AbbVie on the same basis as all other AbbVie shareholders if you choose to do so, except that if you have held your ESOP Matching Shares or Dividend Shares for fewer than three years, you would not be permitted by the rules of the ESOP to sell those shares under the Offer.

PLEASE NOTE: IF YOU CHOOSE TO PARTICIPATE IN THE OFFER AND, SUBJECT TO THE TERMS OF THE OFFER, YOU SELL YOUR ESOP SHARES TO ABBVIE, WE EXPECT THAT IT IS LIKELY TO HAVE THE FOLLOWING CONSEQUENCES FOR YOUR ESOP SHARES:

- Your shares would be taken out of the ESOP, which would cause **income tax and National Insurance contributions (NICs) charges** to arise on these shares if you have held them for fewer than five years (if they are Partnership or Matching Shares).

The amount of the income tax and NICs charges would depend on whether you have held the shares in the ESOP for fewer than three years, or between three and five years. Please refer to the ESOP brochure for a summary of the general tax consequences of removing shares from the ESOP within five years.

- **There may be other tax consequences arising from the sale of your ESOP shares under the Offer** — for example, **there may be income tax and NICs charges** if the price offered for the shares under the Offer exceeds the market value of the shares, or, if the sale proceeds that you receive are characterised by HMRC as dividend income, **the proceeds may be taxed at dividend income tax rates**.
- **Any ESOP shares purchased under the Offer will be removed from the ESOP on the basis of ‘first in, first out’ (so the oldest shares would be removed first) and you are not able to select which shares (Partnership, Matching or Dividend) to sell, nor the price at which the shares submitted under the Offer were originally acquired.** Matching Shares and Dividend Shares cannot be included in the Offer in any event if these shares have been held in the ESOP for fewer than three years.

Neither AbbVie nor the ESOP Trustee is able to provide any advice as to the tax consequences of participating in the Offer.

YOU DO NOT NEED TO DO ANYTHING IF YOU DO NOT WISH TO TAKE UP THE OFFER. IN THAT CASE, YOUR ESOP SHARES WILL REMAIN IN THE ESOP AND THE TAX TREATMENT FOR YOUR ESOP SHARES WILL NOT BE AFFECTED AS A RESULT OF THE OFFER.

If, after reading this letter and the enclosed Offer to Purchase document, you wish to participate in the Offer despite the potential tax implications described above, please follow the instructions set out in the enclosed Instruction Notice before the deadline specified therein. However, we would urge you to seek independent tax advice before making this decision.

Please note that this is **NOT** a takeover offer, and AbbVie’s shares are **NOT** being bought by any third party. This is an offer by AbbVie to buy back some of its own shares, at the price determined using the process described in the attached information and on the terms and conditions set out in the Offer materials.

Neither AbbVie nor the ESOP Trustee can provide you with any financial or tax advice in connection with the Offer. The summary above is intended as general guidance only; your actual tax position will depend on your particular circumstances. Please speak to an independent personal financial or tax advisor if you wish to consider the Offer.

Yours sincerely,

LINK Asset Services on behalf of Client

THIS INSTRUCTION NOTICE IS PERSONAL TO THE INDIVIDUAL NAMED BELOW AND MAY NOT BE ASSIGNED, TRANSFERRED OR SPLIT. THIS INSTRUCTION NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document, or what action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

This document (the "Instruction Notice") should be read together with the notification dated Friday 4th May 2018 from LINK Market Services Limited (the "Notification") and the Offer to Purchase document. Words and expressions defined in the Notification Email or the Offer to Purchase document have the same meanings in this Instruction Notice save where the context requires otherwise. If the terms of this Instruction Notice or the Instruction Form attached thereto conflict with the terms of the Offer to Purchase, the Offer to Purchase shall control.

OFFER ACCEPTANCE INSTRUCTION NOTICE
FOR PARTICIPANTS OF THE
ABBVIE EMPLOYEE SHARE OWNERSHIP PLAN ("ESOP")

Dear [NAME OF PARTICIPANT],

PROCEDURE TO ACCEPT THE OFFER TO PURCHASE FOR CASH (THE "OFFER") IN RESPECT OF ELIGIBLE ESOP SHARES

The Offer is an offer by AbbVie Inc. of the opportunity to TENDER the sale of any eligible shares that the ESOP Trustee holds in the ESOP on your behalf, subject to the terms and conditions of the Offer. **Before deciding whether to accept the Offer, please:**

- read the Notification and the Offer to Purchase document carefully; and
- ensure that you understand the consequences, including the tax consequences, of your acceptance of the Offer; in this regard **you are urged to seek independent personal financial and tax advice before accepting the Offer.**

Please note that, under the terms and conditions of the ESOP, only certain shares held in the ESOP are eligible for inclusion in the Offer ("Eligible Shares"). These are:

- any Partnership Shares;
- any Matching Shares which have been held in the ESOP for more than 3 years; and
- any Dividend Shares which have been held in the ESOP for more than 3 years.

The total number of Eligible Shares held by the ESOP Trustee on your behalf as at the date of this Instruction Notice is: [XXXXX]

YOU DO NOT NEED TO DO ANYTHING IF YOU DO NOT WISH TO TAKE UP THE OFFER. IN THAT CASE, YOUR ESOP SHARES WILL REMAIN IN THE ESOP AND THE TAX TREATMENT FOR YOUR ESOP SHARES WILL NOT BE AFFECTED AS A RESULT OF THE OFFER.

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If you wish to accept the Offer in respect of any or all of your Eligible Shares, you will need to instruct the ESOP Trustee, Link Market Services Trustees Ltd, to carry out the acceptance on your behalf, subject to the terms and conditions of the Offer.

To submit your instruction, should you wish to do so, please complete and sign the Instruction Form attached below, and return this using the enclosed pre-paid envelope to LINK Market Services Trustees Limited, c/o Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4WX, **so as to arrive by no later than 9:00 am (GMT) on Tuesday 22nd May 2018**, unless the Offer is extended, in which case, to the extent feasible, the deadline shall be 5 business days prior to the expiration date of the Offer.

By submitting your instruction to the ESOP Trustee in accordance with the instructions set out herein and by the time and date specified above, you confirm that you understand and agree that:

- You are giving an irrevocable instruction to the ESOP Trustee to accept the Offer on your behalf, in respect of the number Eligible Shares;
- You have read and agree to the terms contained in this Instruction Notice;
- The tender for sale of your Eligible Shares under the Offer is subject to the terms and conditions of the Offer and you agree to those terms and conditions;
- Neither AbbVie Inc. nor the ESOP Trustee provides any guarantee that all or any of your Eligible Shares will be sold pursuant to the Offer. The Offer is only an offer to TENDER the sale of your Eligible Shares, subject to the terms and conditions of the Offer; and
- The ESOP Trustee will not tender for sale any shares under the Offer that it is prohibited from doing so by any applicable laws.

Your instruction will be deemed irrevocable.

Any sale proceeds that you receive as a result of your participation in the Offer which are subject to tax withholding will be returned to AbbVie for the required deductions to be made prior to distribution to you. In the event that no withholding is required on any sale proceeds that you receive as a result of your participation in the Offer, a cheque will be issued to you.

Please note:

Shares outside of the ESOP

If you hold any AbbVie Inc. shares outside of the ESOP, you will receive a separate communication about the Offer in respect of those shares. This Instruction Notice concerns only those shares which are currently held in the ESOP on your behalf and which may be eligible to be included to participate in the Offer. The procedures set out in this Instruction Notice cannot be used accept the Offer in respect of any shares you hold outside of the ESOP.

‘Blackout period’

If you instruct the ESOP trustee to tender some or all of your Eligible Shares then, beginning on May 23, 2018, certain transactions involving your ESOP shares will be prohibited until all processing related to the Offer has been completed, unless the Offer is terminated or the completion date is extended. This period during which you will be unable to exercise these rights that may otherwise available under the ESOP is called a “blackout period.” It is currently anticipated that this blackout period during which there will be a freeze on transactions is expected to end on June 13, 2018. This freeze on transactions will apply to ALL of your ESOP shares, even if you elect to tender less than 100% of your Eligible Shares.

In the event that the Offer is extended, the blackout period will, if feasible, be temporarily lifted until three days prior to the new completion date of the Offer, as extended, at which time a new blackout period imposing a freeze on these transactions will commence.

No recommendation

The Board of directors of AbbVie Inc. has authorized AbbVie Inc. to make the Offer. However, none of AbbVie Inc., any member of its board of directors, the Dealer Manager, the Information Agent or the Depositary (as those terms are defined in the Offer to Purchase) or the ESOP Trustee makes any recommendation to stockholders as to whether they should tender or refrain from tendering their Shares or as to the purchase price or purchase prices at which any stockholder may choose to tender Shares. None of AbbVie Inc., any member of its board of directors, the Dealer Manager, the Information Agent, the Depositary or the ESOP Trustee has authorized any person to make any recommendation with respect to the Offer. Stockholders should carefully evaluate all information in the Offer to Purchase, consult their own financial and tax advisors and make their own decisions about whether to tender Shares and, if so, how many Shares to tender and the purchase price or purchase prices at which to tender.

Your instruction to the ESOP Trustee to accept the Offer shall be of no effect unless it is duly completed in all respects and submitted by no later than 9:00 am (GMT) on Tuesday 22nd May 2018 (unless the Offer is extended, in which case, to the extent feasible, the deadline shall be 5 business days prior to the expiration date of the Offer). If your instruction is not given by that time, or if you fail to correctly complete any of the required fields in the Instruction Form, none of your Eligible Shares will be included in the Offer.

If you have any questions about this Instruction Notice, the Instruction Form or the procedure to accept the Offer with respect to your eligible ESOP shares, you should contact Link Market Services Trustees Ltd on 0371 664 0330 or +44(0)20 3367 8015 between 9.00 am and 5.30 pm (GMT) Monday to Friday (except UK public holidays). Calls will be charged at 10 pence per minute plus standard network costs. Please note that Link Market Services Trustees Ltd cannot provide any financial, legal or tax advice and calls may be recorded for training or monitoring purposes.

Instruction Form For Acceptance of Offer

(Please complete all pages)

If you wish to direct the ESOP Trustee to accept the Offer in respect of your Eligible Shares (as defined in the Instruction Notice above), subject to the terms and conditions of the Offer, please complete, sign and return this Instruction Form.

Please return this Instruction Form using the enclosed pre-paid envelope to LINK Market Services Trustees Limited, c/o Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4WX, so as to arrive by no later than 9:00 am (GMT) on Tuesday 22nd May 2018, unless the Offer is extended, in which case, to the extent feasible, the deadline shall be 5 business days prior to the expiration date of the Offer.

Please note that this Instruction Form should be read together with the Instruction Notice above. Please read the Instruction Notice above before signing this Instruction Form.

SECTION 1: YOUR INSTRUCTION

Your Name: [XXXXXXX]

Your IVC: [XXXXXX]

Your Address: [XXXXXXX]

Total number of Eligible Shares held by the ESOP Trustee on your behalf as at the date of the Instruction Notice (for your information only - please note this number may change): [XXXXXX]

PLEASE FILL IN THIS SECTION. Please indicate the percentage of Eligible Shares in respect of which you wish the ESOP Trustee to accept the Offer to tender on your behalf, and the respective sale price(s), by completing the table below. When doing so, PLEASE NOTE:

Please state the percentage (1% to 100% in whole numbers) of Eligible Shares to be tendered for sale at each price, by filling in the percentage of such shares on the line immediately before the relevant price. The total of all percentages must be less than or equal to 100%. A blank space before a given price will be taken to mean that no Eligible Shares are to be tendered at that price. If the total is less than 100% you will be deemed to have directed the ESOP Trustee NOT to tender the remaining percentage. If the sum of all percentages exceeds 100%, your Instruction Form will be rejected and none of your Eligible Shares will be tendered. Please enter percentages only; please do not enter numbers of shares (the number of Eligible Shares you hold may change by the time your instruction is applied, and so your Eligible Shares will not be tendered to the extent you specify numbers of shares).

_____ % at \$99.00	_____ % at \$107.00
_____ % at \$100.00	_____ % at \$108.00
_____ % at \$101.00	_____ % at \$109.00
_____ % at \$102.00	_____ % at \$110.00
_____ % at \$103.00	_____ % at \$111.00
_____ % at \$104.00	_____ % at \$112.00
_____ % at \$105.00	_____ % at \$113.00
_____ % at \$106.00	_____ % at \$114.00
_____ % at To Be Determined*	

* By entering a percentage on the % line at 'To Be Determined', you are willing to accept the Purchase Price as low as \$99.00 or as high as \$114.00 per Share for the percentage of Shares elected, as to be determined pursuant to the Offer.

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Please note that if the purchase price determined by AbbVie Inc. pursuant to the Offer (the "Purchase Price") is less than the price(s) you specify for your Eligible Shares, this could result in none of your Eligible Shares being tendered. Note that it is possible for the maximum price available in the Offer to be less than the prevailing market price on the New York Stock Exchange. If the Purchase Price is equal to or greater than the price(s) you select, then the Shares purchased by AbbVie Inc. will be purchased at the Purchase Price, subject to the terms of the Offer, including proration in the event that the Offer is oversubscribed.

The ESOP Trustee will apply your instruction (provided this is validly given) to the number of Eligible Shares at a point in time after the latest date on which you may submit your instruction (as specified herein), following completion of a reasonable administration and checking process and subject to, and within the procedures determined by, the terms and conditions of the Offer. In the event that any percentage that you specify results in a fractional share, the ESOP Trustee will round down to the nearest whole share and such fractional share will not be tendered under the Offer. Therefore, even if you elect to tender all of your Eligible Shares under the Offer, you may have shares remaining that will not be included in the Offer.

SECTION 2: YOUR SIGNATURE

When you have completed Section 1 above, you must sign and date this Instruction Form where shown below and return it to LINK Market Services Trustees Limited, c/o Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4WX, **so as to arrive by no later than 9:00 am (GMT) on Tuesday 22nd May 2018**, unless the Offer is extended, in which case, to the extent feasible, the deadline shall be 5 business days prior to the expiration date of the Offer.

By completing, signing and returning this Instruction Form in accordance with the instructions set out herein, you confirm that you understand and agree that:

- You are giving an irrevocable instruction to the ESOP Trustee to accept the Offer on your behalf in respect of the Eligible Shares that you have indicated above in Section 1;
- You have read and agree to the terms contained in the Instruction Notice and this Instruction Form;
- The tender for sale of your Eligible Shares under the Offer is subject to the terms and conditions of the Offer and you agree to those terms and conditions;
- Neither AbbVie Inc. nor the Eligible Trustee provides any guarantee that all or any of your ESOP Shares will be sold pursuant to the Offer. The Offer is only an offer to TENDER the sale of your Eligible Shares, subject to the terms and conditions of the Offer;
- The ESOP Trustee will not tender for sale any shares under the Offer that it is prohibited from doing so by any applicable laws; and
- Any sale proceeds that you receive as a result of your participation in the Offer which are subject to tax withholding will be returned to AbbVie for the required deductions to be made prior to distribution to you. In the event that no withholding is required on any sale proceeds that you receive as a result of your participation in the Offer, a cheque will be issued to you.

Sign here

Date

Daytime contact telephone number

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This Instruction Form shall be of no effect unless it is duly completed in all respects and is received by the Trustee by no later than 9:00 am (GMT) on Tuesday 22nd May 2018 (unless the Offer is extended, in which case, to the extent feasible, the deadline shall be 5 business days prior to the expiration date of the Offer). If this Instruction Form is not returned by this date, or is incorrectly completed, none of your Eligible Shares will be included in the Tender Offer. This Instruction Form will not be accepted if it is sent via facsimile (fax).

If you have any questions about this Instruction Form or the procedure to accept the Offer with respect to your eligible ESOP shares, you should contact Link Market Services Trustees Ltd on 0371 664 0330 or +44(0)20 3367 8015 between 9.00 am and 5.30 pm (GMT) Monday to Friday (except UK public holidays). Calls will be charged at 10 pence per minute plus standard network costs. Please note that Link Market Services Trustees Ltd cannot provide any financial, legal or tax advice and calls may be recorded for training or monitoring purposes.

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