

**CHARTER OF THE OPERATING COMMITTEE  
BOARD OF DIRECTORS  
BAXTER INTERNATIONAL, INC.**

**Statement of Purpose**

The Operating Committee (the “Committee”) of the Board of Directors (the “Board”) of Baxter International, Inc. (the “Company” or “Baxter”) shall assist management and the Board in reviewing and identifying opportunities for improvement in the Company’s plans and strategies related to product development, manufacturing, distribution, growth and operating efficiency.

**Organization and Meetings**

The Committee shall consist of at least two members of the Board. The Board shall appoint the members and chairperson of the Committee. The members shall serve until their successors are appointed and qualified or their earlier death, resignation or removal. 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 material actions and recommendations to the Board at the next meeting of the Board following each Committee meeting.

The Committee may request that any officer or employee of the Company, or the Company’s outside counsel or other advisors, attend a meeting of the Committee or meet with any members of, or advisors to, the Committee. The Committee shall have the authority to meet in executive session without management, and may form and delegate authority to subcommittees when appropriate. The Committee shall also have authority to obtain advice and assistance from internal or external legal or other advisors, the costs of which shall be borne by the Company.

**Term**

The Committee shall disband and dissolve without any action required of the Board on the date that is six months following the Board’s appointment of a successor for the interim chief executive officer of the Company, unless the Board should otherwise determine to extend the term of the Committee.

**Responsibilities and Authority**

The Committee shall oversee and make recommendations to the Board and management, as appropriate, regarding the following matters:

1. The Company’s operational performance, including the Company’s cost structure.
2. The Company’s product development process.
3. The Company’s strategy relating to the manufacturing, logistics and distribution of Company products.

The Committee shall also perform such other duties and have such other authority as shall be assigned or granted to it from time to time by the Board.