



The Directors
AbbVie Inc.
1 North Waukegan Road
North Chicago,
Illinois 60064
United States

Morgan Stanley & Co International plc (the “**Financial Adviser**”)
25 Cabot Square
Canary Wharf
London
E14 4QA
United Kingdom

25 June 2019

Dear Ladies and Gentlemen

AbbVie Inc. (the “**Company**”)

We hereby consent to the inclusion in the Rule 2.5 Announcement, dated 25 June 2019 and published by the Company, of our report concerning the Merger Benefit Statement in the form and context in which it is included.

Our consent is required by Rule 28.4 of the Irish Takeover Panel Act 1997, Takeover Rules, 2013 and is given for the purpose of complying with those Rules and for no other purpose.

We attach a proof of the proposed Rule 2.5 Announcement initialled by us for the purposes of identification.

Yours faithfully

A handwritten signature in blue ink that reads 'PricewaterhouseCoopers LLP'.

PricewaterhouseCoopers LLP
Chartered Accountants

PricewaterhouseCoopers LLP, 1 Embankment Place, London WC2N 6RH
T: +44 (0) 20 7583 5000, F: +44 (0) 20 7212 4652, www.pwc.co.uk

PricewaterhouseCoopers LLP is a limited liability partnership registered in England with registered number OC303525. The registered office of PricewaterhouseCoopers LLP is 1 Embankment Place, London WC2N 6RH. PricewaterhouseCoopers LLP is authorised and regulated by the Financial Conduct Authority for designated investment business.