

**ABBVIE INC.  
GOVERNANCE GUIDELINES**

I.	Director Independence and Qualifications .....	1
II.	Director Responsibilities .....	2
III.	Board and Committee Meetings .....	3
IV.	Board Committees.....	3
V.	Director Access to Management and Independent Advisors.....	4
VI.	Director Compensation and Indemnification .....	4
VII.	Director Orientation and Continuing Education .....	5
VIII.	Management Evaluation and Succession .....	5
IX.	Annual Performance Evaluation of the Board .....	6
X.	Stock Ownership Guidelines.....	6
XI.	Code of Business Conduct .....	7

Exhibit A: AbbVie Inc. Outline for Directorship Qualifications

## **I. Director Independence and Qualifications**

### **Independence.**

A majority of the directors shall meet the New York Stock Exchange listing standards for independence, as such requirements are interpreted by the board in its business judgment. All of the members of the audit committee, compensation committee, the nominations and governance committee, and the public policy committee shall be independent.

### **Qualifications.**

The qualifications for AbbVie's directors are set forth in the Outline for Directorship Qualifications, which is attached as Exhibit A.

### **Change in Affiliation.**

Directors are expected to report to the chairman of the board and the chairman of the nominations and governance committee when they experience a significant change in their business or professional affiliation or responsibility and offer to resign from the board. The nominations and governance committee, in consultation with the chairman of the board, will determine whether the director continues to adequately meet the requirements for service on the board of directors and whether or not to accept the resignation.

### **Limit on the Number of Other Directorships.**

Directors are expected to devote sufficient time to fulfill their responsibilities as directors in accordance with the criteria set forth in the Outline for Directorship Qualifications. Accordingly, directors may serve on the board of directors of other public companies, but shall limit such service to a reasonable number of companies that would not conflict with their responsibilities as AbbVie directors.

### **New Directorships.**

Directors are expected to inform the chairman of the board and the chairman of the nominations and governance committee of any public company directorships that they have been offered before accepting that directorship. In addition, no director shall serve on the board of directors of any AbbVie competitor unless such directorship complies with all applicable legal standards and has been approved by the AbbVie board or AbbVie's nominations and governance committee. The nominations and governance committee shall periodically review the appropriateness of any directorships held by AbbVie directors on the boards of directors of any AbbVie competitors.

### **Term Limits.**

AbbVie's directors are not subject to term limits because the board of directors has determined that the knowledge, expertise and continuity provided by those directors who have experience with AbbVie and who continue to meet the qualifications set forth in the Outline for Directorship Qualifications are valuable to AbbVie.

## **Tenure.**

No person is eligible for election as a non-management director if, at the time of the election, he or she is age 75 or older; provided, however, from time to time, the board may nominate any person for election as a non-management director regardless of his or her age at the time of election if the board determines that, due to his or her unique capabilities and/or special circumstances, the election of such person is in the best interest of AbbVie.

## **Chairman of the Board and Chief Executive Officer.**

The board of directors believes that it is important to retain the flexibility to allocate the responsibilities of the offices of chairman of the board and chief executive officer in any manner that it determines to be in the best interests of AbbVie. The board of directors specifically reserves the right to vest the responsibilities of chairman of the board and chief executive officer in the same individual and currently believes that it is in AbbVie's best interests for the chief executive officer to serve as the chairman of the board.

## **II. Director Responsibilities**

### **Preparation for and Attendance at Meetings.**

Directors are expected to prepare adequately for and regularly attend the annual shareholders' meeting and meetings of the board of directors and board committees on which they serve.

### **Special Meetings.**

Recognizing that situations arise requiring prompt board action, directors shall make themselves available for special meetings and shall promptly return documents requiring their signature. Directors shall receive prompt notification of such special meetings.

### **Disclosure of Potential Conflicts of Interest.**

Directors must disclose to the rest of the members of the board of directors any potential conflict of interest they may have with respect to a matter under discussion and, if appropriate, recuse themselves from board discussions of the matter and/or refrain from voting on a matter on which they may have a conflict.

### **Board Review.**

The board of directors shall review and, where appropriate, approve fundamental operating, financial, risk management and other corporate strategies, as well as major plans and objectives and shall monitor the effectiveness of management policies and decisions, including the execution of strategies.

### **Public Statements.**

Absent unusual circumstances, AbbVie's senior management, as opposed to individual directors, provide the public voice of AbbVie.

## **Lead Director.**

The chairman of the nominations and governance committee shall act as the lead director. The lead director shall:

- preside at all meetings of the board at which the chairman is not present, including executive sessions of the independent directors;
- serve as liaison between the chairman and the independent directors;
- approve meeting schedules to assure that there is sufficient time for discussion of all agenda items, as well as meeting agendas and information sent to the board;
- have authority to call meetings of the independent directors; and
- if requested by major shareholders, ensure that he or she is available for consultation and direct communication.

## **III. Board and Committee Meetings**

### **Meetings.**

The board of directors generally meets at least six times a year, on dates selected by the chairman of the board. Directors will be given as much advance notice of meeting dates as reasonably practicable.

### **Agenda.**

The chairman of the board, with approval from the lead director and in consultation with the other board members, shall set the agenda for meetings of the board of directors. The chairman of the board, with approval from the lead director and in consultation with the chairman of each committee, shall set the agenda for the meetings of the applicable committee. Directors and committee members may suggest agenda items and may raise other matters at meetings.

### **Executive Sessions.**

The independent directors generally meet at least twice a year in regularly scheduled executive sessions and may hold such additional executive sessions as they determine necessary or appropriate. The lead director shall normally preside at these executive sessions.

## **IV. Board Committees**

### **Audit, Nominations and Governance, Compensation, and Public Policy Committees.**

The board of directors shall at all times have an audit committee, a nominations and governance committee, a compensation committee, and a public policy committee. Each of these committees shall operate in accordance with applicable law, its charter, and the applicable rules of the Securities and Exchange Commission and the New York Stock

Exchange. Current board practice is that the chairmen of these committees should not serve in such capacity for more than five consecutive years.

#### **Executive Committee.**

The board of directors shall also have an executive committee with the power to act on behalf of the board of directors, except for powers reserved to the full board of directors pursuant to Delaware law, AbbVie's by-laws or any standing board resolution. The chairman of the board shall be the chairman of the executive committee. A majority of these members shall be independent.

#### **Other Committees.**

The board of directors may also establish such other committees as it deems appropriate and delegate to those committees any authority permitted by applicable law and AbbVie's by-laws as the board of directors sees fit, other than the responsibilities delegated to the audit committee, nominations and governance committee, and compensation committee in their charters or reserved to the full board of directors.

### **V. Director Access to Management and Independent Advisors**

#### **Access to AbbVie's Management.**

Each director shall have complete access to AbbVie's management. AbbVie's management will make itself available to answer the directors' questions about AbbVie between meetings.

#### **Independent Advisors.**

The board of directors and board committees may engage and consult with financial, legal, or other independent advisors at AbbVie's expense.

### **VI. Director Compensation and Indemnification**

#### **Role of the Compensation Committee.**

Each year, in accordance with the terms of its charter, the compensation committee shall review the compensation paid to the members of the board of directors and give its recommendations to the board of directors regarding both the amount of director compensation that should be paid and the allocation of that compensation between equity-based awards and cash.

#### **Director Compensation Guidelines.**

The compensation committee shall establish director compensation guidelines and review them as appropriate. 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, including substantial charitable contributions made to organizations with which a director is affiliated and any consulting contracts with, or other indirect compensation to, a director.

## **Indemnification.**

In accordance with the terms of its articles of incorporation, AbbVie shall indemnify the members of the board of directors to the fullest extent permitted by law.

## **VII. Director Orientation and Continuing Education**

### **Director Orientation.**

Following their election, every newly elected member of the board of directors shall participate in an orientation program established by AbbVie. This orientation program shall include presentations designed to familiarize directors with AbbVie and its strategic plans, its significant financial, accounting and risk management issues, its Code of Business Conduct, compliance programs and other controls, its senior management, and its internal and independent auditors. The program shall also address procedures of the board of directors, directors' responsibilities, the board's Corporate Governance Guidelines and board committee charters.

### **Continuing Education.**

The board of directors encourages its members to participate in continuing education programs sponsored by universities, stock exchanges or other organizations or consultants specializing in director education. Directors may attend continuing education programs at AbbVie's expense.

## **VIII. Management Evaluation and Succession**

### **Evaluation of Chief Executive Officer and Other Management.**

The nominations and governance committee shall annually report to the board of directors on its evaluation of the chief executive officer's performance. The board of directors shall review this report, including discussing it outside the presence of the management directors, to satisfy itself that the chief executive officer is providing the long-term and short-term leadership that the board of directors deems necessary for AbbVie. In addition, the nominations and governance committee, with the input of the chief executive officer, shall conduct an annual assessment of the performance and development of AbbVie's other senior management.

### **Succession Planning.**

Succession planning for AbbVie's senior management positions is critical to AbbVie's long-term success. The nominations and governance committee shall annually review AbbVie's succession plans and report on them to the board of directors. The nominations and governance committee shall also identify potential successors for the chief executive officer position, although this does not mean that it must at all times have selected a particular individual as the designated successor chief executive officer. The chief executive officer shall participate in this process by providing the nominations and governance committee with recommendations or evaluations of potential successors and identifying any development plans that the chief executive officer recommends for such individuals. The chief executive officer is expected to recommend to the board of directors on an ongoing basis one or more successors in the event of an unexpected inability of the chief executive officer to continue to serve.

## **IX. Annual Performance Evaluation of the Board**

### **Self-Evaluation by the Board of Directors.**

Each year, the board of directors will conduct a self-evaluation to determine whether it and its committees are functioning effectively. The nominations and governance committee shall be responsible for seeking comments from all directors and reporting its evaluation of board and committee performance to the board of directors on an annual basis. The full board of directors will discuss the evaluation report to determine what, if any, action should be undertaken to improve board and board committee performance.

### **Statement of Principles.**

These Corporate Governance Guidelines are a statement of principles and intent. The board of directors reserves the right, unless otherwise required by law or the rules of the New York Stock Exchange or the Securities and Exchange Commission, to make exceptions to these guidelines where it believes such action is warranted due to special circumstances and is in the best interest of AbbVie.

### **Evaluation of the Corporate Governance Guidelines.**

The board of directors recognizes that these Corporate Governance Guidelines must continue to evolve to meet the changing needs of AbbVie and its shareholders and changing requirements. The board of directors, with the assistance of its nominations and governance committee, will periodically review these Corporate Governance Guidelines to determine whether any changes are appropriate.

## **X. Stock Ownership Guidelines**

### **Stock Ownership for Directors.**

Directors are encouraged to make a substantial investment in AbbVie stock. Accordingly, the board of directors has set minimum stock ownership guidelines for directors. Each director is required to own AbbVie stock valued at five times the annual fee for service as a director under the AbbVie Non-Employee Directors' Fee Plan within five years of joining the board or as soon thereafter as practicable. The value of restricted stock units awarded to a director under the AbbVie 2013 Incentive Stock Program will be counted towards achievement of the stock ownership guideline.

### **Stock Ownership for Senior Executives.**

Senior executives are encouraged to make a substantial investment in AbbVie stock. Accordingly, the board of directors has set minimum stock ownership guidelines for senior executives in the following amounts:

- Chairman and Chief Executive Officer – AbbVie stock valued at six times base salary; and
- Executive and Senior Vice Presidents – AbbVie stock valued at three times base salary.

Ownership of the target value of shares includes stock owned directly by the senior executive, shares held in the senior executive's name in the AbbVie Savings Plan, restricted shares, restricted stock units, and stock beneficially owned by the senior executive through trusts, dividend reinvestment plans, and similar arrangements. Each senior executive is expected to attain his/her ownership target within five years of appointment to the position of Senior Vice President, Executive Vice President, and Chairman of the Board and Chief Executive Officer, as applicable. Base salary for the senior executives identified above is measured at the beginning of each year.

## **XI. Code of Business Conduct**

Directors shall adhere to the principles of AbbVie's Code of Business Conduct as it applies to directors. Those obligations of the directors are described below.

### **Fair Dealing.**

Directors shall deal honestly and ethically with AbbVie and on AbbVie's behalf in all matters.

### **Avoiding Conflicts of Interest.**

Directors shall avoid actual or apparent conflicts with AbbVie's interests.

As stated in Part II of these Corporate Governance Guidelines, directors must disclose to the rest of the members of the board of directors any potential conflict of interest they may have with respect to a matter under discussion and, if appropriate, recuse themselves from board discussions of, and/or refrain from voting on, a matter on which they may have a conflict.

Subject to the New York Stock Exchange listing standards for independence, a director may own a significant financial interest or hold a directorial, managerial, employment, consulting or other position in any firm or corporation which does or seeks to do business with AbbVie, or which is a competitor of AbbVie. However, any such director must recuse himself or herself from any AbbVie board discussion of, and/or refrain from voting on, any matter that directly affects the relationship between AbbVie and such firm or corporation.

Notwithstanding the foregoing, in the case of a director who owns a significant financial interest, or holds a directorial, managerial, employment, consulting or other position, in Abbott Laboratories, such director shall not be required to recuse himself or herself from any AbbVie board discussion of, and/or refrain from voting on, any matter that may involve or affect the relationship between AbbVie and Abbott Laboratories unless the lead director of AbbVie shall determine, on a case-by-case basis, that such recusal and/or refrainment shall be appropriate. If the lead director owns such a financial interest or holds such a position in Abbott Laboratories, such determination shall be made by a majority of the directors who do not own a significant financial interest, or hold a directorial, managerial, employment, consulting or other position, in Abbott Laboratories.

No director shall serve on the board of directors of any AbbVie competitor unless such directorship complies with all applicable legal standards and has been approved by the board or the nominations and governance committee. Subject to the New York Stock Exchange listing standards for independence, a non-management director may hold a managerial, employment, consulting or other position with an AbbVie competitor only if such position complies with all

applicable legal standards and has been approved by the board or the nominations and governance committee.

### **AbbVie Opportunities.**

Directors shall not have a duty to communicate or present any corporate opportunity to AbbVie, and AbbVie renounces any interest or expectancy in such opportunity and waives any claim against a director arising from the fact that he or she does not present the opportunity to AbbVie or pursues or facilitates the pursuit of the opportunity by others; provided, however, that the foregoing shall not apply in a case in which a director is presented with a corporate opportunity in writing expressly in his or her capacity as a director of AbbVie. No amendment or repeal of the foregoing provision of these Corporate Governance Guidelines shall affect the treatment of, or obligations with respect to, any corporate opportunity of which a director learned prior to such amendment or repeal.

### **Protection of Confidential Information of Customers and Others.**

Directors shall protect the confidential information of customers, suppliers and other parties, which they receive in their capacity as directors of Abbott.

### **Compliance with Laws.**

Directors shall comply with all laws, rules and regulations applicable to their capacity as directors of AbbVie, including, among others, the insider trading laws, rules and regulations.

### **Protection of AbbVie's Assets.**

Directors shall protect AbbVie's assets and promote their efficient and legitimate business use.

### **Protection of AbbVie's Confidential Information.**

Directors shall protect AbbVie's confidential information.

### **Reporting of any Illegal or Unethical Behavior.**

Directors shall report violations of laws, rules, regulations or the Code of Business Conduct to the Chairman of the Board and Chief Executive Officer, the Vice President and Chief Ethics and Compliance Officer, or any other appropriate AbbVie personnel.

### **Waivers.**

Any waiver of the Code of Business Conduct for a director may be made only by the board of directors.

AbbVie shall make prompt public disclosure, in accordance with applicable laws, rules and regulations, of any such waiver.

## **Exhibit A: AbbVie Inc. Outline for Directorship Qualifications**

The following characteristics shall be taken into consideration when selecting nominees for the board of directors. Individual nominees do not need to satisfy all the qualifications listed below and there is no requirement that all qualifications be represented on the board.

In addition to the specific characteristics set forth below, board members should, at a minimum, have backgrounds that when combined provide a portfolio of experience and knowledge that will serve AbbVie's governance and strategic needs. Board candidates will be considered on the basis of a range of criteria including broad-based business knowledge and relationships, prominence and excellent reputations in their primary fields of endeavor, as well as a global business perspective and commitment to good corporate citizenship. Directors should have demonstrated experience and ability that is relevant to the board of directors' oversight role with respect to AbbVie's business and affairs.

1. Strong management experience, ideally with major public companies with successful multinational operations, including, but not limited to:
  - A. Active or recently retired Chairmen and Chief Executive Officers.
  - B. Presidents and Chief Operating Officers.
  - C. Executive or Group Vice Presidents with short-term potential for movement to item A or B above.
2. Other areas of experience which are desirable for representation on the AbbVie board, include, but are not limited to:
  - A. Medicine.
  - B. Hospital Administration.
  - C. Medical and Scientific Research and Development.
  - D. Finance.
  - E. International Business.
3. Other qualifications that would be helpful in addition to the above, include, but are not limited to:
  - A. Senior level government experience.
  - B. Academic administration.
4. The board shall include a range of ages and a diversity of ethnicity, gender and geography.
5. Primary characteristics required in new board candidates.
  - A. They must be first and foremost able and willing to represent the stockholders' short-term and long-term economic interests and satisfy their fiduciary duties to

stockholders without conflicts of interest, such as economic incentives from a party other than AbbVie related to service as a director of AbbVie.

- B. They must be able to contribute to the evaluation of the existing management of AbbVie.
  - C. They must also be cognizant of the responsibilities of AbbVie to:
    - (1) Its employees.
    - (2) Its customers.
    - (3) Civic and social issues.
    - (4) Regulatory authorities.
  - D. They will be willing to take the necessary time to properly prepare for board and committee meetings at a minimum based on a thorough review of the material supplied before each board meeting.
6. Primary characteristics required for renomination of incumbent directors.
- A. Incumbent directors should continue to meet the general qualifications outlined above and, in addition, should abide by the following criteria:
    - (1) Adequate preparation for board and committee meetings, including a thorough review of and familiarity with the written materials supplied before each meeting.
    - (2) Participation in and contributions to board and committee discussions through useful and pertinent suggestions, questions, and comments.
    - (3) Providing on-going advice and counsel to management on the director's own initiative and when requested by management.
    - (4) Regular attendance at board and committee meetings.
    - (5) Maintaining an independent familiarity with the external environments in which AbbVie operates and especially in the director's own particular fields of expertise.