

## **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 officers who are an Executive, Group or

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 Senior Officers.

In establishing compensation for the Senior 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