

## Shareholder Information - Pharmacyclics, Inc. Transaction

On May 26, 2015, AbbVie Inc. (“AbbVie”) completed the acquisition of Pharmacyclics, Inc. (“Pharmacyclics”). A total of 67,408,824 shares of Pharmacyclics common stock, representing approximately 87 percent of Pharmacyclics’ outstanding common stock, were validly tendered and not withdrawn in the exchange offer. All of such shares were accepted for payment in the exchange offer. Following its acceptance of the shares tendered in the exchange offer, on May 26, 2015, AbbVie caused the merger of its subsidiary with and into Pharmacyclics. In connection with the merger, all shares of Pharmacyclics common stock not validly tendered into the exchange offer (a total of 9,735,850 shares) were cancelled and converted into the right to receive the merger consideration in the same amounts offered in the exchange offer. Holders of these shares were given the right to elect the form of merger consideration received for their shares, subject to proration, as described in the documents filed by AbbVie with the Securities and Exchange Commission in connection with the transaction. Based on the final results of these elections, the following consideration was paid in the merger:

- Pharmacyclics stockholders who elected to receive the mixed consideration, or who did not make a valid election, received the mixed consideration, which consisted of \$152.25 in cash and 1.6639 shares of AbbVie common stock per share of Pharmacyclics common stock;
- Pharmacyclics stockholders who elected to receive the all-cash consideration received \$261.25 in cash per share of Pharmacyclics common stock; and
- Pharmacyclics stockholders who elected to receive the all-stock consideration were subject to proration of a rate of approximately 47.37% (with the effect that approximately 47.37% of the shares subject to an all-stock election received their consideration in the form of AbbVie common stock, and the remaining shares subject to a stock election received their consideration in the form of cash), and received their consideration in the form of \$261.25 in cash for shares not accepted for the all-stock election due to proration and 3.9879 shares of AbbVie common stock per share of Pharmacyclics common stock for shares that were accepted for the all-stock election.

Following the application of the proration described above, 1,416,935 shares of Pharmacyclics common stock received all-cash consideration in the merger and 1,013,330 shares of Pharmacyclics common stock received all-stock consideration in the merger. Pharmacyclics stockholders received cash in lieu of fractional shares of AbbVie common stock.

In total, including the exchange offer and the merger, AbbVie issued 128,300,998 shares of AbbVie common stock and paid \$11,749,062,248.34 in cash in exchange for the outstanding shares of Pharmacyclics common stock, including cash paid in lieu of fractional shares of AbbVie common stock.