

## Nominations and Governance Committee Charter

1. *Purpose.* The Nominations and Governance Committee of the Board of Directors shall:
  - assist the Board in identifying individuals qualified to become Board members, 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 Abbott;
  - develop and recommend to the Board the corporate governance guidelines applicable to Abbott; 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 Abbott and the conduct of Board activities.
2. *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. Abbott's Board shall appoint, and may remove, members of the Nominations and Governance Committee and the 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 Abbott 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 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 reflect such directorship qualifications criteria in an Outline for Directorship Qualifications, which is included as an exhibit to Abbott'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 Abbott's directorship qualification criteria, Abbott's corporate governance guidelines, and any other requirements established by this Committee 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 officers of Abbott who are an Executive, Group or Senior Vice President or who are reporting officers under Section 16 of the Securities Exchange Act of 1934;
- 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 Abbott and make recommendations to the Board, as appropriate;
- Review with the lead director and Chief Executive Officer succession planning for senior managers;
- Review and assess the adequacy of Abbott's corporate governance guidelines and recommend amendments to the Board, as appropriate;
- Oversee the annual evaluation of the performance of the Board, and members of management of Abbott; and
- Oversee and conduct a reasonable prior review and approve or disapprove of all transactions or 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 Committee having an interest in such a transaction shall participate in any review regarding that transaction. The Committee will consider the following items, among others: (i) the related person's relationship to the Company 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 the Company 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 Committee action approving any such transaction, the Committee shall make a determination that the transaction does not constitute a conflict of interest. The Committee shall prohibit any such transaction if

the Committee determines it to be inconsistent with the interests of the Company and its shareholders.

- Review and make recommendations to the Board regarding shareholder proposals submitted for inclusion in Abbott's proxy materials.

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. The Nominations and Governance Committee shall annually evaluate its own performance.