

**AbbVie Inc.**  
**Compensation Committee Charter**

1. *Purpose.* The Compensation Committee of the Board of Directors (the “Board”) of AbbVie Inc. (“AbbVie”) shall assist the Board in carrying out the responsibilities of the Board relating to the compensation of AbbVie’s executive officers and directors by discharging the responsibilities set forth below and shall produce an annual report on executive compensation for inclusion in AbbVie’s proxy statement in accordance with applicable rules and regulations.
  
2. *Qualifications; Organization.* All members of the Compensation Committee must:
  - satisfy the independence requirements of the New York Stock Exchange, as such requirements are interpreted by the Board in its business judgment,
  - meet the definition of “non-employee director” under Rule 16b-3 of the Securities Exchange Act of 1934, and
  - be an “outside director” for the purposes of Section 162(m) of the Internal Revenue Code of 1986.

The Board shall appoint, and may remove, members of the Compensation Committee and the Compensation Committee’s Chairman, after receiving the recommendations of AbbVie’s Nominations and Governance Committee.

3. *Authority and Responsibilities.* To assist it in the conduct of its responsibilities, the Compensation Committee, to the extent it deems necessary or appropriate, may consult with management, may seek advice and assistance from AbbVie employees or others, and, in its sole discretion, may retain or obtain the advice of compensation consultants, legal counsel, or other advisers. Additionally, the Compensation Committee has the sole authority to retain or terminate any compensation consultant to be used to assist in the evaluation of director, Chief Executive Officer or other executive officer compensation and has the sole authority to approve such consultant’s fees and other terms of retention. The Compensation Committee is directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel, or other adviser retained by the Compensation Committee, and AbbVie shall provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any such adviser retained by the Compensation Committee.

The Compensation Committee shall report to the Board, as appropriate. The Compensation Committee may delegate any of its responsibilities and duties to one or more members of the Compensation Committee, except to the extent such delegation would be inconsistent with the requirements of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder (the “Exchange Act”), or the listing rules of the New York Stock Exchange.

The Compensation Committee shall:

- Review corporate goals and objectives relevant to the Chief Executive Officer's compensation and evaluate the Chief Executive Officer's compensation in light of those goals and objectives. Based on that evaluation, the Compensation Committee shall determine and approve the compensation of the Chief Executive Officer, with the exception of the Chief Executive Officer's base compensation, which shall be approved by the independent directors on the full Board after receiving the recommendation of the Compensation Committee. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Compensation Committee shall consider AbbVie's performance and relative shareholder return, the value of similar incentive awards to Chief Executive Officers at comparable companies, and the awards given to the Chief Executive Officer in past years.
- Determine and approve the compensation of AbbVie's other executive officers.
- In establishing compensation for the executive officers, consider the recommendations of an independent compensation consultant, performance against the officer's goals and objectives, and AbbVie's relative performance.
- Make recommendations to the Board with respect to incentive compensation plans and equity-based plans of AbbVie that are subject to board approval and review, approve, and administer the incentive compensation plans in which any executive officer of AbbVie participates and all equity-based plans of AbbVie. The Compensation Committee may delegate responsibilities to administer and make grants under such plans to management to the extent contemplated by the documents governing such plans, except to the extent such delegation would be inconsistent with applicable law or regulation or with the listing rules of the New York Stock Exchange. The Compensation Committee may approve awards (with or without ratification of the Board) as may be required to comply with applicable tax rules.
- Establish director compensation guidelines and review, at least annually, the compensation of directors who are not then serving as full-time employees of AbbVie or any of its subsidiaries and recommend for approval by the Board any change in the compensation of such directors as well as the allocation of compensation between equity-based awards and cash. In recommending director compensation, the Compensation Committee shall take comparable director fees into account and review any arrangement that could be viewed as indirect director compensation. The Compensation Committee shall consider, as appropriate, substantial charitable contributions made to organizations with which a director is affiliated and any consulting contracts with, or other indirect compensation to, a director, when determining the form and amount of director compensation.
- Review and discuss with management and the Compensation Committee's independent compensation consultant potential risks associated with AbbVie's

compensation policies and practices, including its incentive compensation plans, and review these risks with the Board as appropriate.

- Produce an annual report on executive compensation for inclusion in AbbVie's proxy statement in accordance with applicable rules and regulations, including by preparing the disclosure required by Item 407(e)(5) of Regulation S-K.
  - The Compensation Committee may retain or obtain advice from a compensation consultant, legal counsel, or other adviser to the Compensation Committee, pursuant to the NYSE Listed Company Manual Section 303A.05, only after taking into consideration all factors relevant to that person's independence from management, including applicable requirements as established by the Securities and Exchange Commission, New York Stock Exchange or other governing regulatory authority.
4. *Annual Performance Evaluation.* The Compensation Committee shall review and assess the adequacy of its charter annually and recommend any proposed changes to the Board for approval. It shall also conduct an annual evaluation of the Compensation Committee's performance.