**CHARTER OF THE QUALITY AND REGULATORY COMPLIANCE COMMITTEE BOARD OF DIRECTORS BAXTER INTERNATIONAL INC.**

## Statement of Purpose

The Quality and Regulatory Compliance Committee (the "Committee") of the Board of Directors (the "Board") of Baxter International Inc. (the "Company" or "Baxter") shall assist the Board in fulfilling its oversight responsibilities with respect to quality, medical affairs and certain other compliance matters.

## Organization and Meetings

The Committee shall consist of three or more members of the Board, a majority of whom shall satisfy the independence requirements of the New York Stock Exchange and the Company's Corporate Governance Guidelines. The Board shall appoint the members and chairperson of the Committee. The members shall serve until their successors are appointed and qualified. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it. 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 management, and may form and delegate authority to subcommittees when appropriate.

## Responsibilities and Authority

The Committee shall have the following authority and responsibilities:

1. Oversee risk management in the area of product quality and safety, including:

   (A) Review the adequacy and effectiveness of the Company's strategies and practices with respect to (i) compliance with laws and regulations administered by the U.S. Food and Drug Administration ("FDA") and similar state, local and foreign agencies, (ii) the safety and quality of the Company's products and (iii) other material aspects of its quality and compliance functions; and

   (B) Periodic review of reports regarding significant compliance matters from the senior executives in charge of the Company's quality and compliance functions, including (i) the Company's efforts to comply with key FDA mandates, including any enforcement actions such as warning letters or consent decrees, or remediation programs directed to addressing persistent Form FDA 483 observations and (ii) the results of quality and quality system assessments.

2. Coordinate with the Audit Committee with respect to this Committee's oversight of quality and regulatory compliance issues. The Audit Committee has oversight over matters of financial compliance, including financial reporting and internal

controls and cybersecurity incidents. The Committee has primary oversight responsibility for compliance that relates to quality and regulatory matters (as described in this Charter). The Committee and Audit Committee shall meet together and coordinate as appropriate to review significant quality and regulatory compliance matters that may have a significant impact on Baxter or its financial statements; provided, that the Audit Committee shall oversee matters as they relate to any cybersecurity incident, including ones related to any Baxter product or service. For the avoidance of doubt, the Board shall retain oversight for areas of compliance that are not financial in nature (which shall be overseen by the Audit Committee) or are not quality or regulatory in nature (which shall be overseen by the Committee), including with respect to compliance with the Company's Code of Conduct.

3. Oversee the quality and regulatory aspects of the Company's research and development programs, including the review and approval process with FDA and similar state, local and foreign agencies and any identified quality or regulatory issues related to the Company's research and development programs. For the avoidance of doubt, the Board shall have oversight responsibility with respect to the Company's innovation strategy, the Company's approach to new market development and the overall effectiveness of the Company's research, development and intellectual property procurement efforts.

4. Oversee the Company's policies, programs and performance related to medical affairs, including identified and potential safety issues affecting the Company's products and services and compliance with applicable laws and regulations.

5. Review and consider with management strategic issues and corporate actions relating to environmental, health and employee safety and sustainability matters that may affect the business operations, performance or public image of the Company. The Committee shall coordinate with the Nominating, Corporate Governance and Public Policy Committee of the Board on stockholder proposals related to environmental or sustainability matters submitted for inclusion in the Company's annual proxy materials.

6. As appropriate, secure advice and assistance from independent legal or other advisers, with or without prior Board approval, as it deems necessary to carry out its duties. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any independent legal or other advisers retained by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have sole authority to retain and terminate such counsel or other advisors.

7. If necessary, institute special investigations into matters within the Committee's purview and, if appropriate, hire special counsel or experts to assist in such investigations as needed, the costs thereof to be borne by Baxter.

8. Conduct an annual performance evaluation of the Committee and discuss the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.

9. Perform such other duties and authority as shall be assigned or granted to it from time to time by the Board.

*Revised and approved by the Board of Directors of Baxter International Inc. on November 11, 2024.*