

Compensation Committee Charter

1. *Purpose.* The Compensation Committee of the Board of Directors shall assist the Board in carrying out the responsibilities of the Board relating to the compensation of Abbott's executive officers and directors by discharging the responsibilities set forth below and shall produce an annual report on executive compensation for inclusion in Abbott's proxy statement in accordance with applicable rules and regulations.

2. *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, (the "Exchange Act"), and
 - be an "outside director" for the purposes of Section 162(m) of the Internal Revenue Code of 1986.

Abbott's Board shall appoint, and may remove, members of the Compensation Committee and the Committee's Chairman, acting on the recommendations of Abbott'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 Abbott employees or others, and may retain legal counsel, accountants and compensation consultants. 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 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 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 following the recommendation of the Compensation Committee.

- Determine and approve the compensation of Abbott'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 Abbott's relative performance.
 - Make recommendations to the Board with respect to incentive compensation plans and equity-based plans of Abbott that are subject to board approval and review, approve, and administer the incentive compensation plans in which any executive officer of Abbott participates and all equity-based plans of Abbott. 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.
 - Review, at least annually, the compensation of directors who are not then serving as full-time employees of Abbott or any of its subsidiaries and recommend for approval by the Board any change in the compensation of such directors. 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 will 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.
4. *Annual Performance Evaluation.* The Compensation Committee shall annually evaluate its own performance.