

**AbbVie Inc.**  
**Nominations and Governance Committee Charter**

1. *Purpose.* The Nominations and Governance Committee of the Board of Directors (the “Board”) of AbbVie Inc. (“AbbVie”) shall:
  - assist the Board in identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and recommend to the Board the nominees for election as directors at the next annual meeting of shareholders;
  - recommend to the Board the persons to be elected as officers of AbbVie;
  - develop and recommend to the Board the corporate governance guidelines applicable to AbbVie;
  - oversee the evaluation of the Board and management; and
  - serve in an advisory capacity to the Board and Chairman of the Board on matters of organization, management succession plans, major changes in the organizational structure of AbbVie and the conduct of Board activities.
2. *Qualifications; Organization.* All members of the Nominations and Governance Committee must satisfy the independence requirements of the New York Stock Exchange, as such requirements are interpreted by the Board in its business judgment. The Board shall appoint, and may remove, members of the Nominations and Governance Committee and the Nominations and Governance Committee’s Chairman.
3. *Authority and Responsibilities.* To assist it in the conduct of its responsibilities, the Nominations and Governance Committee, to the extent it deems necessary or appropriate, may consult with management, may seek advice and assistance from AbbVie employees or others, and may retain legal counsel and search firms. The Nominations and Governance Committee has the sole authority to retain and terminate any search firm used to identify director candidates and has the sole authority to approve such firm’s fees and other terms of retention.

The Nominations and Governance Committee shall report to the Board, as appropriate. The Nominations and Governance Committee may delegate any of its responsibilities and duties to one or more members of the Nominations and Governance 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 Nominations and Governance Committee shall:

- Develop general criteria for the selection of, and qualifications desirable in, members of the Board and, following approval by the Board, reflect such directorship qualifications criteria in an Outline for Directorship Qualifications, which is included as an exhibit to AbbVie’s Corporate Governance Guidelines;

- Assist the Board in identifying and attracting candidates qualified to become Board members and annually recommend to the Board the nominees for election as directors who meet AbbVie's directorship qualification criteria, AbbVie's corporate governance guidelines, and any other requirements established by this Committee and approved by the Board and, from time to time, recommend persons to fill vacancies on the Board; in this regard, the Nominations and Governance Committee shall consider potential nominees recommended by shareholders;
- Review annually the qualifications, requirements, membership, structure and performance of committees of the Board, including the Nominations and Governance Committee, and make recommendations to the Board regarding committee memberships and chairmanship and other matters, as appropriate;
- Recommend to the Board persons to be elected as the executive officers of AbbVie;
- Approve corporate goals and objectives for the Chief Executive Officer and review them with the Board, as appropriate;
- Review the performance of the Chief Executive Officer of AbbVie and report at least annually to the Board;
- Review with the Chief Executive Officer succession planning for senior managers (including identification of potential successors for the Chief Executive Officer position), report at least annually on such planning to the Board and, with input from the Chief Executive Officer, conduct an annual assessment of the performance and development of senior management;
- Review and assess the adequacy of AbbVie's corporate governance guidelines and recommend amendments to the Board, as appropriate;
- Review and make recommendations to the Board regarding shareholder proposals submitted for inclusion in AbbVie's proxy materials;
- Oversee the annual evaluation of the performance of the Board, and of members of AbbVie's management; and
- Conduct reasonable prior review and approve or disapprove of all proposed transactions with related persons that would require disclosure pursuant to Section 404(a) of Regulation S-K promulgated by the Securities and Exchange Commission. No member of the Nominations and Governance Committee having an interest in such a transaction shall participate in any decision regarding that transaction. The Nominations and Governance Committee shall consider the following items, among others: (i) the related person's relationship to AbbVie and interest in the transaction; (ii) the material facts of the transaction, including the aggregate value of such transaction or, in the case of indebtedness, the amount of principal involved; (iii) the benefits to AbbVie of the transaction; (iv) if

applicable, the availability of other sources of comparable products or services; (v) an assessment of whether the transaction is on terms that are comparable to the terms available to an unrelated third party or to employees generally; and (vi) whether a transaction has the potential to impair director independence. In conjunction with any Nominations and Governance Committee action approving any such transaction, the Nominations and Governance Committee shall make a determination that the transaction does not constitute a conflict of interest.

4. *Annual Performance Evaluation.* The Nominations and Governance 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 Nominations and Governance Committee's performance.