

**Charter of the Compensation and Human Capital Committee  
Board of Directors  
Baxter International Inc.**

**Statement of Purpose**

The Compensation and Human Capital Committee (the “Committee”) shall discharge the responsibilities of the Board of Directors (the “Board”) of Baxter International Inc. (“Baxter” or the “Company”) relating to employee benefit, compensation and equity-based plans of the Company’s Key Executives. As used throughout this Charter, the term Key Executives includes the Company’s “executive officers” as defined by Rule 3b-7 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), any other corporate officer of the Company (as formally appointed by the Board) and any other senior executive as determined by the Committee from time to time.

**Organization and Meetings**

The Committee shall consist of three or more members of the Board, all of whom shall satisfy the independence requirements of the New York Stock Exchange (the “NYSE”) and the Company’s Corporate Governance Guidelines. All Committee members shall also meet the definitions of “non-employee director” under Rule 16b-3 of the Exchange Act. The independent members of the Board shall appoint the members and chairperson of the Committee. The members shall serve until their successors are appointed and qualified. The independent members of the Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to new member(s) satisfying the above requirements. The Committee shall report its actions and recommendations to the Board at the next meeting of the Board following each Committee meeting.

The Committee shall have the authority to meet in executive session without any management personnel present and may form and delegate authority to subcommittees when appropriate.

**Responsibilities and Authority**

The Committee shall have the following authority and responsibilities:

1. Review and approve the Company’s executive compensation philosophy, strategy and principles; and at least annually, assess the Company’s risk relating to its compensation policies and practices.
2. Develop market-comparable total compensation that enables the Company to attract and retain talented executives and to reward outstanding performance that aligns to enhancing long-term shareholder value. Accordingly, the Committee will determine which companies (“peer group of companies”) to use for the purpose of benchmarking compensation. In determining actual compensation levels, the Committee must consider all elements of the compensation program in total rather than any one element alone.
3. Make recommendations for consideration by the independent members of the Board, in executive session, concerning the compensation (including, but not limited to, base salary, cash bonuses, long-term incentives, and perquisites) of the Chairman of the Board and Chief Executive Officer. All such compensation recommendations shall reflect communication and coordination with the Nominating, Corporate Governance & Public Policy Committee regarding the annual performance evaluation of the Chairman of the Board and Chief Executive Officer. In determining the long-term incentive component of compensation of the Chief Executive Officer, the Committee should consider, among other things, the Company’s performance and relative

shareholder return, the value of similar incentive awards at comparable companies and the awards given to the Company's Chief Executive Officer in the past years.

4. Review and approve the compensation (including, but not limited to, base salary, cash bonuses, long-term incentives, and perquisites) of the Company's Key Executives, other than the Chairman of the Board and Chief Executive Officer, and advise the Board of such determination. The Committee shall take into account the Chief Executive Officer's recommendation and evaluation of each individual's performance, the Company's overall performance and comparable compensation paid to similarly-situated executives in comparable companies.
5. Advise the Board and the Chief Executive Officer on other compensation and benefit matters.
6. Review and approve any employment agreements, severance arrangements, retirement arrangements, change in control agreements/provisions under which a Key Executive participates, and any special or supplemental benefits or perquisites for the Chief Executive Officer or other Key Executives.
7. Make recommendations to the independent members of the Board with respect to incentive compensation plans and equity-based plans (including the performance criteria of such plans) and exercise the authority of the Board concerning benefit plans, including those plans which are limited in their application to the Chief Executive Officer and the Company's Key Executives.
8. Evaluate annually and make recommendations to the Board concerning the compensation of the Company's independent directors for Board and committee service.
9. Serve as the administration committee of the Company's stock option and other equity-based plans and exercise the authority of the Board to issue all equity-based grants to nonemployee directors, Key Executives, employees, consultants or advisors, including the terms and conditions of such awards.
10. Review and discuss with management the Compensation Discussion and Analysis ("CD&A"), and based on that review and discussion, recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K pursuant to rules of the Securities and Exchange Commission (the "SEC").
11. Prepare the report of the Committee required to be included in the Company's annual proxy statement or annual report pursuant to rules of the SEC.
12. Oversee the Company's submissions to shareholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and review the results thereof. To the extent the Committee determines it appropriate to do so, take such results into consideration in connection with the review and approval of Key Executive compensation.
13. Have sole and direct responsibility for the appointment, compensation and oversight of the work of any compensation, legal or other advisor retained by the Committee, the expense of which shall be borne by the Company.
14. Conduct, as and to the extent required by the rules of the NYSE, an independence assessment with respect to any compensation, legal or other advisor that provides advice to the Committee. Any such independence assessment shall take into consideration all factors relevant to the

advisor's independence from management, including each of the enumerated factors identified in the rules of the NYSE (as may be amended from time to time).

15. Establish and monitor the Company's stock ownership guidelines for Key Executives and directors and periodically assess compliance with such guidelines.
16. Establish, approve and oversee the application of the Company's recoupment policies for the Company officers.
17. Receive and review periodic reports from the Company's Administrative Committee, which is comprised of management and is responsible for administrative matters with respect to benefit plans maintained for the benefit of employees of the Company and its subsidiaries.
18. Oversee the succession planning process and plans for certain key management positions, other than the Chairman and Chief Executive Officer, including oversight of the evaluation of the executive management team. For the avoidance of doubt, the full Board shall have oversight of succession planning for the Chairman and Chief Executive Officer.
19. Review on an annual basis the Company's strategies and programs for development of leaders, including considerations of diversity and management engagement, and for maintaining a talent pipeline for executive roles, and progress and outcomes under these strategies and programs.
20. Review and discuss with management the Company's diversity and inclusion initiatives, objectives and progress.
21. Conduct an annual performance evaluation of the Committee and review the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.
22. Perform such other duties and authority as shall be assigned or granted to it from time to time by the independent members of the Board.

### **Delegation and Appointments**

Any subcommittee formed by the Committee shall be consistent with applicable law and NYSE listing standards.

Any actions taken by a subcommittee will be reported to the full Committee at its next meeting.

To the extent permitted by applicable law, the listing requirements of the NYSE and the provisions of a given equity-based plan, the Committee may delegate authority to the Chief Executive Officer or Senior Vice President of Human Resources of the Company to grant equity-based awards to employees of the Company who are not non-employee directors or officers.

The Committee may also delegate the Chair of the Committee to approve management appointments to serve on the Company's Administrative Committee.