UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2022

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number: 001-35565

AbbVie Inc.

(Exact name of registrant as specified in its charter)

Delaware	**32-0375147**
(State or other jurisdiction of incorporation or organization)	(I.R.S. employer identification number)

1 North Waukegan Road
North Chicago, Illinois 60064-6400

Telephone: **(847) 932-7900**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer ☒	Accelerated Filer ☐
Non-Accelerated Filer ☐	Smaller reporting company ☐
	Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Common Stock, par value $0.01 per share	ABBV	New York Stock Exchange
		Chicago Stock Exchange
1.500% Senior Notes due 2023	ABBV23B	New York Stock Exchange
1.375% Senior Notes due 2024	ABBV24	New York Stock Exchange
1.250% Senior Notes due 2024	ABBV24B	New York Stock Exchange
0.750% Senior Notes due 2027	ABBV27	New York Stock Exchange
2.125% Senior Notes due 2028	ABBV28	New York Stock Exchange
2.625% Senior Notes due 2028	ABBV28B	New York Stock Exchange
2.125% Senior Notes due 2029	ABBV29	New York Stock Exchange
1.250% Senior Notes due 2031	ABBV31	New York Stock Exchange

As of October 26, 2022, AbbVie Inc. had 1,768,480,508 shares of common stock at $0.01 par value outstanding.

AbbVie Inc. and Subsidiaries
Table of Contents

AbbVie Inc. and Subsidiaries
Condensed Consolidated Statements of Earnings (unaudited)

(in millions, except per share data)	Three months ended September 30, 2022	Three months ended September 30, 2021	Nine months ended September 30, 2022	Nine months ended September 30, 2021
Net revenues	$ 14,812	$ 14,342	$ 42,933	$ 41,311
Cost of products sold	5,022	4,390	13,244	13,126
Selling, general and administrative	3,304	3,083	11,843	9,089
Research and development	1,614	1,661	4,720	5,095
Acquired IPR&D and milestones	40	402	454	719
Other operating expense, net	229	500	57	432
Total operating costs and expenses	10,209	10,036	30,318	28,461
Operating earnings	4,603	4,306	12,615	12,850
Interest expense, net	497	585	1,568	1,813
Net foreign exchange loss	36	12	108	35
Other expense (income), net	(330)	21	427	2,284
Earnings before income tax expense	4,400	3,688	10,512	8,718
Income tax expense	448	508	1,139	1,214
Net earnings	3,952	3,180	9,373	7,504
Net earnings attributable to noncontrolling interest	3	1	10	6
Net earnings attributable to AbbVie Inc.	$ 3,949	$ 3,179	$ 9,363	$ 7,498
Per share data				
Basic earnings per share attributable to AbbVie Inc.	$ 2.22	$ 1.78	$ 5.26	$ 4.21
Diluted earnings per share attributable to AbbVie Inc.	$ 2.21	$ 1.78	$ 5.24	$ 4.19
Weighted-average basic shares outstanding	1,771	1,770	1,771	1,769
Weighted-average diluted shares outstanding	1,776	1,777	1,777	1,776

The accompanying notes are an integral part of these condensed consolidated financial statements.

AbbVie Inc. and Subsidiaries
Condensed Consolidated Statements of Comprehensive Income (unaudited)

(in millions)	Three months ended September 30, 2022	Three months ended September 30, 2021	Nine months ended September 30, 2022	Nine months ended September 30, 2021
Net earnings	$ 3,952	$ 3,180	$ 9,373	$ 7,504
Foreign currency translation adjustments, net of tax expense (benefit) of $(11) for the three months and $(30) for the nine months ended September 30, 2022 and $(8) for the three months and $(32) for the nine months ended September 30, 2021	(989)	(361)	(2,043)	(794)
Net investment hedging activities, net of tax expense (benefit) of $165 for the three months and $348 for the nine months ended September 30, 2022 and $51 for the three months and $123 for the nine months ended September 30, 2021	599	184	1,265	444
Pension and post-employment benefits, net of tax expense (benefit) of $14 for the three months and $35 for the nine months ended September 30, 2022 and $17 for the three months and $50 for the nine months ended September 30, 2021	60	67	136	196
Cash flow hedging activities, net of tax expense (benefit) of $14 for the three months and $17 for the nine months ended September 30, 2022 and $13 for the three months and $16 for the nine months ended September 30, 2021	83	57	98	115
Other comprehensive loss	(247)	(53)	(544)	(39)
Comprehensive income	3,705	3,127	8,829	7,465
Comprehensive income attributable to noncontrolling interest	3	1	10	6
Comprehensive income attributable to AbbVie Inc.	$ 3,702	$ 3,126	$ 8,819	$ 7,459

The accompanying notes are an integral part of these condensed consolidated financial statements.

AbbVie Inc. and Subsidiaries
Condensed Consolidated Balance Sheets

(in millions, except share data)	September 30, 2022	December 31, 2021
	(unaudited)	
Assets		
Current assets		
Cash and equivalents	$ 11,832	$ 9,746
Short-term investments	47	84
Accounts receivable, net	10,743	9,977
Inventories	3,172	3,128
Prepaid expenses and other	4,570	4,993
Total current assets	30,364	27,928
Investments	235	277
Property and equipment, net	4,893	5,110
Intangible assets, net	68,725	75,951
Goodwill	31,726	32,379
Other assets	5,382	4,884
Total assets	$ 141,325	$ 146,529
Liabilities and Equity		
Current liabilities		
Short-term borrowings	$ 10	$ 14
Current portion of long-term debt and finance lease obligations	9,197	12,481
Accounts payable and accrued liabilities	23,505	22,699
Total current liabilities	32,712	35,194
Long-term debt and finance lease obligations	60,399	64,189
Deferred income taxes	1,972	3,009
Other long-term liabilities	30,215	28,701
Commitments and contingencies		
Stockholders' equity		
Common stock, $0.01 par value, 4,000,000,000 shares authorized, 1,812,973,038 shares issued as of September 30, 2022 and 1,803,195,293 as of December 31, 2021	18	18
Common stock held in treasury, at cost, 44,572,117 shares as of September 30, 2022 and 34,857,597 as of December 31, 2021	(4,590)	(3,143)
Additional paid-in capital	19,056	18,305
Retained earnings	4,953	3,127
Accumulated other comprehensive loss	(3,443)	(2,899)
Total stockholders' equity	15,994	15,408
Noncontrolling interest	33	28
Total equity	16,027	15,436
Total liabilities and equity	$ 141,325	$ 146,529

The accompanying notes are an integral part of these condensed consolidated financial statements.

AbbVie Inc. and Subsidiaries
Condensed Consolidated Statements of Equity (unaudited)

(in millions)	Common shares outstanding	Common stock	Treasury stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive loss	Noncontrolling interest	Total
Balance at June 30, 2021	1,767	$ 18	$ (3,022)	$ 17,936	$ 740	$ (3,103)	$ 25	$ 12,594
Net earnings attributable to AbbVie Inc.	—	—	—	—	3,179	—	—	3,179
Other comprehensive loss, net of tax	—	—	—	—	—	(53)	—	(53)
Dividends declared	—	—	—	—	(2,319)	—	—	(2,319)
Purchases of treasury stock	—	—	(6)	—	—	—	—	(6)
Stock-based compensation plans and other	1	—	8	172	—	—	—	180
Change in noncontrolling interest	—	—	—	—	—	—	2	2
Balance at September 30, 2021	1,768	$ 18	$ (3,020)	$ 18,108	$ 1,600	$ (3,156)	$ 27	$ 13,577
Balance at June 30, 2022	1,768	$ 18	$ (4,591)	$ 18,906	$ 3,516	$ (3,196)	$ 35	$ 14,688
Net earnings attributable to AbbVie Inc.	—	—	—	—	3,949	—	—	3,949
Other comprehensive loss, net of tax	—	—	—	—	—	(247)	—	(247)
Dividends declared	—	—	—	—	(2,512)	—	—	(2,512)
Purchases of treasury stock	—	—	(4)	—	—	—	—	(4)
Stock-based compensation plans and other	—	—	5	150	—	—	—	155
Change in noncontrolling interest	—	—	—	—	—	—	(2)	(2)
Balance at September 30, 2022	1,768	$ 18	$ (4,590)	$ 19,056	$ 4,953	$ (3,443)	$ 33	$ 16,027
Balance at December 31, 2020	1,765	$ 18	$ (2,264)	$ 17,384	$ 1,055	$ (3,117)	$ 21	$ 13,097
Net earnings attributable to AbbVie Inc.	—	—	—	—	7,498	—	—	7,498
Other comprehensive loss, net of tax	—	—	—	—	—	(39)	—	(39)
Dividends declared	—	—	—	—	(6,953)	—	—	(6,953)
Purchases of treasury stock	(7)	—	(803)	—	—	—	—	(803)
Stock-based compensation plans and other	10	—	47	724	—	—	—	771
Change in noncontrolling interest	—	—	—	—	—	—	6	6
Balance at September 30, 2021	1,768	$ 18	$ (3,020)	$ 18,108	$ 1,600	$ (3,156)	$ 27	$ 13,577
Balance at December 31, 2021	1,768	$ 18	$ (3,143)	$ 18,305	$ 3,127	$ (2,899)	$ 28	$ 15,436
Net earnings attributable to AbbVie Inc.	—	—	—	—	9,363	—	—	9,363
Other comprehensive loss, net of tax	—	—	—	—	—	(544)	—	(544)
Dividends declared	—	—	—	—	(7,537)	—	—	(7,537)
Purchases of treasury stock	(10)	—	(1,483)	—	—	—	—	(1,483)
Stock-based compensation plans and other	10	—	36	751	—	—	—	787
Change in noncontrolling interest	—	—	—	—	—	—	5	5
Balance at September 30, 2022	1,768	$ 18	$ (4,590)	$ 19,056	$ 4,953	$ (3,443)	$ 33	$ 16,027

The accompanying notes are an integral part of these condensed consolidated financial statements.

AbbVie Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows (unaudited)

(in millions) (brackets denote cash outflows)	Nine months ended September 30, 2022	2021
Cash flows from operating activities		
Net earnings	$ 9,373	$ 7,504
Adjustments to reconcile net earnings to net cash from operating activities:		
Depreciation	582	630
Amortization of intangible assets	5,728	5,912
Deferred income taxes	(1,415)	(153)
Change in fair value of contingent consideration liabilities	647	2,447
Stock-based compensation	539	563
Acquired IPR&D and milestones	454	719
Other charges related to collaborations	—	500
Gain on divestitures	(172)	(68)
Non-cash litigation reserve adjustments, net of cash payments	2,261	21
Impairment of intangible assets	770	50
Other, net	(151)	(185)
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable	(1,039)	(572)
Inventories	(516)	(30)
Prepaid expenses and other assets	(60)	(462)
Accounts payable and other liabilities	330	1,454
Income tax assets and liabilities, net	184	(628)
Cash flows from operating activities	17,515	17,702
Cash flows from investing activities		
Acquisitions and investments	(494)	(837)
Acquisitions of property and equipment	(482)	(600)
Purchases of investment securities	(1,428)	(73)
Sales and maturities of investment securities	1,460	88
Other, net	769	223
Cash flows from investing activities	(175)	(1,199)
Cash flows from financing activities		
Proceeds from issuance of long-term debt	2,000	1,000
Repayments of long-term debt and finance lease obligations	(7,582)	(5,662)
Dividends paid	(7,537)	(6,947)
Purchases of treasury stock	(1,483)	(803)
Proceeds from the exercise of stock options	209	169
Payments of contingent consideration liabilities	(817)	(480)
Other, net	41	22
Cash flows from financing activities	(15,169)	(12,701)
Effect of exchange rate changes on cash and equivalents	(85)	(69)
Net change in cash and equivalents	2,086	3,733
Cash and equivalents, beginning of period	9,746	8,449
Cash and equivalents, end of period	$ 11,832	$ 12,182

The accompanying notes are an integral part of these condensed consolidated financial statements.

Note 1 Basis of Presentation

Basis of Historical Presentation

The unaudited interim condensed consolidated financial statements of AbbVie Inc. (AbbVie or the company) have been prepared pursuant to the rules and regulations of the U.S. Securities and Exchange Commission. Accordingly, certain information and footnote disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles in the United States (U.S. GAAP) have been omitted. These unaudited interim condensed consolidated financial statements should be read in conjunction with the company's audited consolidated financial statements and notes included in the company's Annual Report on Form 10-K for the year ended December 31, 2021.

It is management's opinion that these financial statements include all normal and recurring adjustments necessary for a fair presentation of the company's financial position and operating results. Net revenues and net earnings for any interim period are not necessarily indicative of future or annual results.

During the three months ended March 31, 2022, AbbVie revised its classification of development milestone expense associated with licensing and collaboration arrangements in the consolidated statement of earnings. Milestone payments incurred prior to regulatory approval, which were previously included in research and development expense, are now presented as acquired IPR&D and milestones expense. The reclassification decreased research and development expense and increased acquired IPR&D and milestones expense by $12 million for the three months and $162 million for the nine months ended September 30, 2021. The company believes this presentation assists users of the financial statements to better understand the total upfront and subsequent development milestone payments incurred to acquire in-process research and development projects. Prior periods have been reclassified to conform to the current period presentation. The reclassification had no impact on total operating costs and expenses, operating earnings, net earnings, net earnings attributable to AbbVie, Inc., earnings per share, or total equity. Certain other reclassifications were made to conform the prior period interim condensed consolidated financial statements to the current period presentation.

Note 2 Supplemental Financial Information

Interest Expense, Net

	Three months ended September 30,		Nine months ended September 30,	
(in millions)	2022	2021	2022	2021
Interest expense	$ 560	$ 596	$ 1,664	$ 1,843
Interest income	(63)	(11)	(96)	(30)
Interest expense, net	$ 497	$ 585	$ 1,568	$ 1,813

Inventories

(in millions)	September 30, 2022	December 31, 2021
Finished goods	$ 903	$ 932
Work-in-process	1,309	1,193
Raw materials	960	1,003
Inventories	$ 3,172	$ 3,128

Property and Equipment, Net

(in millions)	September 30, 2022	December 31, 2021
Property and equipment, gross	$ 10,679	$ 10,727
Accumulated depreciation	(5,786)	(5,617)
Property and equipment, net	$ 4,893	$ 5,110

Depreciation expense was $181 million for the three months and $582 million for the nine months ended September 30, 2022 and $223 million for the three months and $630 million for the nine months ended September 30, 2021.

Note 3 Earnings Per Share

AbbVie grants certain restricted stock units (RSUs) that are considered to be participating securities. Due to the presence of participating securities, AbbVie calculates earnings per share (EPS) using the more dilutive of the treasury stock or the two-class method. For all periods presented, the two-class method was more dilutive.

The following table summarizes the impact of the two-class method:

	Three months ended September 30,		Nine months ended September 30,	
(in millions, except per share data)	2022	2021	2022	2021
Basic EPS				
Net earnings attributable to AbbVie Inc.	$ 3,949	$ 3,179	$ 9,363	$ 7,498
Earnings allocated to participating securities	18	21	43	53
Earnings available to common shareholders	$ 3,931	$ 3,158	$ 9,320	$ 7,445
Weighted-average basic shares outstanding	1,771	1,770	1,771	1,769
Basic earnings per share attributable to AbbVie Inc.	$ 2.22	$ 1.78	$ 5.26	$ 4.21
Diluted EPS				
Net earnings attributable to AbbVie Inc.	$ 3,949	$ 3,179	$ 9,363	$ 7,498
Earnings allocated to participating securities	18	21	43	53
Earnings available to common shareholders	$ 3,931	$ 3,158	$ 9,320	$ 7,445
Weighted-average shares of common stock outstanding	1,771	1,770	1,771	1,769
Effect of dilutive securities	5	7	6	7
Weighted-average diluted shares outstanding	1,776	1,777	1,777	1,776
Diluted earnings per share attributable to AbbVie Inc.	$ 2.21	$ 1.78	$ 5.24	$ 4.19

Certain shares issuable under stock-based compensation plans were excluded from the computation of EPS because the effect would have been antidilutive. The number of common shares excluded was insignificant for all periods presented.

Note 4 Licensing, Acquisitions and Other Arrangements

Cash outflows related to acquisitions and investments totaled $494 million for the nine months ended September 30, 2022 and $837 million for the nine months ended September 30, 2021. AbbVie recorded acquired IPR&D and milestones expense of $40 million for the three months and $454 million for the nine months ended September 30, 2022 and $402 million for the three months and $719 million for the nine months ended September 30, 2021.

Syndesi Therapeutics SA

In February 2022, AbbVie acquired Syndesi Therapeutics SA and its portfolio of novel modulators of the synaptic vesicle protein 2A, including its lead molecule SDI-118 and accounted for the transaction as an asset acquisition. SDI-118 is a small molecule currently in Phase 1b studies, which is being evaluated to target nerve terminals to enhance synaptic efficiency. Under the terms of the agreement, AbbVie made an upfront payment of $130 million which was recorded to acquired IPR&D and milestones expense in the

condensed consolidated statement of earnings in the first quarter of 2022. The agreement also includes additional future payments of up to $870 million upon the achievement of certain development, regulatory and commercial milestones.

Juvise Pharmaceuticals

In June 2022, AbbVie and Laboratories Juvise Pharmaceuticals (Juvise) entered into an asset purchase agreement where Juvise acquired worldwide commercial rights of a mature brand Pylera, which is used for the treatment of peptic ulcers with an infection by the bacterium Helicobacter pylori. The transaction was accounted for as the sale of an asset. Upon completion of the transaction, AbbVie received net cash proceeds of $215 million and recognized a pre-tax gain of $172 million which was recorded in other operating income in the condensed consolidated statement of earnings in the second quarter of 2022.

DJS Antibodies Ltd

Subsequent to September 30, 2022, AbbVie entered into an agreement to acquire DJS Antibodies Ltd (DJS) including its lead program DJS-002 and proprietary HEPTAD platform. DJS-002 is an LPAR1 antagonist antibody currently in preclinical studies for the treatment of Idiopathic Pulmonary Fibrosis and other fibrotic diseases. HEPTAD platform is a potential novel approach to antibody discovery with specific capabilities targeting transmembrane protein targets. Under the terms of the agreement, AbbVie will make an upfront payment of approximately $255 million plus additional future payments of up to $95 million upon achievement of certain development milestones.

Calico Life Sciences LLC

In July 2021, AbbVie and Calico Life Sciences LLC (Calico) entered into an extension of their collaboration to discover, develop and bring to market new therapies for patients with age-related diseases, including neurodegeneration and cancer. This is the second collaboration extension and builds on the partnership established in 2014 and extended in 2018. Under the terms of the agreement, AbbVie and Calico will each contribute an additional $500 million and the term is extended for an additional three years. AbbVie's contribution is payable in two equal installments beginning in 2023. Calico will be responsible for research and early development until 2025 and will advance collaboration projects into Phase 2a through 2030. Following completion of the Phase 2a studies, AbbVie will have the option to exclusively license the collaboration compounds. Upon exercise, AbbVie would be responsible for late-stage development and commercial activities. Collaboration costs and profits will be shared equally by both parties post option exercise. During the third quarter of 2021, AbbVie recorded $500 million as other operating expense in the condensed consolidated statement of earnings related to its commitments under the agreement.

TeneoOne and TNB-383B

In September 2021, AbbVie acquired TeneoOne, an affiliate of Teneobio, Inc., and TNB-383B, a BCMA-targeting immunotherapeutic for the potential treatment of relapsed or refractory multiple myeloma (R/R MM). In February 2019, AbbVie and TeneoOne entered a strategic transaction to develop and commercialize TNB-383B, a bispecific antibody that simultaneously targets BCMA and CD3 and is designed to direct the body's own immune system to target and kill BCMA-expressing tumor cells. AbbVie exercised its exclusive right to acquire TeneoOne and TNB-383B based on an interim analysis of an ongoing Phase 1 study and accounted for the transaction as an asset acquisition. Under the terms of the agreement, AbbVie made an exercise payment of $400 million which was recorded to acquired IPR&D and milestones expense in the condensed consolidated statement of earnings in the third quarter of 2021. The agreement also included additional payments of up to $250 million upon the achievement of certain development, regulatory and commercial milestones.

Note 5 Collaborations

The company has ongoing transactions with other entities through collaboration agreements. The following represent the significant collaboration agreements impacting the periods ended September 30, 2022 and 2021.

Collaboration with Janssen Biotech, Inc.

In December 2011, Pharmacyclics, a wholly-owned subsidiary of AbbVie, entered into a worldwide collaboration and license agreement with Janssen Biotech, Inc. and its affiliates (Janssen), one of the Janssen Pharmaceutical companies of Johnson & Johnson, for the joint development and commercialization of Imbruvica, a novel, orally active, selective covalent inhibitor of Bruton's tyrosine kinase and certain compounds structurally related to Imbruvica, for oncology and other indications, excluding all immune and inflammatory mediated diseases or conditions and all psychiatric or psychological diseases or conditions, in the United States and outside the United States.

The collaboration provides Janssen with an exclusive license to commercialize Imbruvica outside of the United States and co-exclusively with AbbVie in the United States. Both parties are responsible for the development, manufacturing and marketing of any products generated as a result of the collaboration. The collaboration has no set duration or specific expiration date and provides for potential future development, regulatory and approval milestone payments of up to $200 million to AbbVie. The collaboration also includes a cost sharing arrangement for associated collaboration activities. Except in certain cases, Janssen is responsible for approximately 60% of collaboration development costs and AbbVie is responsible for the remaining 40% of collaboration development costs.

In the United States, both parties have co-exclusive rights to commercialize the products; however, AbbVie is the principal in the end-customer product sales. AbbVie and Janssen share pre-tax profits and losses equally from the commercialization of products. Sales of Imbruvica are included in AbbVie's net revenues. Janssen's share of profits is included in AbbVie's cost of products sold. Other costs incurred under the collaboration are reported in their respective expense line items, net of Janssen's share.

Outside the United States, Janssen is responsible for and has exclusive rights to commercialize Imbruvica. AbbVie and Janssen share pre-tax profits and losses equally from the commercialization of products. AbbVie's share of profits is included in AbbVie's net revenues. Other costs incurred under the collaboration are reported in their respective expense line items, net of Janssen's share.

The following table shows the profit and cost sharing relationship between Janssen and AbbVie:

	Three months ended September 30,		Nine months ended September 30,	
(in millions)	2022	2021	2022	2021
United States - Janssen's share of profits (included in cost of products sold)	$ 398	$ 518	$ 1,210	$ 1,497
International - AbbVie's share of profits (included in net revenues)	286	265	868	816
Global - AbbVie's share of other costs (included in respective line items)	63	76	196	220

AbbVie's receivable from Janssen, included in accounts receivable, net, was $296 million at September 30, 2022 and $294 million at December 31, 2021. AbbVie's payable to Janssen, included in accounts payable and accrued liabilities, was $379 million at September 30, 2022 and $509 million at December 31, 2021.

Collaboration with Genentech, Inc.

AbbVie and Genentech, Inc. (Genentech), a member of the Roche Group, are parties to a collaboration and license agreement executed in 2007 to jointly research, develop and commercialize human therapeutic products containing BCL-2 inhibitors and certain other compound inhibitors which includes Venclexta, a BCL-2 inhibitor used to treat certain hematological malignancies. AbbVie shares equally with Genentech all pre-tax profits and losses from the development and commercialization of Venclexta in the United States. AbbVie pays royalties on Venclexta net revenues outside the United States.

AbbVie manufactures and distributes Venclexta globally and is the principal in the end-customer product sales. Sales of Venclexta are included in AbbVie's net revenues. Genentech's share of United States profits is included in AbbVie's cost of products sold. AbbVie records sales and marketing costs associated with the United States collaboration as part of selling, general and administrative (SG&A) expenses and global development costs as part of research and development (R&D) expenses, net of Genentech's share. Royalties paid for Venclexta revenues outside the United States are also included in AbbVie's cost of products sold.

The following table shows the profit and cost sharing relationship between Genentech and AbbVie:

	Three months ended September 30,		Nine months ended September 30,	
(in millions)	2022	2021	2022	2021
Genentech's share of profits, including royalties (included in cost of products sold)	$ 204	$ 187	$ 578	$ 514
AbbVie's share of sales and marketing costs from U.S. collaboration (included in SG&A)	10	10	27	29
AbbVie's share of development costs (included in R&D)	29	34	87	110

Note 6 Goodwill and Intangible Assets

Goodwill

The following table summarizes the changes in the carrying amount of goodwill:

(in millions)	
Balance as of December 31, 2021	$ 32,379
Foreign currency translation adjustments	(653)
Balance as of September 30, 2022	$ 31,726

The company performs its annual goodwill impairment assessment in the third quarter, or earlier if impairment indicators exist. As of September 30, 2022, there were no accumulated goodwill impairment losses.

Intangible Assets, Net

The following table summarizes intangible assets:

	September 30, 2022			December 31, 2021		
(in millions)	Gross carrying amount	Accumulated amortization	Net carrying amount	Gross carrying amount	Accumulated amortization	Net carrying amount
Definite-lived intangible assets						
Developed product rights	$ 87,313	$ (23,368)	$ 63,945	$ 88,945	$ (18,463)	$ 70,482
License agreements	8,486	(4,376)	4,110	8,487	(3,688)	4,799
Total definite-lived intangible assets	95,799	(27,744)	68,055	97,432	(22,151)	75,281
Indefinite-lived intangible assets	670	—	670	670	—	670
Total intangible assets, net	$ 96,469	$ (27,744)	$ 68,725	$ 98,102	$ (22,151)	$ 75,951

Definite-Lived Intangible Assets

Amortization expense was $2.0 billion for the three months and $5.7 billion for the nine months ended September 30, 2022 and $1.9 billion for the three months and $5.9 billion for the nine months ended September 30, 2021. Amortization expense was included in cost of products sold in the condensed consolidated statements of earnings.

In September 2022, the company made a strategic decision to reduce ongoing sales and marketing investment related to Vuity, an on-market product to treat presbyopia. This strategic decision contributed to a significant decrease in the estimated future cash flows for the product and represented a triggering event which required the company to evaluate the underlying definite lived-intangible asset for impairment. The company utilized a discounted cash flow analysis to estimate the fair value of the intangible asset resulting in a full impairment of both the gross and net carrying amount. Based on the revised cash flows, the company recorded a pre-tax impairment charge of $770 million to cost of products sold in the condensed consolidated statement of earnings for the third quarter of 2022.

Indefinite-Lived Intangible Assets

Indefinite-lived intangible assets represent in-process research and development associated with products that have not yet received regulatory approval. The company performs its annual impairment assessment of indefinite-lived intangible assets in the third quarter, or earlier if impairment indicators exist.

Note 7 Integration and Restructuring Plans

Allergan Integration Plan

Following the closing of the Allergan acquisition, AbbVie implemented an integration plan designed to reduce costs, integrate and optimize the combined organization. To achieve these integration objectives, AbbVie expects to incur total cumulative charges of approximately $2 billion through 2022. These costs consist of severance and employee benefit costs (cash severance, non-cash severance including accelerated equity award compensation expense, retention and other termination benefits) and other integration expenses.

The following table summarizes the charges (benefits) associated with the Allergan acquisition integration plan:

	Severance and employee benefits				Other integration			
	Three months ended September 30,		Nine months ended September 30,		Three months ended September 30,		Nine months ended September 30,	
(in millions)	2022	2021	2022	2021	2022	2021	2022	2021
Cost of products sold	$ —	$ 2	$ (4)	$ 8	$ 24	$ 44	$ 85	$ 84
Research and development	1	—	2	—	3	18	12	87
Selling, general and administrative	4	18	4	47	84	88	230	213
Total charges	$ 5	$ 20	$ 2	$ 55	$ 111	$ 150	$ 327	$ 384

The following table summarizes the cash activity in the recorded liability associated with the Allergan integration plan for the nine months ended September 30, 2022:

(in millions)	Severance and employee benefits	Other integration
Accrued balance as of December 31, 2021	$ 222	$ 33
Charges	2	316
Payments and other adjustments	(107)	(343)
Accrued balance as of September 30, 2022	$ 117	$ 6

Other Restructuring

AbbVie recorded restructuring charges of $50 million for the three months and $143 million for the nine months ended September 30, 2022 and $13 million for the three months and $56 million for the nine months ended September 30, 2021.

The following table summarizes the cash activity in the restructuring reserve for the nine months ended September 30, 2022:

(in millions)	
Accrued balance as of December 31, 2021	$ 33
Restructuring charges	112
Payments and other adjustments	(25)
Accrued balance as of September 30, 2022	$ 120

Note 8 Financial Instruments and Fair Value Measures

Risk Management Policy

See Note 11 to the company's Annual Report on Form 10-K for the year ended December 31, 2021 for a summary of AbbVie's risk management policy and use of derivative instruments.

Financial Instruments

Various AbbVie foreign subsidiaries enter into foreign currency forward exchange contracts to manage exposures to changes in foreign exchange rates for anticipated intercompany transactions denominated in a currency other than the functional currency of the local entity. These contracts, with notional amounts totaling $1.8 billion at September 30, 2022 and $1.1 billion at December 31, 2021, are designated as cash flow hedges and are recorded at fair value. The durations of these forward exchange contracts were generally less than 18 months. Accumulated gains and losses as of September 30, 2022 are reclassified from accumulated other comprehensive income (loss) (AOCI) and included in cost of products sold at the time the products are sold, generally not exceeding six months from the date of settlement.

In the third quarter of 2019, the company entered into treasury rate lock agreements with notional amounts totaling $10.0 billion to hedge exposure to variability in future cash flows resulting from changes in interest rates related to the issuance of long-term debt in connection with the acquisition of Allergan. The treasury rate lock agreements were designated as cash flow hedges and recorded at fair value. The agreements were net settled upon issuance of the senior notes in November 2019 and the resulting net gain was recognized in other comprehensive loss. This gain is reclassified to interest expense, net over the term of the related debt.

The company is a party to interest rate swap contracts designated as cash flow hedges with notional amounts totaling $750 million at September 30, 2022 and December 31, 2021. The effect of the hedge contracts is to change a floating-rate interest obligation to a fixed rate for that portion of the floating-rate debt. Realized and unrealized gains or losses are included in AOCI and are reclassified to interest expense, net over the lives of the floating-rate debt.

The company also enters into foreign currency forward exchange contracts to manage its exposure to foreign currency denominated trade payables and receivables and intercompany loans. These contracts are not designated as hedges and are recorded at fair value. Resulting gains or losses are reflected in net foreign exchange gain or loss in the condensed consolidated statements of earnings and are generally offset by losses or gains on the foreign currency exposure being managed. These contracts had notional amounts totaling $6.8 billion at September 30, 2022 and $8.2 billion at December 31, 2021.

The company also uses foreign currency forward exchange contracts or foreign currency denominated debt to hedge its net investments in certain foreign subsidiaries and affiliates. The company had foreign currency forward exchange contracts designated as net investment hedges with notional amounts totaling €4.5 billion at September 30, 2022 and €4.3 billion at December 31, 2021. The company also had an aggregate principal amount of senior Euro notes designated as net investment hedges of €5.9 billion at September 30, 2022 and December 31, 2021. The company uses the spot method of assessing hedge effectiveness for derivative instruments designated as net investment hedges. Realized and unrealized gains and losses from these hedges are included in AOCI and the initial fair value of hedge components excluded from the assessment of effectiveness is recognized in interest expense, net over the life of the hedging instrument.

The company is a party to interest rate swap contracts designated as fair value hedges with notional amounts totaling $4.5 billion at September 30, 2022 and December 31, 2021. The effect of the hedge contracts is to change a fixed-rate interest obligation to a floating rate for that portion of the debt. AbbVie records the contracts at fair value and adjusts the carrying amount of the fixed-rate debt by an offsetting amount.

No amounts are excluded from the assessment of effectiveness for cash flow hedges or fair value hedges.

The following table summarizes the amounts and location of AbbVie's derivative instruments on the condensed consolidated balance sheets:

	Fair value – Derivatives in asset position			Fair value – Derivatives in liability position		
(in millions)	**Balance sheet caption**	**September 30, 2022**	**December 31, 2021**	**Balance sheet caption**	**September 30, 2022**	**December 31, 2021**
Foreign currency forward exchange contracts						
Designated as cash flow hedges	Prepaid expenses and other	$ 153	$ 51	Accounts payable and accrued liabilities	$ 9	$ 2
Designated as cash flow hedges	Other assets	1	—	Other long-term liabilities	—	—
Designated as net investment hedges	Prepaid expenses and other	70	149	Accounts payable and accrued liabilities	—	—
Designated as net investment hedges	Other assets	283	15	Other long-term liabilities	—	—
Not designated as hedges	Prepaid expenses and other	60	26	Accounts payable and accrued liabilities	86	13
Interest rate swap contracts						
Designated as cash flow hedges	Prepaid expenses and other	2	—	Accounts payable and accrued liabilities	—	7
Designated as fair value hedges	Prepaid expenses and other	—	—	Accounts payable and accrued liabilities	21	—
Designated as fair value hedges	Other assets	—	26	Other long-term liabilities	393	15
Total derivatives		$ 569	$ 267		$ 509	$ 37

While certain derivatives are subject to netting arrangements with the company's counterparties, the company does not offset derivative assets and liabilities within the condensed consolidated balance sheets.

The following table presents the pre-tax amounts of gains (losses) from derivative instruments recognized in other comprehensive loss:

(in millions)	Three months ended September 30, 2022	Three months ended September 30, 2021	Nine months ended September 30, 2022	Nine months ended September 30, 2021
Foreign currency forward exchange contracts				
Designated as cash flow hedges	$ 124	$ 43	$ 171	$ 67
Designated as net investment hedges	362	101	748	186
Interest rate swap contracts designated as cash flow hedges	—	(1)	6	—

Assuming market rates remain constant through contract maturities, the company expects to reclassify pre-tax gains of $150 million into cost of products sold for foreign currency cash flow hedges, pre-tax gains of $2 million into interest expense, net for interest rate swap cash flow hedges and pre-tax gains of $24 million into interest expense, net for treasury rate lock agreement cash flow hedges during the next 12 months.

Related to AbbVie's non-derivative, foreign currency denominated debt designated as net investment hedges, the company recognized in other comprehensive loss pre-tax gains of $431 million for three months and pre-tax gains of $932 million for the nine months ended September 30, 2022 and pre-tax gains of $141 million for the three months and pre-tax gains of $397 million for the nine months ended September 30, 2021.

The following table summarizes the pre-tax amounts and location of derivative instrument net gains (losses) recognized in the condensed consolidated statements of earnings, including the net gains (losses) reclassified out of AOCI into net earnings. See Note 10 for the amount of net gains (losses) reclassified out of AOCI.

(in millions)	Statement of earnings caption	Three months ended September 30, 2022	Three months ended September 30, 2021	Nine months ended September 30, 2022	Nine months ended September 30, 2021
Foreign currency forward exchange contracts					
Designated as cash flow hedges	Cost of products sold	$ 21	$ (28)	$ 47	$ (62)
Designated as net investment hedges	Interest expense, net	29	7	67	16
Not designated as hedges	Net foreign exchange loss	(121)	(25)	(285)	(53)
Treasury rate lock agreements designated as cash flow hedges	Interest expense, net	6	6	18	18
Interest rate swap contracts					
Designated as cash flow hedges	Interest expense, net	—	(6)	(3)	(20)
Designated as fair value hedges	Interest expense, net	(141)	(5)	(424)	(73)
Debt designated as hedged item in fair value hedges	Interest expense, net	141	5	424	73

Fair Value Measures

The fair value hierarchy consists of the following three levels:

- Level 1 – Valuations based on unadjusted quoted prices in active markets for identical assets that the company has the ability to access;
- Level 2 – Valuations based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-based valuations in which all significant inputs are observable in the market; and
- Level 3 – Valuations using significant inputs that are unobservable in the market and include the use of judgment by the company's management about the assumptions market participants would use in pricing the asset or liability.

The following table summarizes the bases used to measure certain assets and liabilities carried at fair value on a recurring basis on the condensed consolidated balance sheet as of September 30, 2022:

		Basis of fair value measurement		
(in millions)	Total	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets				
Cash and equivalents	$ 11,832	$ 4,303	$ 7,529	$ —
Money market funds and time deposits	36	—	36	—
Debt securities	31	—	31	—
Equity securities	72	50	22	—
Interest rate swap contracts	2	—	2	—
Foreign currency contracts	567	—	567	—
Total assets	$ 12,540	$ 4,353	$ 8,187	$ —
Liabilities				
Interest rate swap contracts	$ 414	$ —	$ 414	$ —
Foreign currency contracts	95	—	95	—
Contingent consideration	14,556	—	—	14,556
Total liabilities	$ 15,065	$ —	$ 509	$ 14,556

The following table summarizes the bases used to measure certain assets and liabilities carried at fair value on a recurring basis on the condensed consolidated balance sheet as of December 31, 2021:

		Basis of fair value measurement		
(in millions)	Total	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets				
Cash and equivalents	$ 9,746	$ 4,451	$ 5,295	$ —
Money market funds and time deposits	45	—	45	—
Debt securities	46	—	46	—
Equity securities	121	100	21	—
Interest rate swap contracts	26	—	26	—
Foreign currency contracts	241	—	241	—
Total assets	$ 10,225	$ 4,551	$ 5,674	$ —
Liabilities				
Interest rate swap contracts	$ 22	$ —	$ 22	$ —
Foreign currency contracts	15	—	15	—
Contingent consideration	14,887	—	—	14,887
Total liabilities	$ 14,924	$ —	$ 37	$ 14,887

Money market funds and time deposits are valued using relevant observable market inputs including quoted prices for similar assets and interest rate curves. Equity securities consist of investments for which the fair values were determined by using the published market price per unit multiplied by the number of units held, without consideration of transaction costs. The derivatives entered into by the company were valued using observable market inputs including published interest rate curves and both forward and spot prices for foreign currencies.

The fair value measurements of contingent consideration liabilities were determined based on significant unobservable inputs, including the discount rate, estimated probabilities and timing of achieving specified development, regulatory and commercial milestones and the estimated amount of future sales of the acquired products. Potential contingent consideration payments are estimated by applying a probability-weighted expected payment model for contingent milestone payments and a Monte Carlo simulation model for contingent royalty payments, which are then discounted to present value. Changes to the fair value of the contingent consideration liabilities can result from changes to one or a number of inputs, including discount rates, probabilities of

achieving the milestones, time required to achieve the milestones and estimated future sales. Significant judgment is employed in determining the appropriateness of certain of these inputs. Changes to the inputs described above could have a material impact on the company's financial position and results of operations in any given period.

The fair value of the company's contingent consideration liabilities was calculated using the following significant unobservable inputs:

	September 30, 2022		December 31, 2021	
(in millions)	Range	Weighted average[a]	Range	Weighted average[a]
Discount rate	4.1% - 5.5%	5.0%	0.2%- 2.6%	1.7%
Probability of payment for unachieved milestones	89% - 100%	91%	89% - 100%	90%
Probability of payment for royalties by indication[b]	56% - 100%	98%	56% - 100%	96%
Projected year of payments	2022 - 2034	2027	2022 - 2034	2027

(a) Unobservable inputs were weighted by the relative fair value of the contingent consideration liabilities.

(b) Excluding approved indications, the estimated probability of payment ranged from 56% to 89% at September 30, 2022 and December 31, 2021.

There have been no transfers of assets or liabilities into or out of Level 3 of the fair value hierarchy. The following table presents the changes in fair value of total contingent consideration liabilities which are measured using Level 3 inputs:

	Nine months ended September 30,	
(in millions)	2022	2021
Beginning balance	$ 14,887	$ 12,997
Change in fair value recognized in net earnings	647	2,447
Payments	(978)	(525)
Ending balance	$ 14,556	$ 14,919

The change in fair value recognized in net earnings is recorded in other expense (income), net in the condensed consolidated statements of earnings.

Certain financial instruments are carried at historical cost or some basis other than fair value. The book values, approximate fair values and bases used to measure the approximate fair values of certain financial instruments as of September 30, 2022 are shown in the table below:

			Basis of fair value measurement		
(in millions)	Book value	Approximate fair value	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Liabilities					
Short-term borrowings	$ 10	$ 10	$ —	$ 10	$ —
Current portion of long-term debt and finance lease obligations, excluding fair value hedges	9,215	9,191	9,071	120	—
Long-term debt and finance lease obligations, excluding fair value hedges	60,740	53,834	53,093	741	—
Total liabilities	$ 69,965	$ 63,035	$ 62,164	$ 871	$ —

The book values, approximate fair values and bases used to measure the approximate fair values of certain financial instruments as of December 31, 2021 are shown in the table below:

			Basis of fair value measurement		
(in millions)	Book value	Approximate fair value	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Liabilities					
Short-term borrowings	$ 14	$ 14	$ —	$ 14	$ —
Current portion of long-term debt and finance lease obligations, excluding fair value hedges	12,455	11,830	11,329	501	—
Long-term debt and finance lease obligations, excluding fair value hedges	64,113	71,810	70,757	1,053	—
Total liabilities	$ 76,582	$ 83,654	$ 82,086	$ 1,568	$ —

AbbVie also holds investments in equity securities that do not have readily determinable fair values. The company records these investments at cost and remeasures them to fair value based on certain observable price changes or impairment events as they occur. The carrying amount of these investments was $143 million as of September 30, 2022 and $149 million as of December 31, 2021. No significant cumulative upward or downward adjustments have been recorded for these investments as of September 30, 2022.

Concentrations of Risk

Of total net accounts receivable, three U.S. wholesalers accounted for 79% as of September 30, 2022 and 75% as of December 31, 2021, and substantially all of AbbVie's pharmaceutical product net revenues in the United States were to these three wholesalers.

Humira (adalimumab) is AbbVie's single largest product and accounted for approximately 36% of AbbVie's total net revenues for the nine months ended September 30, 2022 and 37% for the nine months ended September 30, 2021.

Debt and Credit Facilities

In January 2022, the company repaid $2.9 billion aggregate principal amount of 3.45% senior notes that were scheduled to mature in March 2022. This repayment was made by exercising, under the terms of the notes, 60-day early redemption at 100% of the principal amount.

In February 2022, the company refinanced its $2.0 billion floating rate five-year term loan. As part of the refinancing, the company repaid the existing $2.0 billion term loan due May 2025 and borrowed $2.0 billion under a new term loan at a lower floating rate. All other significant terms of the loan, including the maturity date, remained unchanged after the refinancing.

In July 2022, the company repaid $1.7 billion aggregate principal amount of 3.25% senior notes that were scheduled to mature in October 2022. This repayment was made by exercising, under the terms of the notes, 90-day early redemption at 100% of the principal amount.

In September 2022, the company repaid $1.0 billion aggregate principal amount of 3.2% senior notes that were scheduled to mature in November 2022. This payment was made by exercising, under the terms of the notes, 60-day early redemption at 100% of the principal amount.

In April 2021, the company repaid $1.8 billion aggregate principal amount of 2.3% senior notes that were scheduled to mature in May 2021. In May 2021, the company repaid €750 million aggregate principal amount of 0.5% senior euro notes that were scheduled to mature in June 2021. These repayments were made by exercising, under the terms of the notes, 30-day early redemptions at 100% of the principal amounts. The company also repaid $750 million aggregate principal amount of floating rate senior notes at maturity in May 2021.

In September 2021, the company refinanced its $1.0 billion floating rate three-year term loan. As part of the refinancing, the company repaid the existing $1.0 billion term loan due May 2023 and borrowed $1.0 billion under a new term loan at a lower floating rate. All other significant terms of the loan, including the maturity date, remained unchanged after the refinancing.

In September 2021, the company repaid $1.2 billion aggregate principal amount of 5.0% senior notes that were scheduled to mature in December 2021. This repayment was made by exercising, under the terms of the notes, 90-day early redemption at 100% of the principal amount.

Note 9 Post-Employment Benefits

The following table summarizes net periodic benefit cost relating to the company's defined benefit and other post-employment plans:

	Defined benefit plans				Other post-employment plans			
	Three months ended September 30,		Nine months ended September 30,		Three months ended September 30,		Nine months ended September 30,	
(in millions)	2022	2021	2022	2021	2022	2021	2022	2021
Service cost	$ 113	$ 110	$ 342	$ 331	$ 13	$ 12	$ 38	$ 36
Interest cost	74	59	223	177	6	5	18	14
Expected return on plan assets	(177)	(166)	(536)	(498)	—	—	—	—
Amortization of prior service cost (credit)	1	1	2	2	(10)	(10)	(29)	(29)
Amortization of actuarial loss	57	72	173	217	7	8	20	24
Net periodic benefit cost	$ 68	$ 76	$ 204	$ 229	$ 16	$ 15	$ 47	$ 45

The components of net periodic benefit cost other than service cost are included in other expense (income), net in the condensed consolidated statements of earnings.

Note 10 Equity

Stock-Based Compensation

In May 2021, stockholders of the company approved the AbbVie Amended and Restated 2013 Incentive Stock Program (the Amended Plan), which amends and restates the AbbVie 2013 Incentive Stock Program. Stock-based compensation expense is principally related to awards issued pursuant to the AbbVie 2013 Incentive Stock Program and the Amended Plan and is summarized as follows:

	Three months ended September 30,		Nine months ended September 30,	
(in millions)	2022	2021	2022	2021
Cost of products sold	$ 8	$ 9	$ 33	$ 39
Research and development	47	47	194	181
Selling, general and administrative	71	79	312	343
Pre-tax compensation expense	126	135	539	563
Tax benefit	25	27	102	101
After-tax compensation expense	$ 101	$ 108	$ 437	$ 462

Stock Options

During the nine months ended September 30, 2022, primarily in connection with the company's annual grant, AbbVie granted 0.9 million stock options with a weighted-average grant-date fair value of $22.83. As of September 30, 2022, $8 million of unrecognized compensation cost related to stock options is expected to be recognized as expense over approximately the next two years.

RSUs and Performance Shares

During the nine months ended September 30, 2022, primarily in connection with the company's annual grant, AbbVie granted 5.9 million RSUs and performance shares with a weighted-average grant-date fair value of $146.30. As of September 30, 2022, $692 million of unrecognized compensation cost related to RSUs and performance shares is expected to be recognized as expense over approximately the next two years.

Cash Dividends

The following table summarizes quarterly cash dividends declared during 2022 and 2021:

2022			2021		
Date Declared	Payment Date	Dividend Per Share	Date Declared	Payment Date	Dividend Per Share
10/28/22	02/15/23	$ 1.48	10/29/21	02/15/22	$ 1.41
09/09/22	11/15/22	$ 1.41	09/10/21	11/15/21	$ 1.30
06/23/22	08/15/22	$ 1.41	06/17/21	08/16/21	$ 1.30
02/17/22	05/16/22	$ 1.41	02/18/21	05/14/21	$ 1.30

Stock Repurchase Program

The company's stock repurchase authorization permits purchases of AbbVie shares from time to time in open-market or private transactions at management's discretion. The program has no time limit and can be discontinued at any time. Shares repurchased under this program are recorded at acquisition cost, including related expenses, and are available for general corporate purposes.

AbbVie repurchased 8 million shares for $1.1 billion during the nine months ended September 30, 2022 and 5 million shares for $550 million during the nine months ended September 30, 2021. AbbVie's remaining stock repurchase authorization was approximately $1.4 billion as of September 30, 2022.

Accumulated Other Comprehensive Loss

The following table summarizes the changes in each component of accumulated other comprehensive loss, net of tax, for the nine months ended September 30, 2022:

(in millions)	Foreign currency translation adjustments	Net investment hedging activities	Pension and post-employment benefits	Cash flow hedging activities	Total
Balance as of December 31, 2021	$ (570)	$ (91)	$ (2,546)	$ 308	$ (2,899)
Other comprehensive income (loss) before reclassifications	(2,043)	1,318	6	151	(568)
Net losses (gains) reclassified from accumulated other comprehensive loss	—	(53)	130	(53)	24
Net current-period other comprehensive income (loss)	(2,043)	1,265	136	98	(544)
Balance as of September 30, 2022	$ (2,613)	$ 1,174	$ (2,410)	$ 406	$ (3,443)

Other comprehensive loss for the nine months ended September 30, 2022 included foreign currency translation adjustments totaling a loss of $2.0 billion and the offsetting impact of net investment hedging activities totaling a gain of $1.3 billion, which were principally due to the impact of the weakening of the Euro on the translation of the company's Euro-denominated assets.

The following table summarizes the changes in each component of accumulated other comprehensive loss, net of tax, for the nine months ended September 30, 2021:

(in millions)	Foreign currency translation adjustments	Net investment hedging activities	Pension and post-employment benefits	Cash flow hedging activities	Total
Balance as of December 31, 2020	$ 583	$ (790)	$ (3,067)	$ 157	$ (3,117)
Other comprehensive income (loss) before reclassifications	(794)	457	27	60	(250)
Net losses (gains) reclassified from accumulated other comprehensive loss	—	(13)	169	55	211
Net current-period other comprehensive income (loss)	(794)	444	196	115	(39)
Balance as of September 30, 2021	$ (211)	$ (346)	$ (2,871)	$ 272	$ (3,156)

Other comprehensive loss for the nine months ended September 30, 2021 included foreign currency translation adjustments totaling a loss of $794 million and the offsetting impact of net investment hedging activities totaling a gain of $444 million, which were principally due to the impact of the weakening of the Euro on the translation of the company's Euro-denominated assets.

The following table presents the impact on AbbVie's condensed consolidated statements of earnings for significant amounts reclassified out of each component of accumulated other comprehensive loss:

	Three months ended September 30,		Nine months ended September 30,	
(in millions) (brackets denote gains)	2022	2021	2022	2021
Net investment hedging activities				
Gains on derivative amount excluded from effectiveness testing[a]	$ (29)	$ (7)	$ (67)	$ (16)
Tax expense	6	1	14	3
Total reclassifications, net of tax	$ (23)	$ (6)	$ (53)	$ (13)
Pension and post-employment benefits				
Amortization of actuarial losses and other[b]	$ 55	$ 71	$ 166	$ 214
Tax benefit	(12)	(15)	(36)	(45)
Total reclassifications, net of tax	$ 43	$ 56	$ 130	$ 169
Cash flow hedging activities				
Losses (gains) on foreign currency forward exchange contracts[c]	$ (21)	$ 28	$ (47)	$ 62
Gains on treasury rate lock agreements[a]	(6)	(6)	(18)	(18)
Losses on interest rate swap contracts[a]	—	6	3	20
Tax expense (benefit)	4	(4)	9	(9)
Total reclassifications, net of tax	$ (23)	$ 24	$ (53)	$ 55

(a) Amounts are included in interest expense, net (see Note 8).

(b) Amounts are included in the computation of net periodic benefit cost (see Note 9).

(c) Amounts are included in cost of products sold (see Note 8).

Note 11 Income Taxes

The effective tax rate was 10% for the three months and 11% for the nine months ended September 30, 2022 compared to 14% for the three and nine months ended September 30, 2021. The effective tax rate in each period differed from the U.S. statutory tax rate of 21% principally due to the impact of foreign operations which reflects the impact of lower income tax rates in locations outside the United States, tax incentives in Puerto Rico and other foreign tax jurisdictions, business development activities and accretion on contingent consideration. The decrease in the effective tax rate for the three and nine months ended September 30, 2022 over the prior year was primarily due to differences in the company's jurisdictional mix of earnings, accretion on contingent consideration, and acquired IPR&D and milestones.

Due to the potential for resolution of federal, state and foreign examinations and the expiration of various statutes of limitations, it is reasonably possible that the company's gross unrecognized tax benefits balance may change within the next 12 months by up to $141 million.

Note 12 Legal Proceedings and Contingencies

AbbVie is subject to contingencies, such as various claims, legal proceedings and investigations regarding product liability, intellectual property, commercial, securities and other matters that arise in the normal course of business. The most significant matters are described below. Loss contingency provisions are recorded for probable losses at management's best estimate of a loss, or when a best estimate cannot be made, a minimum loss contingency amount within a probable range is recorded. For litigation matters discussed below for which a loss is probable or reasonably possible, the company is unable to estimate the possible loss or range of loss, if any, beyond the amounts accrued. Initiation of new legal proceedings or a change in the status of existing proceedings may result in a change in the estimated loss accrued by AbbVie. While it is not feasible to predict the outcome of all proceedings and exposures with certainty, management believes that their ultimate disposition should not have a material adverse effect on AbbVie's consolidated financial position, results of operations or cash flows.

Subject to certain exceptions specified in the separation agreement by and between Abbott Laboratories (Abbott) and AbbVie, AbbVie assumed the liability for, and control of, all pending and threatened legal matters related to its business, including liabilities for any claims or legal proceedings related to products that had been part of its business, but were discontinued prior to the

distribution, as well as assumed or retained liabilities, and will indemnify Abbott for any liability arising out of or resulting from such assumed legal matters.

Antitrust Litigation

Lawsuits are pending against AbbVie and others generally alleging that the 2005 patent litigation settlement involving Niaspan entered into between Kos Pharmaceuticals, Inc. (a company acquired by Abbott in 2006 and presently a subsidiary of AbbVie) and a generic company violates federal and state antitrust laws and state unfair and deceptive trade practices and unjust enrichment laws. Plaintiffs generally seek monetary damages and/or injunctive relief and attorneys' fees. The lawsuits pending in federal court consist of four individual plaintiff lawsuits and two consolidated purported class actions: one brought by Niaspan direct purchasers and one brought by Niaspan end-payors. The cases are pending in the United States District Court for the Eastern District of Pennsylvania for coordinated or consolidated pre-trial proceedings under the MDL Rules as *In re: Niaspan Antitrust Litigation*, MDL No. 2460. In August 2019, the court certified a class of direct purchasers of Niaspan. In June 2020 and August 2021, the court denied the end-payors' motion to certify a class. In October 2016, the Orange County, California District Attorney's Office filed a lawsuit on behalf of the State of California regarding the Niaspan patent litigation settlement in Orange County Superior Court, asserting a claim under the unfair competition provision of the California Business and Professions Code seeking injunctive relief, restitution, civil penalties and attorneys' fees.

In August 2019, direct purchasers of AndroGel filed a lawsuit, King Drug Co. of Florence, Inc., et al. v. AbbVie Inc., et al., against AbbVie and others in the United States District Court for the Eastern District of Pennsylvania, alleging that 2006 patent litigation settlements and related agreements by Solvay Pharmaceuticals, Inc. (a company Abbott acquired in February 2010 and now known as AbbVie Products LLC) with three generic companies violated federal antitrust law, and also alleging that 2011 patent litigation by Abbott with two generic companies regarding AndroGel was sham litigation and the settlements of those litigations violated federal antitrust law. Plaintiffs generally seek monetary damages and/or injunctive relief and attorneys' fees. In May 2020, Perrigo Company and related entities filed a lawsuit against AbbVie and others, alleging that Abbott's 2011 AndroGel patent lawsuit filed against Perrigo was sham litigation. In September 2021, the United States District Court for the District of New Jersey granted AbbVie's motion for judgment on the pleadings in the Perrigo lawsuit, dismissing it with prejudice. The United States Court of Appeals for the Third Circuit affirmed that dismissal in July 2022 and denied Perrigo's petition for rehearing in August 2022.

Between March and May 2019, 12 putative class action lawsuits were filed in the United States District Court for the Northern District of Illinois by indirect Humira purchasers, alleging that AbbVie's settlements with biosimilar manufacturers and AbbVie's Humira patent portfolio violated state and federal antitrust laws. The court consolidated these lawsuits as *In re: Humira (Adalimumab) Antitrust Litigation*. In June 2020, the court dismissed the consolidated litigation with prejudice. In August 2022, the United States Court of Appeals for the Seventh Circuit affirmed that dismissal.

Lawsuits are pending against Forest Laboratories, LLC, an AbbVie subsidiary, and others generally alleging that 2009 and 2010 patent litigation settlements involving Namenda entered into between Forest and generic companies and other conduct by Forest involving Namenda, violated state antitrust, unfair and deceptive trade practices and unjust enrichment laws. Plaintiffs generally seek monetary damages and/or injunctive relief and attorneys' fees. The lawsuits, purported class actions filed by indirect purchasers of Namenda, are consolidated as *In re: Namenda Indirect Purchaser Antitrust Litigation* in the United States District Court for the Southern District of New York. In October 2022, the parties reached an agreement in principle to settle this matter.

Lawsuits are pending against Allergan Inc., an Allergan subsidiary, generally alleging that Allergan's petitioning to the U.S. Patent Office and Food and Drug Administration and other conduct by Allergan involving Restasis violated federal and state antitrust laws and state unfair and deceptive trade practices and unjust enrichment laws. Plaintiffs generally seek monetary damages, injunctive relief and attorneys' fees. The lawsuits, certified as a class action filed on behalf of indirect purchasers of Restasis, are consolidated for pre-trial purposes in the United States District Court for the Eastern District of New York under the MDL Rules as In re: Restasis (Cyclosporine Ophthalmic Emulsion) Antitrust Litigation, MDL No. 2819. In August 2022, the court granted final approval to the parties' agreement to settle this matter.

Lawsuits are pending against Forest Laboratories, LLC and others generally alleging that 2012 and 2013 patent litigation settlements involving Bystolic with six generic manufacturers violated federal and state antitrust laws and state unfair and deceptive trade practices and unjust enrichment laws. Plaintiffs generally seek monetary damages and/or injunctive relief and attorneys' fees. The lawsuits, purported class actions filed on behalf of direct and indirect purchasers of Bystolic, are consolidated as *In re: Bystolic Antitrust Litigation* in the United States District Court for the Southern District of New York.

Government Proceedings

Lawsuits are pending against Allergan and several other manufacturers generally alleging that they improperly promoted and sold prescription opioid products. Approximately 3,083 matters are pending against Allergan. The federal court cases are consolidated for

pre-trial purposes in the United States District Court for the Northern District of Ohio under the MDL rules as In re: National Prescription Opiate Litigation, MDL No. 2804. Approximately 284 matters are pending in various state courts. The plaintiffs in these cases, which include states, counties, cities, other municipal entities, Native American tribes, union trust funds and other third-party payors, private hospitals and personal injury claimants, generally seek compensatory and punitive damages. Allergan has previously reached settlements with certain states, counties, and cities. Allergan is engaged in negotiations with representatives for the remaining states, counties, cities, other municipal entities and Native American tribes regarding a potential settlement, with payments likely to be made over a number of years. While negotiations are on-going and definitive terms have not been reached, a framework for an agreement exists, including an estimate of a potential settlement amount based on maximum participation in the potential settlement. AbbVie recorded a charge of $2.1 billion to selling, general and administrative expense in the consolidated statement of earnings in the second quarter of 2022 related to this potential settlement.

In July 2019, the New Mexico Attorney General filed a lawsuit, *State of New Mexico ex rel. Balderas v. AbbVie Inc., et al.*, in New Mexico District Court for Santa Fe County against AbbVie and other companies alleging their marketing of AndroGel violated New Mexico's Unfair Practices Act. In October 2020, the state added a claim under the New Mexico False Advertising Act. In August 2022, the parties finalized their settlement of this matter.

Shareholder and Securities Litigation

In June 2016, a lawsuit, Elliott Associates, L.P., et al. v. AbbVie Inc., was filed by five investment funds against AbbVie in the Cook County, Illinois Circuit Court alleging that AbbVie made misrepresentations and omissions in connection with its proposed transaction with Shire. Similar lawsuits were filed between July 2017 and October 2019 against AbbVie and in some instances its chief executive officer in the same court by additional investment funds. The court granted motions dismissing the claims of three investment-fund plaintiffs, which they appealed. One appeal was dismissed with prejudice in August 2021. In the other two appeals, the Illinois Appellate Court affirmed the dismissal of one in March 2021 and affirmed the dismissal of the other in February 2022. One of these plaintiffs refiled its lawsuit in the New York Supreme Court for the County of New York, where it was dismissed in November 2020, and that dismissal was affirmed by the Supreme Court of New York, Appellate Division, in January 2022. In September 2021, the Illinois court granted AbbVie's motion for summary judgment against all remaining plaintiffs on all the remaining claims, dismissing them with prejudice. Those plaintiffs have appealed the dismissals.

In October 2018, a federal securities lawsuit, *Holwill v. AbbVie Inc., et al*., was filed in the United States District Court for the Northern District of Illinois against AbbVie, its chief executive officer and former chief financial officer, alleging that reasons stated for Humira sales growth in financial filings between 2013 and 2018 were misleading because they omitted alleged misconduct in connection with Humira patient and reimbursement support services and other services and items of value that allegedly induced Humira prescriptions. In September 2021, the court granted plaintiffs' motion to certify a class. In May 2022, a shareholder derivative lawsuit, Ranney v. Gonzalez, et al., was filed in Delaware Chancery Court, alleging that certain AbbVie directors and officers breached their fiduciary duties based on related allegations.

Lawsuits are pending against Allergan and certain of its current and former officers alleging they made misrepresentations and omissions regarding Allergan's textured breast implants. The lawsuits, which were filed by Allergan shareholders, have been consolidated in the United States District Court for the Southern District of New York as *In re: Allergan plc Securities Litigation*. The plaintiffs generally seek compensatory damages and attorneys' fees. In September 2019, the court partially granted Allergan's motion to dismiss. In September 2021, the court granted plaintiffs' motion to certify a class.

In April 2022, a federal securities lawsuit, Nakata v. AbbVie Inc., was filed in the United States District Court for the Northern District of Illinois against AbbVie and certain officers alleging misstatements regarding the potential effect that safety information about another company's product would have on the Food and Drug Administration's approval and labeling for AbbVie's Rinvoq. In May and July 2022, two shareholder derivative lawsuits, Treppel Family Trust v. Gonzalez et al., and Katcher v. Gonzalez, et al., were filed in the same court, alleging that certain AbbVie directors and officers breached fiduciary and other legal duties based on related allegations.

Product Liability and General Litigation

In 2018, a qui tam lawsuit, *U.S. ex rel. Silbersher v. Allergan Inc., et al.*, was filed in the United States District Court for the Northern District of California against several Allergan entities and others, alleging that their conduct before the U.S. Patent Office resulted in false claims for payment being made to federal and state healthcare payors for Namenda XR and Namzaric. The plaintiff-relator seeks damages and attorneys' fees under the federal False Claims Act and state law analogues. The federal government and state

governments declined to intervene in the lawsuit. In August 2022, the United States Court of Appeals reversed the district court's denial of Allergan's motion to dismiss the case.

Intellectual Property Litigation

Pharmacyclics LLC, a wholly owned subsidiary of AbbVie, is seeking to enforce its patent rights relating to ibrutinib tablets (a drug Pharmacyclics sells under the trademark Imbruvica). Cases were filed in the United States District Court for the District of Delaware in March 2019 against Alvogen Pine Brook LLC and Natco Pharma Ltd.. In August 2021, the court issued a decision holding all asserted patents infringed and valid. The judgment precludes Defendants from obtaining regulatory approval and launching until the last patent expires in 2036. On August 30, 2021, Defendants appealed. An appellate hearing occurred in October 2022. Janssen Biotech, Inc. which is in a global collaboration with Pharmacyclics concerning the development and marketing of Imbruvica, is the co-plaintiff in these suits.

AbbVie Inc. is seeking to enforce patent rights relating to venetoclax (a drug sold under the trademark Venclexta). Litigation was filed in the United States District Court for the District of Delaware in July 2020 against Dr. Reddy's Laboratories, Ltd. and Dr. Reddy's Laboratories, Inc.: and Alembic Pharmaceuticals Ltd., Alembic Pharmaceuticals, Inc., and Alembic Global Holdings SA. AbbVie alleges defendants' proposed generic venetoclax products infringe certain patents and seeks declaratory and injunctive relief. Genentech, Inc., which is in a global collaboration with AbbVie concerning the development and marketing of Venclexta, is the co-plaintiff in this suit.

Note 13 Segment Information

AbbVie operates as a single global business segment dedicated to the research and development, manufacturing, commercialization and sale of innovative medicines and therapies. This operating structure enables the Chief Executive Officer, as chief operating decision maker (CODM), to allocate resources and assess business performance on a global basis in order to achieve established long-term strategic goals. Consistent with this structure, a global research and development and supply chain organization is responsible for the discovery, manufacturing and supply of products. Commercial efforts that coordinate the marketing, sales and distribution of these products are organized by geographic region or therapeutic area. All of these activities are supported by a global corporate administrative staff. The determination of a single business segment is consistent with the consolidated financial information regularly reviewed by the CODM for purposes of assessing performance, allocating resources and planning and forecasting future periods.

The following table details AbbVie's worldwide net revenues:

		Three months ended September 30,		Nine months ended September 30,	
(in millions)		2022	2021	2022	2021
Immunology					
Humira	United States	$ 4,956	$ 4,613	$ 13,613	$ 12,777
	International	603	812	2,045	2,583
	Total	$ 5,559	$ 5,425	$ 15,658	$ 15,360
Skyrizi	United States	$ 1,221	$ 679	$ 3,081	$ 1,725
	International	176	117	508	319
	Total	$ 1,397	$ 796	$ 3,589	$ 2,044
Rinvoq	United States	$ 505	$ 348	$ 1,228	$ 889
	International	190	105	524	245
	Total	$ 695	$ 453	$ 1,752	$ 1,134
Hematologic Oncology					
Imbruvica	United States	$ 849	$ 1,109	$ 2,585	$ 3,207
	Collaboration revenues	286	265	868	816
	Total	$ 1,135	$ 1,374	$ 3,453	$ 4,023
Venclexta	United States	$ 259	$ 237	$ 740	$ 685
	International	256	255	753	647
	Total	$ 515	$ 492	$ 1,493	$ 1,332
Aesthetics					
Botox Cosmetic	United States	$ 370	$ 356	$ 1,232	$ 1,027
	International	267	189	741	579
	Total	$ 637	$ 545	$ 1,973	$ 1,606
Juvederm Collection	United States	$ 125	$ 159	$ 420	$ 478
	International	227	195	686	625
	Total	$ 352	$ 354	$ 1,106	$ 1,103
Other Aesthetics	United States	$ 265	$ 305	$ 837	$ 968
	International	47	47	130	149
	Total	$ 312	$ 352	$ 967	$ 1,117
Neuroscience					
Botox Therapeutic	United States	$ 584	$ 534	$ 1,641	$ 1,451
	International	115	111	350	329
	Total	$ 699	$ 645	$ 1,991	$ 1,780
Vraylar	United States	$ 554	$ 461	$ 1,473	$ 1,239
Duodopa	United States	$ 22	$ 23	$ 72	$ 73
	International	88	104	279	310
	Total	$ 110	$ 127	$ 351	$ 383
Ubrelvy	United States	$ 160	$ 162	$ 483	$ 369
Qulipta	United States	$ 62	$ —	$ 106	$ —
Other Neuroscience	United States	$ 82	$ 166	$ 400	$ 489
	International	5	5	14	13
	Total	$ 87	$ 171	$ 414	$ 502

(in millions)		Three months ended September 30, 2022	Three months ended September 30, 2021	Nine months ended September 30, 2022	Nine months ended September 30, 2021
Eye Care					
Lumigan/Ganfort	United States	$ 59	$ 63	$ 186	$ 201
	International	62	75	205	229
	Total	$ 121	$ 138	$ 391	$ 430
Alphagan/Combigan	United States	$ 37	$ 89	$ 161	$ 271
	International	36	39	111	117
	Total	$ 73	$ 128	$ 272	$ 388
Restasis	United States	$ 132	$ 305	$ 518	$ 884
	International	10	14	38	42
	Total	$ 142	$ 319	$ 556	$ 926
Other Eye Care	United States	$ 134	$ 128	$ 400	$ 375
	International	153	158	492	488
	Total	$ 287	$ 286	$ 892	$ 863
Other Key Products					
Mavyret	United States	$ 190	$ 183	$ 562	$ 557
	International	193	243	599	726
	Total	$ 383	$ 426	$ 1,161	$ 1,283
Creon	United States	$ 336	$ 310	$ 941	$ 864
Linzess/Constella	United States	$ 262	$ 253	$ 742	$ 728
	International	9	8	24	23
	Total	$ 271	$ 261	$ 766	$ 751
All other		$ 925	$ 1,117	$ 3,145	$ 3,814
Total net revenues		$ 14,812	$ 14,342	$ 42,933	$ 41,311

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following is a discussion and analysis of the financial condition of AbbVie Inc. (AbbVie or the company) as of September 30, 2022 and December 31, 2021 and the results of operations for the three and nine months ended September 30, 2022 and 2021. This commentary should be read in conjunction with the Condensed Consolidated Financial Statements and accompanying notes appearing in Item 1, "Financial Statements and Supplementary Data."

EXECUTIVE OVERVIEW

Company Overview

AbbVie is a global, diversified research-based biopharmaceutical company positioned for success with a comprehensive product portfolio that has leadership positions across immunology, oncology, aesthetics, neuroscience and eye care. AbbVie uses its expertise, dedicated people and unique approach to innovation to develop and market advanced therapies that address some of the world's most complex and serious diseases.

AbbVie's products are generally sold worldwide directly to wholesalers, distributors, government agencies, health care facilities, specialty pharmacies and independent retailers from AbbVie-owned distribution centers and public warehouses. Certain products (including aesthetic products and devices) are also sold directly to physicians and other licensed healthcare providers. In the United States, AbbVie distributes pharmaceutical products principally through independent wholesale distributors, with some sales directly to retailers, pharmacies, patients or other customers. Outside the United States, AbbVie sells products primarily to customers or through distributors, depending on the market served. Certain products are co-marketed or co-promoted with other companies. AbbVie has approximately 50,000 employees. AbbVie operates as a single global business segment.

2022 Strategic Objectives

AbbVie's mission is to discover and develop innovative medicines and products that solve serious health issues today and address the medical challenges of tomorrow while achieving top-tier financial performance through outstanding execution. AbbVie intends to continue to advance its mission in a number of ways, including: (i) maximizing the benefits of a diversified revenue base with multiple long-term growth drivers; (ii) growing revenues by leveraging AbbVie's commercial strength and international infrastructure across therapeutic areas and ensuring strong commercial execution of new product launches; (iii) continuing to invest in and expand its pipeline in support of opportunities in immunology, oncology, aesthetics, neuroscience and eye care as well as continued investment in key on-market products; (iv) expanding operating margins; and (v) returning cash to shareholders via a strong and growing dividend while also reducing debt. In addition, AbbVie anticipates several regulatory submissions and data readouts from key clinical trials in the next 12 months.

Financial Results

The company's financial performance for the nine months ended September 30, 2022 included delivering worldwide net revenues of $42.9 billion, operating earnings of $12.6 billion, diluted earnings per share of $5.24 and cash flows from operations of $17.5 billion. Worldwide net revenues grew by 4% on a reported basis and 6% on a constant currency basis, reflecting growth across its immunology, neuroscience and aesthetics portfolios.

Diluted earnings per share was $5.24 for the nine months ended September 30, 2022 and included the following after-tax costs: (i) $4.8 billion related to the amortization of intangible assets; (ii) $2.0 billion for charges related to litigation matters; (iii) $657 million for the change in fair value of contingent consideration liabilities; (iv) $604 million related to intangible asset impairment; and (v) $567 million of acquisition and integration expenses. These costs were partially offset by an after-tax gain of $126 million related to the divestiture of Pylera. Additionally, financial results reflected continued funding to support all stages of AbbVie's pipeline assets and continued investment in AbbVie's on-market brands.

Following the closing of the Allergan acquisition, AbbVie implemented an integration plan designed to reduce costs, integrate and optimize the combined organization. The integration plan is expected to realize approximately $2.5 billion of annual cost synergies in 2022.

To achieve these integration objectives, AbbVie expects to incur total cumulative charges of approximately $2 billion through 2022. These costs consist of severance and employee benefit costs (cash severance, non-cash severance, including accelerated equity award compensation expense, retention and other termination benefits) and other integration expenses.

Recent Global Events

Russia/Ukraine

In response to the military conflict between Russia and Ukraine, the United States and other North Atlantic Treaty Organization member states, as well as certain non-member states, announced targeted economic sanctions and export controls on Russia and Belarus. These include restrictions on the export and transfer of products containing certain toxins, including Botox, to Russia and Belarus. However, AbbVie is not prohibited to continue the sale of essential pharmaceutical products to help ensure patients receive an uninterrupted supply of their medicines. In March 2022, AbbVie announced the suspension of operations for all aesthetics products in Russia. In April 2022, AbbVie also announced that all profits from the sales of essential medicines in Russia will be donated to support direct humanitarian relief efforts in Ukraine. While the company's operations in Russia, Belarus and Ukraine are not significant, if the conflict escalates and results in broader economic and political concerns, AbbVie's business could be adversely impacted.

Impact of the Coronavirus Disease 2019 (COVID-19)

In response to the ongoing public health crisis posed by COVID-19, AbbVie continues to focus on ensuring the safety of employees. Throughout the pandemic, AbbVie has followed health and safety guidance from state and local health authorities and implemented safety measures for those employees who are returning to the workplace.

AbbVie also continues to closely manage manufacturing and supply chain resources around the world to help ensure that patients continue to receive an uninterrupted supply of their medicines. Clinical trial sites are being monitored locally to protect the safety of study participants, staff and employees. While the impact of COVID-19 on AbbVie's operations to date has not been material, AbbVie continues to experience lower new patient starts in certain products and markets. AbbVie expects this matter could continue to negatively impact its results of operations throughout the duration of the pandemic.

The extent to which COVID-19 may impact AbbVie's financial condition and results of operations remains uncertain and is dependent on numerous evolving factors, including the measures being taken by authorities to mitigate against the spread of COVID-19, the emergence of new variants and the effectiveness of vaccines and therapeutics.

Research and Development

Research and innovation are the cornerstones of AbbVie's business as a global biopharmaceutical company. AbbVie's long-term success depends to a great extent on its ability to continue to discover and develop innovative products and acquire or collaborate on compounds currently in development by other biotechnology or pharmaceutical companies.

AbbVie's pipeline currently includes approximately 80 compounds, devices or indications in development individually or under collaboration or license agreements and is focused on such important specialties as immunology, oncology, aesthetics, neuroscience and eye care. Of these programs, more than 40 are in mid- and late-stage development.

The following sections summarize transitions of significant programs from mid-stage development to late-stage development as well as developments in significant late-stage and registration programs. AbbVie expects multiple mid-stage programs to transition into late-stage programs in the next 12 months.

Significant Programs and Developments

Immunology

Skyrizi

- In January 2022, AbbVie announced that the U.S. Food and Drug Administration (FDA) approved Skyrizi for the treatment of adults with active psoriatic arthritis.
- In June 2022, AbbVie announced that the FDA approved Skyrizi for the treatment of adults with moderately to severely active Crohn's disease.
- In September 2022, AbbVie announced that the European Medicines Agency's (EMA) Committee for Medicinal Products for Human Use adopted a positive opinion recommending the approval of Skyrizi for the treatment of adults with moderately to severely active Crohn's disease who have had inadequate response, lost response or were intolerant to conventional or biologic therapy.

Rinvoq

- In January 2022, AbbVie announced that the FDA approved Rinvoq for the treatment of moderate to severe atopic dermatitis in adults and children 12 years of age and older whose disease did not respond to previous treatment and is not well controlled with other pills or injections, including biologic medicines, or when use of other pills or injections is not recommended.
- In February 2022, AbbVie was notified that the European Commission (EC) is requesting the European Medicines Agency (EMA) to assess safety concerns associated with JAK inhibitor products authorized in inflammatory diseases and to evaluate the impact of these events on their benefit-risk balance. The assessment covers all JAK inhibitors approved for use in inflammatory diseases.
- In February 2022, AbbVie announced top-line results from its second Phase 3 induction study, U-Excel, for Rinvoq in patients with moderate to severe Crohn's disease who had an inadequate response or were intolerant to conventional or biologic therapy met the primary and most key secondary endpoints.
- In March 2022, AbbVie announced that the FDA approved Rinvoq for the treatment of adults with moderately to severely active ulcerative colitis (UC) who have had an inadequate response or intolerance to one or more tumor necrosis factor (TNF) blockers.
- In April 2022, AbbVie announced that the FDA approved Rinvoq for the treatment of adults with active ankylosing spondylitis who have had an inadequate response or intolerance to one or more TNF blockers.
- In May 2022, AbbVie announced positive top-line results from U-ENDURE, its Phase 3 maintenance study for Rinvoq in adult patients with moderate to severe Crohn's disease who had an inadequate response or were intolerant to a conventional or biologic therapy. The results showed that more patients treated with Rinvoq achieved the co-primary and secondary endpoints at one year compared to placebo.
- In July 2022, AbbVie announced that the EC approved Rinvoq for the treatment of adults with moderately to severely active UC who have had an inadequate response, lost response or were intolerant to either conventional therapy or a biologic agent.
- In July 2022, AbbVie announced its submission of a supplemental New Drug Application (sNDA) to the FDA and a marketing authorization application (MAA) to the EMA for Rinvoq for the treatment of adult patients with moderately to severely active Crohn's disease.
- In July 2022, AbbVie announced that the EC approved Rinvoq for the treatment of adult patients with active non-radiographic axial spondyloarthritis (nr-axSpA).
- In October 2022, AbbVie announced that the FDA approved Rinvoq for the treatment of adults with active nr-axSpA with objective signs of inflammation who have had an inadequate response or intolerance to TNF blocker therapy.

Oncology

Teliso-V

- In January 2022, AbbVie announced that the FDA granted Breakthrough Therapy Designation to investigational telisotuzumab vedotin (Teliso-V) for the treatment of patients with advanced/metastatic epidermal growth factor receptor wild type, nonsquamous non-small cell lung cancer with high levels of c-Met overexpression whose disease has progressed on or after platinum-based therapy.
- In May 2022, AbbVie initiated a Phase 3 clinical trial to evaluate Teliso-V versus docetaxel for the treatment of patients with previously treated c-Met overexpressing, epidermal growth factor receptor wild type, advanced/metastatic non-squamous non-small cell lung cancer.

Imbruvica

- In August 2022, AbbVie announced that the FDA approved the use of Imbruvica for the treatment of pediatric patients one year and older with chronic graft versus host disease after failure of one or more lines of systemic therapy.
- In August 2022, the National Comprehensive Cancer Network (NCCN) in the United States issued updated guidelines for the management of chronic lymphocytic leukemia (CLL) re-categorizing Imbruvica from "Preferred Regimen" to "Other Recommended Regimen".

Epcoritamab

- In March 2022, Genmab A/S (Genmab) announced that the FDA granted orphan-drug designation to the investigational medicine, epcoritamab (DuoBody-CD3xCD20), for the treatment of follicular lymphoma. Genmab and AbbVie are co-developing epcoritamab and will share commercial responsibilities in the U.S. and Japan, with AbbVie responsible for further global commercialization.
- In June 2022, AbbVie and Genmab announced primary results from the large B-cell lymphoma expansion cohort in the EPCORE NHL-1 phase 2 clinical trial evaluating epcoritamab, an investigational subcutaneous bispecific antibody. In this study, epcoritamab demonstrated efficacy with durable responses in patients who had previously received at least two prior lines of anti-lymphoma therapy including chimeric antigen receptor T-cell therapy.
- In September 2022, AbbVie and Genmab submitted a biological license application to the FDA for epcoritamab for the treatment of patients with relapsed/refractory large B-cell lymphoma.
- In October 2022, AbbVie and Genmab submitted an MAA to the EMA for epcoritamab for the treatment of patients with relapsed/refractory diffuse large B-cell lymphoma.

Aesthetics

Juvederm Collection

- In February 2022, AbbVie announced that the FDA approved Juvederm Volbella XC for improvement of infraorbital hollows in adults over the age of 21.
- In August 2022, AbbVie announced the that the FDA approved Juvederm Volux XC for the improvement of jawline definition in adults over the age of 21 with moderate to severe loss of jawline definition.

BoNTE

- In March 2022, AbbVie initiated three Phase 3 clinical trials to evaluate the efficacy and safety of BoNTE (AGN-151586) for the treatment of glabellar lines.

Neuroscience

Vraylar

- In February 2022, AbbVie submitted an sNDA to the FDA for Vraylar for the adjunctive treatment of major depressive disorder in patients who are receiving ongoing antidepressant therapy.

Qulipta

- In March 2022, AbbVie announced results from the Phase 3 PROGRESS trial for Qulipta in the preventive treatment of chronic migraine in adults met the primary endpoint and resulted in significant improvements in all secondary endpoints after adjustment for multiple comparisons.
- In June 2022, AbbVie submitted an sNDA to the FDA for Qulipta for the preventative treatment of chronic migraine in adults.
- In July 2022, AbbVie submitted an MAA to the EMA for Qulipta for the prophylactic treatment of migraine in adult patients who have at least four migraine days per month.

ABBV-951

- In May 2022, AbbVie submitted a New Drug Application to the FDA for ABBV-951 (foscarbidopa/foslevodopa) for the treatment of motor fluctuations in patients with advanced Parkinson's disease.

For a more comprehensive discussion of AbbVie's products and pipeline, see the company's Annual Report on Form 10-K for the year ended December 31, 2021.

RESULTS OF OPERATIONS

Net Revenues

The comparisons presented at constant currency rates reflect comparative local currency net revenues at the prior year's foreign exchange rates. This measure provides information on the change in net revenues assuming that foreign currency exchange rates had not changed between the prior and current periods. AbbVie believes that the non-GAAP measure of change in net revenues at constant currency rates, when used in conjunction with the GAAP measure of change in net revenues at actual currency rates, may provide a more complete understanding of the company's operations and can facilitate analysis of the company's results of operations, particularly in evaluating performance from one period to another.

	Three months ended September 30,		Percent change		Nine months ended September 30,		Percent change	
(dollars in millions)	2022	2021	At actual currency rates	At constant currency rates	2022	2021	At actual currency rates	At constant currency rates
United States	$ 11,763	$ 11,279	4.3 %	4.3 %	$ 33,521	$ 31,833	5.3 %	5.3 %
International	3,049	3,063	(0.4)%	9.6 %	9,412	9,478	(0.7)%	6.7 %
Net revenues	$ 14,812	$ 14,342	3.3 %	5.4 %	$ 42,933	$ 41,311	3.9 %	5.6 %

The following table details AbbVie's worldwide net revenues:

(dollars in millions)		Three months ended September 30,		Percent change		Nine months ended September 30,		Percent change	
		2022	2021	At actual currency rates	At constant currency rates	2022	2021	At actual currency rates	At constant currency rates
Immunology									
Humira	United States	$ 4,956	$ 4,613	7.4 %	7.4 %	$ 13,613	$ 12,777	6.5 %	6.5 %
	International	603	812	(25.9)%	(16.8)%	2,045	2,583	(20.9)%	(14.3)%
	Total	$ 5,559	$ 5,425	2.5 %	3.9 %	$ 15,658	$ 15,360	1.9 %	3.0 %
Skyrizi	United States	$ 1,221	$ 679	79.8 %	79.8 %	$ 3,081	$ 1,725	78.6 %	78.6 %
	International	176	117	50.1 %	70.0 %	508	319	59.3 %	75.1 %
	Total	$ 1,397	$ 796	75.4 %	78.3 %	$ 3,589	$ 2,044	75.6 %	78.1 %
Rinvoq	United States	$ 505	$ 348	44.7 %	44.7 %	$ 1,228	$ 889	38.0 %	38.0 %
	International	190	105	82.9 %	>100.0 %	524	245	>100.0 %	>100.0 %
	Total	$ 695	$ 453	53.5 %	59.3 %	$ 1,752	$ 1,134	54.5 %	59.3 %
Hematologic Oncology									
Imbruvica	United States	$ 849	$ 1,109	(23.5)%	(23.5)%	$ 2,585	$ 3,207	(19.4)%	(19.4)%
	Collaboration revenues	286	265	7.6 %	7.6 %	868	816	6.3 %	6.3 %
	Total	$ 1,135	$ 1,374	(17.4)%	(17.4)%	$ 3,453	$ 4,023	(14.2)%	(14.2)%
Venclexta	United States	$ 259	$ 237	9.2 %	9.2 %	$ 740	$ 685	8.1 %	8.1 %
	International	256	255	0.1 %	13.2 %	753	647	16.2 %	27.3 %
	Total	$ 515	$ 492	4.5 %	11.3 %	$ 1,493	$ 1,332	12.1 %	17.5 %
Aesthetics									
Botox Cosmetic	United States	$ 370	$ 356	4.1 %	4.1 %	$ 1,232	$ 1,027	20.0 %	20.0 %
	International	267	189	41.0 %	54.5 %	741	579	27.9 %	36.8 %
	Total	$ 637	$ 545	16.9 %	21.6 %	$ 1,973	$ 1,606	22.8 %	26.0 %
Juvederm Collection	United States	$ 125	$ 159	(21.9)%	(21.9)%	$ 420	$ 478	(12.3)%	(12.3)%
	International	227	195	16.9 %	27.7 %	686	625	9.9 %	17.6 %
	Total	$ 352	$ 354	(0.6)%	5.3 %	$ 1,106	$ 1,103	0.3 %	4.6 %
Other Aesthetics	United States	$ 265	$ 305	(13.1)%	(13.1)%	$ 837	$ 968	(13.4)%	(13.4)%
	International	47	47	(0.8)%	8.3 %	130	149	(12.8)%	(7.2)%
	Total	$ 312	$ 352	(11.4)%	(10.2)%	$ 967	$ 1,117	(13.4)%	(12.7)%
Neuroscience									
Botox Therapeutic	United States	$ 584	$ 534	9.2 %	9.2 %	$ 1,641	$ 1,451	13.1 %	13.1 %
	International	115	111	3.6 %	14.2 %	350	329	6.5 %	15.0 %
	Total	$ 699	$ 645	8.2 %	10.0 %	$ 1,991	$ 1,780	11.9 %	13.5 %
Vraylar	United States	$ 554	$ 461	20.1 %	20.1 %	$ 1,473	$ 1,239	18.9 %	18.9 %
Duodopa	United States	$ 22	$ 23	(4.9)%	(4.9)%	$ 72	$ 73	(2.4)%	(2.4)%
	International	88	104	(15.0)%	(2.6)%	279	310	(9.8)%	— %
	Total	$ 110	$ 127	(13.1)%	(3.0)%	$ 351	$ 383	(8.4)%	(0.5)%
Ubrelvy	United States	$ 160	$ 162	(1.4)%	(1.4)%	$ 483	$ 369	31.0 %	31.0 %
Qulipta	United States	$ 62	$ —	n/m	n/m	$ 106	$ —	n/m	n/m
Other Neuroscience	United States	$ 82	$ 166	(50.5)%	(50.5)%	$ 400	$ 489	(18.3)%	(18.3)%
	International	5	5	10.2 %	14.1 %	14	13	10.3 %	13.1 %
	Total	$ 87	$ 171	(49.0)%	(48.9)%	$ 414	$ 502	(17.6)%	(17.5)%

(dollars in millions)		Three months ended September 30,		Percent change		Nine months ended September 30,		Percent change	
		2022	2021	At actual currency rates	At constant currency rates	2022	2021	At actual currency rates	At constant currency rates
Eye Care									
Lumigan/Ganfort	United States	$ 59	$ 63	(4.4)%	(4.4)%	$ 186	$ 201	(7.1)%	(7.1)%
	International	62	75	(18.7)%	(8.7)%	205	229	(10.8)%	(2.9)%
	Total	$ 121	$ 138	(12.2)%	(6.7)%	$ 391	$ 430	(9.0)%	(4.8)%
Alphagan/Combigan	United States	$ 37	$ 89	(58.2)%	(58.2)%	$ 161	$ 271	(40.8)%	(40.8)%
	International	36	39	(8.9)%	2.9 %	111	117	(5.1)%	4.9 %
	Total	$ 73	$ 128	(43.0)%	(39.4)%	$ 272	$ 388	(30.0)%	(27.0)%
Restasis	United States	$ 132	$ 305	(56.7)%	(56.7)%	$ 518	$ 884	(41.3)%	(41.3)%
	International	10	14	(30.7)%	(37.7)%	38	42	(10.1)%	(2.8)%
	Total	$ 142	$ 319	(55.6)%	(55.9)%	$ 556	$ 926	(39.9)%	(39.6)%
Other Eye Care	United States	$ 134	$ 128	3.7 %	3.7 %	$ 400	$ 375	6.3 %	6.3 %
	International	153	158	(2.7)%	9.1 %	492	488	0.9 %	10.1 %
	Total	$ 287	$ 286	0.1 %	6.6 %	$ 892	$ 863	3.3 %	8.5 %
Other Key Products									
Mavyret	United States	$ 190	$ 183	3.5 %	3.5 %	$ 562	$ 557	0.9 %	0.9 %
	International	193	243	(20.6)%	(10.3)%	599	726	(17.5)%	(9.1)%
	Total	$ 383	$ 426	(10.2)%	(4.4)%	$ 1,161	$ 1,283	(9.5)%	(4.7)%
Creon	United States	$ 336	$ 310	8.5 %	8.5 %	$ 941	$ 864	9.0 %	9.0 %
Linzess/Constella	United States	$ 262	$ 253	3.4 %	3.4 %	$ 742	$ 728	2.0 %	2.0 %
	International	9	8	16.0 %	25.8 %	24	23	3.2 %	9.6 %
	Total	$ 271	$ 261	3.8 %	4.1 %	$ 766	$ 751	2.0 %	2.2 %
All other		$ 925	$ 1,117	(16.8)%	(15.3)%	$ 3,145	$ 3,814	(17.5)%	(16.3)%
Total net revenues		$ 14,812	$ 14,342	3.3 %	5.4 %	$ 42,933	$ 41,311	3.9 %	5.6 %

n/m – Not meaningful

The following discussion and analysis of AbbVie's net revenues by product is presented on a constant currency basis.

Global Humira sales increased by 4% for the three months and 3% for the nine months ended September 30, 2022 primarily driven by market growth across therapeutic categories, partially offset by direct biosimilar competition in international markets. In the United States, Humira sales increased by 7% for the three and nine months ended September 30, 2022 primarily driven by market growth across all indications and favorable pricing. This increase was partially offset by lower market share following corresponding market share gains of Skyrizi and Rinvoq. Internationally, Humira revenues decreased by 17% for the three months and 14% for the nine months ended September 30, 2022 primarily driven by direct biosimilar competition in international markets.

Net revenues for Skyrizi increased by 78% for the three and nine months ended September 30, 2022 primarily driven by continued strong volume and market share uptake since launch as a treatment for plaque psoriasis as well as market growth. Net revenues for the three and nine months ended September 30, 2022 were also favorably impacted by recent regulatory approvals and expansion of Skyrizi for the treatment of psoriatic arthritis and Crohn's disease.

Net revenues for Rinvoq increased by 59% for the three and nine months ended September 30, 2022 primarily driven by continued strong volume and market share uptake since launch for the treatment of moderate to severe rheumatoid arthritis as well as market growth. Net revenues for the three and nine months ended September 30, 2022 were also favorably impacted by recent regulatory approvals and expansion of Rinvoq for the treatment of psoriatic arthritis, atopic dermatitis, ankylosing spondylitis and ulcerative colitis.

Net revenues for Imbruvica represent product revenues in the United States and collaboration revenues outside of the United States related to AbbVie's 50% share of Imbruvica profit. AbbVie's global Imbruvica revenues decreased by 17% for the three months and 14% for the nine months ended September 30, 2022 as a result of decreased market demand and lower market share in the United States. The decrease in net revenues for the three and nine months ended September 30, 2022 was also partially offset by increased collaboration revenues.

Net revenues for Venclexta increased by 11% for the three months and 18% for the nine months ended September 30, 2022 primarily due to continued expansion of Venclexta for the treatment of patients with CLL and acute myeloid leukemia.

Net revenues for Botox Cosmetic increased by 22% for the three months and 26% for the nine months ended September 30, 2022 due to increased consumer demand driven by investment in key international markets and moderated market growth in the United States reflecting increased economic pressures impacting consumer discretionary spending.

Net revenues for Juvederm Collection increased by 5% for the three and nine months ended September 30, 2022. In the United States, net revenues decreased by 22% for the three months and 12% for the nine months ended September 30, 2022 due to increased economic pressures impacting consumer discretionary spending and increased pricing promotions. International net revenues increased by 28% for the three months and 18% for the nine months ended September 30, 2022 due to increased consumer demand driven by investment in key markets and recovery from the COVID-19 pandemic, partially offset by the suspension of aesthetic operations in Russia.

Net revenues for Botox Therapeutic increased by 10% for the three months and 13% for the nine months ended September 30, 2022 due to market growth.

Net revenues for Vraylar increased by 20% for the three months and 19% for the nine months ended September 30, 2022 due to higher market share and market growth.

Net revenues for Ubrelvy decreased by 1% for the three months ended September 30, 2022 due to the timing of patient access program allowances, partially offset by market share uptake since launch and market growth. Net revenues increased by 31% for the nine months ended September 30, 2022 primarily due to increased market share uptake since launch, partially offset by the timing of patient access program allowances.

Net revenues for Mavyret decreased by 4% for the three months and 5% for the nine months ended September 30, 2022 due to the continued disruption of global hepatitis C virus markets due to the COVID-19 pandemic.

Gross Margin

	Three months ended September 30,			Nine months ended September 30,		
(dollars in millions)	2022	2021	% change	2022	2021	% change
Gross margin	$ 9,790	$ 9,952	(2)%	$ 29,689	$ 28,185	5 %
as a % of net revenues	66 %	69 %		69 %	68 %	

Gross margin as a percentage of net revenues decreased for the three months and increased for the nine months ended September 30, 2022 compared to the prior year. Gross margin percentage for the three months ended September 30, 2022 was unfavorably impacted by an intangible asset impairment charge of $770 million and higher amortization of intangible assets, partially offset by changes in product mix. Gross margin percentage for the nine months ended September 30, 2022 was favorably impacted by changes in product mix and lower amortization of intangible assets, partially offset by an intangible asset impairment charge of $770 million.

Selling, General and Administrative

	Three months ended September 30,			Nine months ended September 30,		
(dollars in millions)	2022	2021	% change	2022	2021	% change
Selling, general and administrative	$ 3,304	$ 3,083	7 %	$ 11,843	$ 9,089	30 %
as a % of net revenues	22 %	21 %		28 %	22 %	

Selling, general and administrative (SG&A) expenses as a percentage of net revenues increased for the three and nine months ended September 30, 2022 compared to the prior year. SG&A expense percentage for the three months ended September 30, 2022 was unfavorably impacted by increased product launch expenses partially offset by leverage from revenue growth and increased synergies realized. SG&A expense percentage was unfavorably impacted by litigation reserve charges of $2.5 billion for the nine months ended September 30, 2022.

Research and Development and Acquired IPR&D and Milestones

(dollars in millions)	Three months ended September 30, 2022	2021	% change	Nine months ended September 30, 2022	2021	% change
Research and development	$ 1,614	$ 1,661	(3)%	$ 4,720	$ 5,095	(7)%
as a % of net revenues	11 %	12 %		11 %	12 %	
Acquired IPR&D and milestones	$ 40	$ 402	(90)%	$ 454	$ 719	(37)%

Research and development (R&D) expenses as a percentage of net revenues decreased for the three and nine months ended September 30, 2022 compared to the prior year. R&D expense percentage for the three and nine months ended September 30, 2022 was favorably impacted by increased scale of the combined company and synergies realized as well as lower integration costs related to the acquisition of Allergan. R&D expense percentage for the nine months ended September 30, 2022 was also favorably impacted by the purchase of priority review vouchers from third parties in the prior year.

Acquired IPR&D and milestones expense represents upfront and subsequent development milestone payments incurred prior to regulatory approval to acquire rights to in-process R&D projects through R&D collaborations, licensing arrangements or other asset acquisitions. Acquired IPR&D and milestones expense in the nine months ended September 30, 2022 included a charge of $130 million as a result of acquiring Syndesi Therapeutics SA and its portfolio of novel modulators of the synaptic vesicle protein 2A, including its lead molecule SDI-118, which is being evaluated to target nerve terminals to enhance synaptic efficiency. There were no individually significant transactions during the three months ended September 30, 2022. Acquired IPR&D and milestones expense in the three and nine months ended September 30, 2021 included a charge of $400 million as a result of exercising the company's exclusive right to acquire TeneoOne, an affiliate of Teneobio, Inc., and TNB-383B, a BCMA-targeting immunotherapeutic for the potential treatment of relapsed or refractory multiple myeloma (R/R MM).

Other Operating Expense, Net

Other operating expense, net for the three and nine months ended September 30, 2022 included a one-time charge of $229 million related to an asset divested as part of the Allergan acquisition. Other operating expense, net for the nine months ended September 30, 2022 also included $172 million of income related to the sale of worldwide commercial rights of a mature brand Pylera, which is used for the treatment of peptic ulcers with an infection by the bacterium Helicobacter pylori. Other operating expense, net for the three and nine months ended September 30, 2021 included a $500 million charge related to the extension of the Calico Life Sciences LLC collaboration to discover, develop and bring to market new therapies for patients with age-related diseases, including neurodegeneration and cancer.

Other Non-Operating Expenses (Income)

(in millions)	Three months ended September 30, 2022	2021	Nine months ended September 30, 2022	2021
Interest expense	$ 560	$ 596	$ 1,664	$ 1,843
Interest income	(63)	(11)	(96)	(30)
Interest expense, net	$ 497	$ 585	$ 1,568	$ 1,813
Net foreign exchange loss	$ 36	$ 12	$ 108	$ 35
Other expense (income), net	(330)	21	427	2,284

Interest expense decreased for the three and nine months ended September 30, 2022 compared to the prior year primarily due to a lower average debt balance as a result of deleveraging, partially offset by the impact of higher interest rates.

Interest income increased for the three and nine months ended September 30, 2022 compared to the prior year primarily due to the impact of higher interest rates.

Other expense (income), net included a benefit related to changes in fair value of contingent consideration liabilities of $214 million for the three months and a charge of $647 million for the nine months ended September 30, 2022 and charges of $98 million for the three months and $2.4 billion for the nine months ended September 30, 2021. The fair value of contingent consideration liabilities is impacted by the passage of time and multiple other inputs, including the probability of success of achieving regulatory/commercial milestones, discount rates, the estimated amount of future sales of the acquired products and other market-based factors. For the three months ended September 30, 2022, the change in fair value represented higher discount rates partially offset by the passage of time. For the nine months ended September 30, 2022, the change in fair value represented higher estimated Skyrizi sales driven

by stronger market share uptake and the passage of time, partially offset by higher discount rates. For the three months ended September 30, 2021, the change in fair value represented the passage of time partially offset by higher discount rates. For the nine months ended September 30, 2021, the change in fair value represented higher estimated Skyrizi sales driven by stronger market share uptake, favorable Skyrizi clinical results and the passage of time.

Income Tax Expense

The effective tax rate was 10% for the three months and 11% for the nine months ended September 30, 2022 compared to 14% for the three and nine months ended September 30, 2021. The effective tax rate in each period differed from the U.S. statutory tax rate of 21% principally due to the impact of foreign operations which reflects the impact of lower income tax rates in locations outside the United States, tax incentives in Puerto Rico and other foreign tax jurisdictions, business development activities and accretion on contingent consideration. The decrease in the effective tax rate for the three and nine months ended September 30, 2022 over the prior year was primarily due to differences in the company's jurisdictional mix of earnings, accretion on contingent consideration, and acquired IPR&D and milestones.

FINANCIAL POSITION, LIQUIDITY AND CAPITAL RESOURCES

	Nine months ended September 30,	
(in millions)	2022	2021
Cash flows provided by (used in):		
Operating activities	$ 17,515	$ 17,702
Investing activities	(175)	(1,199)
Financing activities	(15,169)	(12,701)

Operating cash flows for the nine months ended September 30, 2022 decreased compared to the prior year primarily due to the timing of working capital cash flows and higher income tax payments, partially offset by improved results of operations resulting from revenue growth.

Investing cash flows for the nine months ended September 30, 2022 included payments made for acquisitions and investments of $494 million, capital expenditures of $482 million and net sales and maturities of investment securities totaling $32 million. Investing cash flows for the nine months ended September 30, 2021 included payments made for acquisitions and investments of $837 million, capital expenditures of $600 million and net sales and maturities of investment securities totaling $15 million.

Financing cash flows for the nine months ended September 30, 2022 included repayment of $2.9 billion aggregate principal amount of the company's 3.45% senior notes, $1.7 billion aggregate principal amount of the company's 3.25% senior notes and $1.0 billion aggregate principal amount of the company's 3.2% senior notes. Additionally, financing cash flows included repayment of a $2.0 billion floating rate term loan due May 2025 and issuance of a new $2.0 billion floating rate term loan as part of the term loan refinancing in February 2022. Financing cash flows for the nine months ended September 30, 2021 included repayment of $1.8 billion aggregate principal amount of the company's 2.3% senior notes, $1.2 billion aggregate principal amount of the company's 5.0% senior notes, €750 million aggregate principal amount of the company's 0.5% senior euro notes and $750 million aggregate principal amount of floating rate senior notes. Financing cash flows also included repayment of a $1.0 billion floating rate term loan due May 2023 and issuance of a new $1.0 billion floating rate term loan as part of the term loan refinancing in September 2021.

Financing cash flows also included cash dividend payments of $7.5 billion for the nine months ended September 30, 2022 and $6.9 billion for the nine months ended September 30, 2021. The increase in cash dividend payments was primarily driven by the increase in the quarterly dividend rate.

On September 9, 2022, the company announced that its board of directors declared a quarterly cash dividend of $1.41 per share for stockholders of record at the close of business on October 14, 2022, payable on November 15, 2022. On October 28, 2022, the company announced that its board of directors declared an increase in the company's quarterly cash dividend from $1.41 per share to $1.48 per share beginning with the dividend payable on February 15, 2023 to stockholders of record as of January 13, 2023. This reflects an increase of approximately 5.0% over the previous quarterly rate. The timing, declaration, amount of and payment of any dividends by AbbVie in the future is within the discretion of its board of directors and will depend upon many factors, including AbbVie's financial condition, earnings, capital requirements of its operating subsidiaries, covenants associated with certain of AbbVie's debt service obligations, legal requirements, regulatory constraints, industry practice, ability to access capital markets and other factors deemed relevant by its board of directors.

The company's stock repurchase authorization permits purchases of AbbVie shares from time to time in open-market or private transactions at management's discretion. The program has no time limit and can be discontinued at any time. AbbVie repurchased

8 million shares for $1.1 billion during the nine months ended September 30, 2022 and 5 million shares for $550 million during the nine months ended September 30, 2021.

Credit Risk

AbbVie monitors economic conditions, the creditworthiness of customers and government regulations and funding, both domestically and abroad. AbbVie regularly communicates with its customers regarding the status of receivable balances, including their payment plans and obtains positive confirmation of the validity of the receivables. AbbVie establishes an allowance for credit losses equal to the estimate of future losses over the contractual life of outstanding accounts receivable. AbbVie may also utilize factoring arrangements to mitigate credit risk, although the receivables included in such arrangements have historically not been a significant amount of total outstanding receivables.

Credit Facility, Access to Capital and Credit Ratings

Credit Facility

AbbVie currently has a $4.0 billion five-year revolving credit facility that matures in August 2024. This credit facility enables the company to borrow funds on an unsecured basis at variable interest rates and contains various covenants. At September 30, 2022, the company was in compliance with all covenants, and commitment fees under the credit facility were insignificant. No amounts were outstanding under the company's credit facility as of September 30, 2022 and December 31, 2021.

Access to Capital

The company intends to fund short-term and long-term financial obligations as they mature through cash on hand, future cash flows from operations or has the ability to issue additional debt. The company’s ability to generate cash flows from operations, issue debt or enter into financing arrangements on acceptable terms could be adversely affected if there is a material decline in the demand for the company’s products or in the solvency of its customers or suppliers, deterioration in the company’s key financial ratios or credit ratings or other material unfavorable changes in business conditions. At the current time, the company believes it has sufficient financial flexibility to issue debt, enter into other financing arrangements and attract long-term capital on acceptable terms to support the company’s growth objectives.

Credit Ratings

In March 2022, Moody’s Investors Service (Moody’s) affirmed its Baa2 senior unsecured long-term rating and the Prime-2 short-term rating. At the same time, Moody’s revised the outlook to positive from stable. Unfavorable changes to the ratings may have an adverse impact on future financing arrangements; however, they would not affect the company’s ability to draw on its credit facility and would not result in an acceleration of scheduled maturities of any of the company’s outstanding debt.

CRITICAL ACCOUNTING POLICIES

A summary of the company’s significant accounting policies is included in Note 2, “Summary of Significant Accounting Policies” in AbbVie's Annual Report on Form 10-K for the year ended December 31, 2021. There have been no significant changes in the company’s application of its critical accounting policies during the nine months ended September 30, 2022.

FORWARD-LOOKING STATEMENTS

Some statements in this quarterly report on Form 10-Q may be forward-looking statements for purposes of the Private Securities Litigation Reform Act of 1995. The words “believe,” “expect,” “anticipate,” “project,” and similar expressions, among others, generally identify forward-looking statements. AbbVie cautions that these forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those indicated in the forward-looking statements. Such risks and uncertainties include, but are not limited to, failure to realize the expected benefits from AbbVie's acquisition of Allergan, failure to promptly and effectively integrate Allergan's businesses, challenges to intellectual property, competition from other products, difficulties inherent in the research and development process, adverse litigation or government action, changes to laws and regulations applicable to our industry and the impact of public health outbreaks, epidemics or pandemics, such as COVID-19. Additional information about the economic, competitive, governmental, technological and other factors that may affect AbbVie’s operations is set forth in Item 1A, “Risk Factors,” in AbbVie’s Annual Report on Form 10-K for the year ended December 31, 2021, which has been filed with the Securities and Exchange Commission. AbbVie notes these factors for investors as permitted by the Private Securities Litigation Reform Act of 1995. AbbVie undertakes no obligation to release publicly any revisions to forward-looking statements as a result of subsequent events or developments, except as required by law.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

For a discussion of the company's market risk, see Item 7A, "Quantitative and Qualitative Disclosures About Market Risk" in AbbVie's Annual Report on Form 10-K for the year ended December 31, 2021.

ITEM 4. CONTROLS AND PROCEDURES

DISCLOSURE CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures. The Chief Executive Officer, Richard A. Gonzalez, and the Chief Financial Officer, Scott T. Reents, evaluated the effectiveness of AbbVie's disclosure controls and procedures as of the end of the period covered by this report, and concluded that AbbVie's disclosure controls and procedures were effective to ensure that information AbbVie is required to disclose in the reports that it files or submits with the Securities and Exchange Commission under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms, and to ensure that information required to be disclosed by AbbVie in the reports that it files or submits under the Exchange Act is accumulated and communicated to AbbVie's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

INTERNAL CONTROL OVER FINANCIAL REPORTING

Changes in internal control over financial reporting. There were no changes in AbbVie's internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that have materially affected, or are reasonably likely to materially affect, AbbVie's internal control over financial reporting during the quarter ended September 30, 2022.

Inherent Limitations on Effectiveness of Controls. AbbVie's management, including its Chief Executive Officer and its Chief Financial Officer, do not expect that AbbVie's disclosure controls or internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls.

The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of controls effectiveness to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Information pertaining to legal proceedings is provided in Note 12 to the Condensed Consolidated Financial Statements and is incorporated by reference herein.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

(c) *Issuer Purchases of Equity Securities*

Period	(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
July 1, 2022 - July 31, 2022	893 [1]	$152.92 [1]	—	$1,393,714,917
August 1, 2022 - August 30, 2022	1,023 [1]	$140.00 [1]	—	$1,393,714,917
September 1, 2022 - September 30, 2022	1,052 [1]	$137.87 [1]	—	$1,393,714,917
Total	2,968 [1]	$143.13 [1]	—	$1,393,714,917

1. In addition to AbbVie shares repurchased on the open market under a publicly announced program, if any, these shares also included the shares purchased on the open market for the benefit of participants in the AbbVie Employee Stock Purchase Plan – 893 in July; 1,023 in August; and 1,052 in September.

These shares do not include the shares surrendered to AbbVie to satisfy minimum tax withholding obligations in connection with the vesting or exercise of stock-based awards.

ITEM 6. EXHIBITS

Exhibits 32.1 and 32.2 are furnished herewith and should not be deemed to be "filed" under the Securities Exchange Act of 1934.

Exhibit No.	Exhibit Description
10.1	*Form of Agreement Regarding Change in Control by and between AbbVie Inc. and its named executive officers (incorporated by reference to Exhibit 10.1 to the company's Current Report on Form 8-K filed on October 14, 2022).**
10.2	AbbVie Deferred Compensation Plan Plus.**
31.1	Certification of Chief Executive Officer Required by Rule 13a-14(a) (17 CFR 240.13a-14(a)).
31.2	Certification of Chief Financial Officer Required by Rule 13a-14(a) (17 CFR 240.13a-14(a)).
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	The following financial statements and notes from the AbbVie Inc. Quarterly Report on Form 10-Q for the quarter ended September 30, 2022, filed on November 4, 2022, formatted in iXBRL (Inline eXtensible Business Reporting Language): (i) Condensed Consolidated Statements of Earnings; (ii) Condensed Consolidated Statements of Comprehensive Income; (iii) Condensed Consolidated Balance Sheets; (iv) Condensed Consolidated Statements of Equity; (v) Condensed Consolidated Statements of Cash Flows; and (vi) the Notes to Condensed Consolidated Financial Statements.
104	Cover Page Interactive Data File (the cover page from the AbbVie Inc. Quarterly Report on Form 10-Q formatted as Inline XBRL and contained in Exhibit 101).

* Incorporated herein by reference. Commission file number 001-35565.

** Denotes management contract or compensatory plan or arrangement required to be filed as an exhibit hereto.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ABBVIE INC.

By: /s/ Scott T. Reents

Scott T. Reents
Senior Vice President,
Chief Financial Officer (Principal Financial Officer)

Date: November 4, 2022

Exhibit 10.2

ABBVIE DEFERRED COMPENSATION PLAN PLUS

(Effective as of January 1, 2022)

ABBVIE
DEFERRED COMPENSATION PLAN PLUS

ARTICLE I
INTRODUCTION

Section 1.1 Purpose. The AbbVie Deferred Compensation Plan Plus (the "Plan") is designed to assist the Employers in attracting and retaining key employees by providing Eligible Employees with the opportunity to defer the receipt of a portion of their compensation and to have that deferred compensation treated as if it were invested pending its distribution by the Plan. All benefits payable under the Plan will be paid out of the general assets of the Company. Except as otherwise specifically provided herein, the rights and benefits of any Participant who terminates employment are determined in accordance with the provisions of the Plan as in effect and operative at the time of such termination.

Section 1.2 ERISA. The Plan is intended and shall be interpreted in all respects to be a nonqualified, unfunded "top hat" plan maintained primarily to provide benefits for a select group of management or highly compensated employees, within the meaning of ERISA Sections 201(2), 301(a)(3) and 401(a)(1), and therefore to be exempt from Parts 2, 3, and 4 of Subtitle B of ERISA Title I.

Section 1.3 Employers. An entity that becomes a Subsidiary of the Company after the Effective Date may adopt the Plan as an Employer with the Company's consent as described in Section 13.13. Each Employer shall be liable to the Company for an amount equal to the Plan benefits earned by its Eligible Employees. Where an Eligible Employee has been employed by more than one Employer, the Plan Administrator shall allocate the liability associated with that Eligible Employee's Plan benefits among his or her Employers. The Plan Administrator shall establish procedures for determining the time at which and manner in which the Employers shall pay this liability to the Company.

Section 1.4 Effective Date. The Plan is adopted effective as of January 1, 2022 (the "Effective Date") to provide benefits for Eligible Employees hired or otherwise designated as Eligible Employees on or after that date.

ARTICLE II
DEFINITIONS

When used in this Plan, unless the context clearly requires a different meaning, the following words and terms shall have the meanings set forth below. Whenever appropriate, words used in the singular shall be deemed to include the plural, and *vice versa*, and any gender reference shall be deemed to include all genders.

Section 2.1 Account. "Account(s)" means the account(s) established for record keeping purposes for each Participant pursuant to ARTICLE VI.

Section 2.2 Annual Company Contribution. "Annual Company Contribution" means the Company contribution made under the Plan on behalf of a Participant based on the applicable ASP+ percentage corresponding to the Participant's age and years of service.

Section 2.3 ASP+. "ASP+" means the AbbVie Savings Plan Plus, which is a part of the AbbVie Savings Plan, as amended from time to time.

Section 2.4 Base Compensation. "Base Compensation" means, subject to the last sentence of this Section, the Participant's total compensation earned in a Plan Year for personal service actually rendered to an Employer, before deductions for (a) Deferral Elections made pursuant to Section 4.1 or (b) contributions made on the Participant's behalf to any Employer Savings Plan or to any cafeteria plan under Section 125 of the Internal Revenue Code of 1986, as amended (the "Code"), maintained by an Employer. "Base Compensation" for Plan purposes *excludes* Sales-Related Compensation, Eligible Bonuses, all other bonuses, commissions, relocation expenses, reimbursements, expense allowances, fringe benefits (cash or noncash), welfare benefits (whether or not those amounts are includible in gross income) and other non-regular forms of compensation.

Section 2.5 Beneficiary. "Beneficiary" means the person, persons or entity designated by the Participant to receive any benefits payable under the Plan pursuant to ARTICLE IX.

Section 2.6 Board of Review. "Board of Review" means the AbbVie Employee Benefit Board of Review appointed by the Company's Board of Directors.

Section 2.7 Company. "Company" means AbbVie Inc., its successors, and any organization into which or with which AbbVie Inc. may merge or consolidate or to which all or substantially all of its assets may be transferred.

Section 2.8 Deferral Election. "Deferral Election" means an election under the Plan by a Participant to defer the receipt of a portion of his or her Eligible Compensation made on a Deferral Election Form.

Section 2.9 Deferral Election Form. "Deferral Election Form" means the form or other means provided to the Participant under the Plan pursuant to Section 4.1 through which the Participant makes his or her Deferral Election.

Section 2.10 Deferral Account. "Deferral Account(s)" means the account(s) established for record keeping purposes for each Participant's Deferral Election pursuant to Section 6.1.

Section 2.11 Disability. The date of "Disability" of a Participant means the date on which the Participant is, by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than twelve months, eligible to receive income replacement benefits for a period of six or more months under the terms of the AbbVie Long-Term Disability Plan ("LTD Plan") or, for a Participant whose Employer does not participate in the LTD Plan, such similar accident and health plan in which his or her Employer participates.

Section 2.12 Distribution Election. "Distribution Election" is defined in Section 4.3(a).

Section 2.11 Distribution Election Form. "Distribution Election Form" means the form or other means provided to the Participant by the Plan pursuant to Section 4.3 through which the

Participant specifies the time at which the amounts credited to one of the Participant's Account(s) are to be distributed and their method of payment.

Section 2.12 Effective Date. "Effective Date" is defined in Section 1.4.

Section 2.13 Eligibility Date. "Eligibility Date" is defined in Section 3.1.

Section 2.14 Eligible Bonus. "Eligible Bonus" means an annual cash incentive bonus for a Plan Year that the Plan Administrator, or its delegate, has designated as being eligible for deferral under the Plan. As of the Effective Date, cash bonuses paid to Eligible Employees under the AbbVie Incentive Plan, the AbbVie Managerial Incentive Program, the AbbVie Management Incentive Plan, the AbbVie Performance Incentive Plan, or any other similar Employer-sponsored annual incentive bonus plan with a performance period commencing on January 1 and ending on December 31 of the applicable Plan Year are eligible for deferral under the Plan.

Section 2.15 Eligible Compensation. "Eligible Compensation" means the Participant's Base Compensation, Sales-Related Compensation and Eligible Bonus(es).

Section 2.16 Eligible Employee. "Eligible Employee" means any person employed by an Employer who:

(a) is a United States employee or an expatriate who is based and paid in the United States; and

(b) is expected (as determined during the enrollment period) to receive base salary during the Plan Year that equals or exceeds $200,000 (before applicable taxes and withholdings); and

(c) is designated by the Employer as eligible to participate in the Plan;

and who is *not*:

(i) both a corporate officer of the Company *and* designated as eligible to participate in the AbbVie Supplemental Savings Plan, except as contemplated by Section 3.1 hereof for the Plan Year in which the person is first named a corporate officer; or

(ii) eligible to contribute to the AbbVie Deferred Compensation Plan during the same Plan Year; or

(iii) an individual who provides services to an Employer under a contract, arrangement or understanding with either the individual directly or with an agency or leasing organization that treats the individual as either an independent contractor or an employee of such agency or leasing organization, even if such individual is subsequently determined (by an Employer, the Internal Revenue Service, any other governmental agency, judicial action, or otherwise) to have been a common law employee of an Employer rather than an independent contractor or employee of such agency or leasing organization; or

(iv) an Employee who is employed by an Employer located in Puerto Rico, other than a person designated as a "U.S. Expatriate" on the records of an Employer.

For all Plan purposes, an individual shall be an "Eligible Employee" for any Plan Year only if during that Plan Year an Employer treats that individual as its employee for purposes of employment taxes and wage withholding for Federal income taxes, even if such individual is subsequently determined (by an Employer, the Internal Revenue Service, any other governmental agency, judicial action, or otherwise) to have been a common law employee of an Employer in that Plan Year.

Section 2.17 Employer. "Employer" means the Company, the participating Employers on the Effective Date, and any Subsidiary of the Company that subsequently adopts the Plan in the manner provided in Section 13.13. As of the Effective Date, the Employers include the Company and the Subsidiaries identified in Appendix A to the Plan.

Section 2.18 Employer Contribution. "Employer Contribution" means the contribution deemed to have been made by an Employer pursuant to Section 5.1.

Section 2.19 Employer Contribution Account. "Employer Contribution Account(s)" means the account(s) established for record keeping purposes for each Participant's Employer Contributions pursuant to Section 6.1.

Section 2.20 Employer Savings Plan. "Employer Savings Plan" means any defined contribution retirement plan that is maintained by an Employer, qualified under Code Section 401(a), and includes a cash or deferred arrangement under Code Section 401(k). The term shall specifically include, but not be limited to, the AbbVie Savings Plan.

Section 2.21 ERISA. "ERISA" means the Employee Retirement Income Security Act of 1974, as amended.

Section 2.22 Hardship Distribution. "Hardship Distribution" is defined in Section 8.4(a).

Section 2.23 In-Service Distribution. "In-Service Distribution" is defined in Section 4.3.

Section 2.24 Initial Election. "Initial Election" is defined in Section 4.3(a).

Section 2.25 Investment Election. "Investment Election" is defined in Section 4.2(a).

Section 2.26 Investment Election Form. "Investment Election Form" means the form or other means provided to the Participant by the Plan pursuant to Section 4.2 through which the Participant specifies the Investment Funds in which the Participant's Account(s) are to be deemed to be invested.

Section 2.27 Investment Fund(s). "Investment Fund(s)" means one or more of the funds selected by the Plan Administrator pursuant to Section 4.2.

Section 2.28 Investment Fund Subaccounts. "Investment Fund Subaccounts" is defined in Section 6.1(b).

Section 2.29 Matching Contribution. "Matching Contribution" means the Company matching contribution made under the Plan on behalf of a Participant based on the applicable ASP+ matching contribution percentage.

Section 2.30 Participant. "Participant" means an Eligible Employee who elects to participate in this Plan by filing a Deferral Election, Investment Fund Election, and Distribution Election as provided in ARTICLE IV.

Section 2.31 Plan. "Plan" means this AbbVie Deferred Compensation Plan Plus, as it may be amended from time to time.

Section 2.32 Plan Administrator. "Plan Administrator" means the Board of Review.

Section 2.33 Plan Year. "Plan Year" means a twelve-month period beginning January 1 and ending the following December 31.

Section 2.34 Rate of Return. "Rate of Return" means, for each Investment Fund, an amount equal to the net gain or net loss (expressed as a percentage) on the assets of that Investment Fund.

Section 2.35 Sales-Related Compensation. "Sales-Related Compensation" means, subject to the last sentence of this Section, the Participant's sales bonuses, sales incentives and sales commissions earned in a Plan Year from an Employer, before deductions for (a) Deferral Elections made pursuant to Section 4.1 or (b) contributions made on the Participant's behalf to any Employer Savings Plan or to any cafeteria plan under Code Section 125 maintained by an Employer. "Sales-Related Compensation" for Plan purposes *excludes* Base Compensation, Eligible Bonuses, and all other compensation not specifically categorized as a sales bonus, sales incentive or sales commission.

Section 2.36 Subsequent Election. "Subsequent Election" is defined in Section 4.3(c).

Section 2.37 Subsidiary. "Subsidiary" means any corporation, limited liability company, partnership, joint venture, or business trust organized in the United States 50 percent or more of the voting stock of which is owned, directly or indirectly, by the Company.

Section 2.38 Termination of Employment. "Termination of Employment" means the cessation of a Participant's services as an employee, whether voluntary or involuntary, for any reason other than death; provided that the Participant shall not be considered to have terminated employment for purposes of the Plan until he or she would be considered to have incurred a "separation from service" from the Employer within the meaning of Code Section 409A.

Section 2.39 Unforeseeable Emergency. "Unforeseeable Emergency" means a severe financial hardship to the Participant resulting from an illness or accident of the Participant, the Participant's spouse or a dependent of the Participant, loss of the Participant's property due to casualty (including the need to rebuild a home following damage to a home not otherwise

covered by insurance, for example, not as a result of a natural disaster), or other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Participant as determined by the Plan Administrator.

Section 2.40 Vested. "Vested" means a Participant has satisfied the service requirements applicable to the Participant under the ASP+ to have a nonforfeitable right to the Employer Contributions to his or her ASP+ account.

ARTICLE III
PARTICIPATION

Section 3.1 Participation.

(a) Except as provided in Section 3.1(b) and (c), an Eligible Employee may become a Participant by making a Deferral Election, Investment Fund Election, and Distribution Election pursuant to ARTICLE IV on or before the deadline set by the Plan Administrator pursuant to Section 4.4.

(b) A newly hired individual who is an Eligible Employee shall become eligible to participate in the Plan during the next Plan Year or, if earlier, on the first day of the month specified by the Plan Administrator (the "Eligibility Date"). Any election by a new Participant shall become effective for Eligible Compensation earned no earlier than the first payroll period commencing after receipt of the election by the Plan Administrator and shall be irrevocable for the remainder of the Plan Year.

(c) An individual who becomes an Eligible Employee as a result of a job promotion or transfer may make a Deferral Election, Investment Fund Election and Distribution Election pursuant to ARTICLE IV only with respect to Eligible Compensation to be earned in the Plan Year next following the year of such promotion or transfer. Any such election shall be made in accordance with ARTICLE IV and shall become effective for Eligible Compensation earned in the Plan Year following the year in which the election is made.

Section 3.2 Termination of Participation. A Participant who ceases to be an Eligible Employee due to a Termination of Employment will remain a Participant but (a) may no longer make Deferral Elections with respect to any Plan Year following the year of such termination and (b) all deferrals under the Plan shall cease as of the date of the Participant's Termination of Employment. A Participant who ceases to be an Eligible Employee due to a job promotion (or demotion) may no longer make Deferral Elections with respect to any Plan Year following the year of such promotion or demotion but the Participant's Deferral Elections for the Plan Year in which such promotion or demotion occurs shall remain irrevocable. A Participant shall remain a Participant until (i) his or her death or (ii) his or her Accounts have been distributed.

ARTICLE IV
ELECTION FORMS

Section 4.1 Deferral Elections.

(a) Participants shall make their Deferral Elections annually on a form or by other means provided by the Plan Administrator (a "Deferral Election Form"). Each Deferral Election shall apply to only a single Plan Year.

(b) In his or her Deferral Election, the Participant shall specify the amount (expressed as a percentage) of his or her Base Compensation, the amount (expressed as a percentage) of his or her Sales-Related Compensation, and the amount (expressed as a percentage) of his or her Eligible Bonus(es) that the Participant elects to defer for that Plan Year together with such other information as the Plan Administrator may, in its sole and absolute discretion, require.

(c) For any Plan Year, a Participant may elect to defer:

(i) five percent (5%) to seventy-five percent (75%) of his or her Base Compensation (in whole percentage increments);

(ii) five percent (5%) to seventy-five percent (75%) of his or her Sales-Related Compensation (in whole percentage increments); and/or

(iii) five percent (5%) to seventy-five percent (75%) of his or her Eligible Bonus(es) (in whole percentage increments);

provided, however, that in no event may a Participant elect to defer his or her Eligible Compensation to the extent that his or her remaining compensation would be insufficient to satisfy all applicable withholding taxes and contributions required under Employer-sponsored benefit plans in which the Participant participates.

(d) A Participant may not revoke his or her Deferral Election at any time after the deadline for making such Deferral Election set by the Plan Administrator pursuant to Section 4.4.

Section 4.2 Investment Elections. The Plan Administrator shall, from time to time, make available investment options (the "Investment Funds") that serve as benchmark funds for the amounts a Participant defers under the Plan. A Participant's Plan deferrals shall not actually be invested in the Investment Funds and the Participant shall not be considered a shareholder of any of the Investment Funds he or she selects by virtue of participation in the Plan. Instead, the Participant's Plan deferrals shall be considered invested in such Investment Fund and his or her Plan Account shall reflect such Investment Fund's Rate of Return. A Participant's election of investments shall be subject to the following rules:

(a) Participants shall make their investment elections on an Investment Election Form or by other means provided by the Plan Administrator (an "Investment Election").

(b) The Participant's Investment Election shall apply only to the Eligible Compensation being deferred in a single Plan Year and shall specify the Investment Funds in which the deferrals for each such Plan Year are to be deemed to be invested and the portion (expressed in whole percentage increments) of the deferrals for such Plan Year that are to be deemed to be invested in each such Investment Fund, and shall continue in effect until revoked or changed as permitted by the Plan Administrator.

Section 4.3 Distribution Elections.

(a) Participants shall make their distribution elections in accordance with the Distribution Election Form or by other means provided by the Plan Administrator (a "Distribution Election"). Each Distribution Election (the "Initial Election") shall apply only to the Eligible Compensation being deferred in a single Plan Year and must be made by the deadline set by the Plan Administrator pursuant to Section 4.4, at which time the Initial Election shall be irrevocable, subject to Section 4.3(c).

(b) On the Distribution Election Form:

(i) Required Election. In all cases, the Participant shall select the method of payment from among the methods of payment described in Section 8.2(a) to apply in the event payment is made upon Termination of Employment pursuant to the Distribution Election in accordance with Section 8.2 or Section 8.3 or upon Disability in accordance with Section 8.6.

(ii) Optional In-Service Distribution Election. The Participant shall also have the option to elect that the Eligible Compensation being deferred for that Plan Year shall be paid to the Participant while he or she is still employed by an Employer (an "In-Service Distribution"). If the Participant elects to receive an In-Service Distribution of the Eligible Compensation being deferred, then the Participant shall also select the year in which the payments are to be made. A Participant may not elect to receive an In-Service Distribution in a Plan Year that is less than two (2) years after the end of the Plan Year in which the Eligible Compensation is earned.

(c) Notwithstanding anything to the contrary in this Section 4.3, a Participant may change the form of distribution or his or her Distribution Election (a "Subsequent Election") to the extent permitted by the Plan Administrator and Code Section 409A(a)(4)(C), including the requirements that such Subsequent Election:

(i) shall not take effect until at least 12 months after the date on which the Subsequent Election is filed with the Plan Administrator;

(ii) shall result in the first distribution subject to such Subsequent Election being made at least five years after the date such distribution otherwise would have been paid pursuant to the previous election; and

(iii) shall be filed with the Plan Administrator at least 12 months before the date the first scheduled distribution is to be paid pursuant to the previous election.

Section 4.4 Deadline for Submitting Election Forms. The Plan Administrator may set a deadline or deadlines for the receipt of the elections required under the Plan; provided, however, that, except as provided in Section 3.1(b), such elections must be filed on or before the end of the year immediately preceding the Plan Year for which it is to be effective.

ARTICLE V
EMPLOYER CONTRIBUTIONS

Section 5.1 Employer Contributions.

(a) Matching Contribution. Each Participant who makes a Deferral Election for a Plan Year is eligible to be credited with a Matching Contribution under the Plan equal to the matching contribution percentage applicable to such Participant under the ASP+ for the Plan Year up to six percent (6%) multiplied by the amount of the Participant's Eligible Compensation that he or she elects to defer under the Plan for the Plan Year.

(b) Annual Company Contribution. Each Participant who makes a Deferral Election for a Plan Year and is eligible for an annual company contribution under the ASP+ during the Plan Year shall be credited with an Annual Company Contribution equal to the annual company contribution percentage applicable to the Participant under the ASP+ for the Plan Year multiplied by the portion of the Participant's Eligible Compensation that he or she elects to defer under the Plan for the Plan Year.

The Plan Administrator may, in its discretion, otherwise set or change the amount or percentage of the Employer Contributions.

Section 5.2 Allocation of Employer Contributions. A Participant's Employer Contributions for a Plan Year shall be allocated among the same Investment Funds and in the same proportion as the Participant has elected for his or her deferrals for that Plan Year.

Section 5.3 Distribution of Employer Contributions. Employer Contributions for a Plan Year shall be distributed to the Participant according to the election made by the Participant governing his or her deferrals for that same Plan Year.

ARTICLE VI
MAINTENANCE AND CREDITING OF ACCOUNTS

Section 6.1 Maintenance of Accounts.

(a) The Plan shall maintain a separate Account for each Deferral Election (a "Deferral Account") made by a Participant and each Employer Contribution (an "Employer Contribution Account") made for a Participant. A Participant's Accounts shall reflect the Participant's Investment Fund Elections and Distribution Elections made

pursuant to ARTICLE IV, any Employer Contributions (with separate recordkeeping for Matching Contributions and Annual Company Contributions) made on behalf of the Participant pursuant to ARTICLE V, adjustments to the Account made pursuant to this ARTICLE VI, and distributions made with respect to the Account pursuant to ARTICLE VIII. The Accounts shall be used solely as a device for the measurement and determination of the amounts to be paid to the Participants pursuant to this Plan and shall not constitute or be treated as a trust fund of any kind.

(b) Each Account shall be divided into separate subaccounts ("Investment Fund Subaccounts"), each of which corresponds to the Investment Fund selected by the Participant pursuant to Section 4.2(b).

Section 6.2 Crediting of Accounts.

(a) No later than five (5) business days following the end of each pay period, the Plan shall credit each Participant's Investment Fund Subaccounts to reflect amounts deferred from the Participant's Eligible Compensation during that pay period and the Investment Fund Election made by the Participant with respect to that Eligible Compensation.

(b) At the end of each Plan Year, the Plan shall credit each Participant's Investment Fund Subaccounts to reflect any Employer Contribution deemed to have been made on behalf of the Participant for that Plan Year and the allocation of that contribution among the Investment Funds pursuant to Section 4.2.

(c) The Plan Administrator shall adjust each Investment Fund Subaccount to reflect any transfers under the Plan to or from that Investment Fund Subaccount, as of the end of each business day, and to reflect any distributions under the Plan made with respect to that Investment Fund Subaccount and the Rate of Return on the related Investment Fund.

Section 6.3 Statement of Accounts. Each Participant shall be issued quarterly statements of his or her Account(s) in such form as the Plan Administrator deems desirable, setting forth the balance to the credit of such Participant in his or her Account(s) as of the end of the most recently completed quarter.

ARTICLE VII
VESTING AND FORFEITURES

Section 7.1 Deferral Accounts. A Participant's Deferral Accounts shall be one hundred percent (100%) vested and non-forfeitable at all times.

Section 7.2 Employer Contribution Accounts.

(a) Each Participant will be Vested in his or her Employer Contribution Accounts at the same time he or she is vested in his or her corresponding account and contributions under the ASP+. To the extent that different vesting schedules apply to the Participant's matching contributions and annual company contributions under the ASP+,

then such different vesting schedules shall apply to the corresponding Matching Contribution and Annual Company Contribution portions of the Participant's Employer Contribution Accounts under this Plan.

(b) If the Participant's employment with the Employers terminates (whether voluntarily or involuntarily) before his or her Employer Contribution Accounts become fully Vested, then the Participant shall forfeit the unvested portion of his or her Employer Contribution Accounts.

ARTICLE VIII
DISTRIBUTION OF BENEFITS

Section 8.1 In-Service Distributions. Subject to the provisions of Section 8.5, the Company shall pay In-Service Distributions in a lump sum to the Participant on the first business day in February of the year designated by the Participant on his or her Distribution Election Form.

Section 8.2 Distribution of Benefits in the Event of Termination of Employment.

(a) If, pursuant to Section 4.3, a Participant has submitted a Distribution Election (or the default set forth in paragraph (v) below applies) with respect to the Participant's Plan benefits for a Plan Year, then the Company shall pay the Participant his or her Plan benefits commencing on the first business day in February next following the date of the Participant's Termination of Employment in any of the following forms pursuant to the Participant's Initial Election or Subsequent Election or the default set forth in paragraph (v), as applicable:

(i) in substantially equal annual installments to the Participant over fifteen (15) years; or

(ii) in substantially equal annual installments to the Participant over ten (10) years; or

(iii) in substantially equal annual installments to the Participant over five (5) years; or

(iv) in a lump sum; or

(v) if no such election is on file with the Plan Administrator, in substantially equal annual installments to the Participant over ten (10) years.

Annual installments shall be paid on the first business day in February of each calendar year.

(b) Notwithstanding the provisions of Section 8.2(a), in the event that, as of the date of the Participant's Termination of Employment, the Participant's aggregate Vested benefit under the Plan is less than $50,000, the Participant's benefit shall be paid

to the Participant in a single lump sum payment within 90 days after the Participant's Termination of Employment.

Section 8.3 Distribution of Benefits on the Earliest to Occur of a Participant's Termination of Employment or Disability or a Specified Date. If a Participant has elected to receive Plan benefits in an In-Service Distribution pursuant to Section 4.3(b)(ii) and the Participant's Termination of Employment or Disability occurs prior to the date specified for such In-Service Distribution, then the Company shall pay the Participant's Plan benefits in accordance with Section 8.2(a), subject to Section 8.2(b).

Section 8.4 Distributions Due to Unforeseeable Emergency.

(a) A Participant may receive early payment of all or part of the balance in his or her Account(s) in the event of an Unforeseeable Emergency (a "Hardship Distribution") subject to the following restrictions:

(i) The Participant has requested the Hardship Distribution from the Plan Administrator on a form provided by or in the format requested by the Plan Administrator;

(ii) The Plan Administrator has determined that an Unforeseeable Emergency has occurred;

(iii) The Plan Administrator determines the amount of the Hardship Distribution, which amount will be limited to the amount reasonably necessary to satisfy the emergency need (including any amounts necessary to pay any federal, state, local or foreign income taxes or penalties reasonably anticipated to result from the Hardship Distribution); and

(iv) The Hardship Distribution shall be distributed in a lump sum within 30 days following determination by the Plan Administrator of the amount of the Hardship Distribution.

(b) The circumstances that would constitute a Unforeseeable Emergency will depend on the facts and circumstances of each case, but, in any case, a Hardship Distribution may not be made to the extent that such hardship may be relieved through (i) reimbursement or compensation by insurance or otherwise, (ii) liquidation of the Participant's assets, to the extent that liquidation of the Participant's assets would not itself cause severe financial hardship, or (iii) cessation of deferrals under this Plan in compliance with Code Section 409A.

Section 8.5 Distribution of Benefits in the Event of Death. In the event of a Participant's death prior to the complete distribution of his or her Accounts, the Company shall distribute the Participant's total remaining Plan benefit to his or her Beneficiary in a lump sum payment within 90 days after the date of the Participant's death.

Section 8.6 Distribution of Benefits in the Event of Disability. In the event of a Participant's Disability, the Company shall pay the Participant's Plan benefits commencing on

the first business day in February next following the date of the Participant's Disability pursuant to the Participant's Distribution Election to receive his or her Plan benefits in one of the forms permitted under Section 8.2(a) (or the default set forth in Section 8.2(a)(v)), subject to Section 8.2(b).

Section 8.7 Postponing or Amending Distributions. A Participant may postpone a scheduled distribution or amend the form of distribution specified under Section 8.1, Section 8.2(a) or Section 8.3 only by making a Subsequent Election pursuant to the terms of Section 4.3(c).

Section 8.8 Distribution of Benefits Pursuant to a Domestic Relations Order. The Company shall pay all or a portion of a Participant's Plan benefits in a lump sum to any person other than the Participant pursuant to the terms of a domestic relations order. For this purpose, a domestic relations order means a judgment, decree or order (including approval of a property settlement agreement) which relates to the provision of child support, alimony payments, or marital property rights to a spouse, former spouse, child or other dependent of the Participant and which is made pursuant to a state domestic relations law (including a community property law).

ARTICLE IX
BENEFICIARY DESIGNATION

Section 9.1 Beneficiary Designation. Each Participant shall have the right, at any time, to designate any person, persons or entity as his or her Beneficiary or Beneficiaries. A Beneficiary designation shall be made, and may be amended, by the Participant by filing a designation with the Plan Administrator, on such form and in accordance with such procedures as the Plan Administrator may establish from time to time.

Section 9.2 Failure to Designate a Beneficiary. If a Participant or Beneficiary fails to designate a Beneficiary as provided above, or if all designated Beneficiaries predecease the Participant or his or her Beneficiary, then the Participant's Beneficiary shall be deemed to be, in the following order:

(a) the spouse of such person, if any; or

(b) the deceased person's estate.

Section 9.3 Facility of Payment. When, in the Plan Administrator's opinion, a Participant or Beneficiary is under a legal disability or is incapacitated in any way so as to be unable to manage his or her financial affairs, the Plan Administrator may make any benefit payments to the Participant's or Beneficiary's legal representative or spouse, or the Plan Administrator may apply the payment for the benefit of the Participant or Beneficiary in any way the Plan Administrator considers advisable, in each case without subjecting the Participant or Beneficiary to accelerated taxation and/or tax penalties under Code Section 409A.

ARTICLE X
ADMINISTRATION OF PLAN

Section 10.1 Plan Administrator. The Board of Review, or such person as the Board of Review shall designate pursuant to Section 10.3, shall serve as the Plan Administrator of the Plan. The administration of the Plan shall be under the supervision of the Plan Administrator. It shall be a principal duty of the Plan Administrator to see that the Plan is carried out, in accordance with its terms, for the exclusive benefit of persons entitled to participate in the Plan without discrimination among them. Benefits under the Plan shall be paid only if the Plan Administrator decides, in his or her discretion, that the applicant is entitled to them. The Plan Administrator will have full power to administer the Plan in all of its details, subject to applicable requirements of law. For this purpose, the Plan Administrator's powers will include but will not be limited to, the following authority, in addition to all other powers provided by this Plan:

(a) To make and enforce such rules and regulations as it deems necessary or proper for the efficient administration of the Plan, including the establishment of any claims procedures that may be required by applicable provisions of law;

(b) To exercise discretion in interpreting the Plan, any interpretation to be reviewed under the arbitrary and capricious standard;

(c) To exercise discretion in deciding all questions concerning the Plan and the eligibility of any person to participate in the Plan, such decision to be reviewed under the arbitrary and capricious standard;

(d) To appoint such agents, counsel, accountants, consultants and other persons as may be required to assist in administering the Plan;

(e) To allocate and delegate its responsibilities under the Plan and to designate other persons to carry out any of its responsibilities under the Plan, any such allocation, delegation or designation to be in writing;

(f) To determine the amount and type of benefits to which any Participant or Beneficiary shall be entitled hereunder, including the method and date for all valuations under the Plan;

(g) To receive from the Employers and from Participants such information as shall be necessary for the proper administration of the Plan or any of its programs;

(h) To maintain or cause to be maintained all the necessary records for the administration of the Plan;

(i) To receive, review and keep on file (as it deems convenient and proper) reports of benefit payments made by the Plan;

(j) To determine and allocate among the Employers the liability to the Company associated with Plan benefits in accordance with Section 1.3 and to determine the time at which and manner in which that liability shall be paid to the Company;

(k) To make, or cause to be made, equitable adjustments for any mistakes or errors made in the administration of the Plan; and

(l) To do all other acts which the Plan Administrator deems necessary or proper to accomplish and implement its responsibilities under the Plan.

Section 10.2 Reliance on Tables, etc. In administering the Plan, the Plan Administrator will be entitled to the extent permitted by law to rely conclusively on all tables, valuations, certificates, opinions and reports which are furnished by or in accordance with the instructions of accountants, counsel, or other experts employed or engaged by the Plan Administrator.

Section 10.3 Delegation. The Board of Review shall have the authority to appoint one or more other persons to serve as the Plan Administrator hereunder, in which event such person(s) shall exercise all of the powers, duties, responsibilities, and obligations of the Plan Administrator hereunder.

Section 10.4 Operations. The day to day operation of the Plan will be handled by the person(s) designated by the Plan Administrator.

Section 10.5 Uniform Rules. The Plan Administrator shall administer the Plan on a reasonable and nondiscriminatory basis and shall apply uniform rules to all similarly situated Participants.

Section 10.6 Plan Administrator's Decisions Final. Any interpretation of the provisions of the Plan (including, but not limited to, the provisions of any of its programs) and any decision on any matter within the discretion of the Plan Administrator made by the Plan Administrator in good faith shall be binding on all persons. A misstatement or other mistake of fact shall be corrected when it becomes known and the Plan Administrator shall make such adjustment on account thereof as it considers equitable and practicable. Neither the Plan Administrator nor any Employer shall be liable in any manner for any determination of fact made in good faith.

ARTICLE XI
CLAIMS FOR BENEFITS

Section 11.1 Claims and Review Procedures. The Plan Administrator shall adopt procedures for the filing and review of claims in accordance with ERISA Section 503.

ARTICLE XII
AMENDMENT AND TERMINATION OF PLAN

Section 12.1 Amendment. The Company may amend the Plan, in whole or in part, at any time, provided, however, that no amendment shall be effective to decrease the balance in any Account as accrued at the time of such amendment. Any amendment that increases the total cost of the Plan to the Employers in excess of $250,000 in each of the three full calendar years next

following the date of the amendment shall be approved by the Board of Review. The Chief Human Resources Officer of the Company (or the individual holding equivalent duties and responsibilities) shall approve all other amendments to the Plan and the extension of the Plan to any division or Subsidiary of the Company.

Section 12.2 Termination. The Board of Review may at any time terminate the Plan with respect to future contributions. The Board of Review may also terminate and liquidate the Plan in its entirety, provided that such termination and liquidation are consistent with the requirements of Code Section 409A. Upon any such termination, the Company shall pay to each Participant the benefits the Participant is entitled to receive under the Plan, determined as of the termination date, in compliance with Code Section 409A.

ARTICLE XIII
MISCELLANEOUS

Section 13.1 Unfunded Plan. All payments pursuant to the Plan shall be made from the general funds of the Company, and no special or separate fund shall be established or other segregation of assets made to ensure payment. No Participant or other person shall have under any circumstances any interest in any particular property or assets of the Company as a result of participating in the Plan.

Section 13.2 Tax Withholding. The Company (or a third party administrator) shall have the right to deduct any required tax withholdings from payments to be made under the Plan.

Section 13.3 Nonassignability. Except as specifically set forth in the Plan with respect to the designation of Beneficiaries, neither a Participant nor any other person shall have any right to commute, sell, assign, transfer, pledge, anticipate, mortgage or otherwise encumber, transfer, hypothecate or convey in advance of actual receipt the amounts, if any, payable hereunder, or any part thereof, which are, and all rights to which are, expressly declared to be unassignable and non-transferable. No part of the amounts payable shall, prior to actual payment, be subject to seizure or sequestration for the payment of any debts, judgments, alimony or separate maintenance owed by a Participant or any other person, nor be transferable by operation of law in the event of a Participant's or any other person's bankruptcy or insolvency.

Section 13.4 Validity and Severability. The invalidity or unenforceability of any provision of this Plan shall not affect the validity or enforceability of any other provision of this Plan, which shall remain in full force and effect, and any prohibition or unenforceability in any jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction.

Section 13.5 Governing Law. The validity, interpretation, construction and performance of this Plan shall in all respects be governed by the laws of the State of Illinois, without reference to principles of conflict of law, except to the extent preempted by federal law.

Section 13.6 Employment Status. This Plan does not constitute a contract of employment or impose on the Participant or the Company any obligation for the Participant to remain an employee of the Company or change the status of the Participant's employment or the policies of the Company and its affiliates regarding termination of employment.

Section 13.7 Compensation and Benefit Plans and Programs. Nothing in this Plan shall prevent the Company or an Employer from modifying, amending or terminating any of its compensation, incentive or benefit plans and programs, including but not limited to the Savings Plan and/or any arrangement pursuant to which Eligible Bonuses or Eligible Compensation are earned or deferred under this Plan.

Section 13.8 Successors of the Company. The rights and obligations of the Company under the Plan shall inure to the benefit of, and shall be binding upon, the successors and assigns of the Company.

Section 13.9 Waiver of Breach. The waiver by the Company of any breach of any provision of the Plan by a Participant shall not operate or be construed as a waiver of any subsequent breach by the Participant.

Section 13.10 Notice. Any notice or filing required or permitted to be given to the Company under the Plan shall be sufficient if in writing and hand-delivered, or sent by first class mail to the principal office of the Company, directed to the attention of the Plan Administrator. Such notice shall be deemed given as of the date of delivery, or, if delivery is made by mail, as of the date shown on the postmark.

Section 13.11 Waiver of Notice. Any notice required under the Plan may be waived by the person entitled to such notice.

Section 13.12 Evidence. Evidence required of anyone under the Plan may be by certificate, affidavit, document or other information which the person acting on it considers pertinent and reliable, and signed, made or presented by the proper party or parties.

Section 13.13 Participating Employers. Subject to the consent of the Company's Chief Human Resources Officer, a Subsidiary of the Company may adopt the Plan by filing a written instrument to that effect with the Company. Such Subsidiary shall become an Employer and Appendix A shall be updated accordingly.

An Employer that that has adopted the Plan may withdraw its adoption of the Plan with the approval of the board of directors of the Employer and the approval of the Board of Review. The Company may, in its sole and absolute discretion by action of the Board of Review, terminate the participation in the Plan of any Employer if such Employer fails to fulfill its obligations under the Plan.

Section 13.14 Section 409A. To the extent applicable, the Plan is intended to comply with the provisions of Code Section 409A. The Plan will be administered and interpreted in a manner consistent with this intent, and any provision that would cause the Plan to fail to satisfy Code Section 409A will have no force and effect until it is amended to comply therewith (which amendment may be retroactive to the extent permitted by Code Section 409A). Notwithstanding anything contained herein to the contrary, to the extent required to avoid accelerated taxation and/or tax penalties under Code Section 409A and applicable guidance issued thereunder, amounts that would otherwise be payable pursuant to the Plan during the six-month period immediately following a Participant's Termination of Employment shall instead be paid on the first business day after the date that is six months following the Participant's Termination of

Employment (or upon the Participant's death, if earlier), plus, to the extent subject to a six-month delay, a return equal to the Rate of Return that would be achieved if such amounts were invested in accordance with the Participant's Investment Elections under Section 4.2 from the respective dates on which such amounts would otherwise have been paid until the actual date of payment.

APPENDIX A

EMPLOYERS

Subsidiary	Participation Effective Date
AbbVie US LLC	January 1, 2022
U.S. subsidiaries of Allergan Limited	January 1, 2022
Pharmacyclics LLC	January 1, 2022

Exhibit 31.1

Certification of Chief Executive Officer
Required by Rule 13a-14(a) (17 CFR 240.13a-14(a))

I, Richard A. Gonzalez, certify that:

1. I have reviewed this quarterly report on Form 10-Q of AbbVie Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of AbbVie as of, and for, the periods presented in this report;

4. AbbVie's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for AbbVie and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to AbbVie, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of AbbVie's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in AbbVie's internal control over financial reporting that occurred during AbbVie's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, AbbVie's internal control over financial reporting; and

5. AbbVie's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to AbbVie's auditors and the audit committee of AbbVie's board of directors:

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect AbbVie's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in AbbVie's internal control over financial reporting.

Date: November 4, 2022

/s/ Richard A. Gonzalez
Richard A. Gonzalez, Chairman of the Board
and Chief Executive Officer

Exhibit 31.2

Certification of Chief Financial Officer
Required by Rule 13a-14(a) (17 CFR 240.13a-14(a))

I, Scott T. Reents, certify that:

1. I have reviewed this quarterly report on Form 10-Q of AbbVie Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of AbbVie as of, and for, the periods presented in this report;

4. AbbVie's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for AbbVie and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to AbbVie, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of AbbVie's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in AbbVie's internal control over financial reporting that occurred during AbbVie's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, AbbVie's internal control over financial reporting; and

5. AbbVie's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to AbbVie's auditors and the audit committee of AbbVie's board of directors:

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect AbbVie's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in AbbVie's internal control over financial reporting.

Date: November 4, 2022

/s/ Scott T. Reents
Scott T. Reents, Senior Vice President,
Chief Financial Officer

Exhibit 32.1

Certification Pursuant To
18 U.S.C. Section 1350
As Adopted Pursuant To
Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report of AbbVie Inc. (the "Company") on Form 10-Q for the period ended September 30, 2022 as filed with the Securities and Exchange Commission (the "Report"), I, Richard A. Gonzalez, Chairman of the Board and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Richard A. Gonzalez
Richard A. Gonzalez
Chairman of the Board and Chief Executive Officer
November 4, 2022

A signed original of this written statement required by Section 906 has been provided to AbbVie Inc. and will be retained by AbbVie Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

Certification Pursuant To
18 U.S.C. Section 1350
As Adopted Pursuant To
Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report of AbbVie Inc. (the "Company") on Form 10-Q for the period ended September 30, 2022 as filed with the Securities and Exchange Commission (the "Report"), I, Scott T. Reents, Senior Vice President, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Scott T. Reents
Scott T. Reents
Senior Vice President, Chief Financial Officer
November 4, 2022

A signed original of this written statement required by Section 906 has been provided to AbbVie Inc. and will be retained by AbbVie Inc. and furnished to the Securities and Exchange Commission or its staff upon request.