

**Charter of the Nominating, Corporate Governance & Public Policy Committee
Board of Directors
Baxter International Inc.**

Statement of Purpose

The Nominating, Corporate Governance & Public Policy Committee (the “Committee”) shall assist and advise the Board of Directors (the “Board”) of Baxter International Inc. (“Baxter” or the “Company”) in matters related to the following: Board membership nomination and committee membership recommendations; the evaluation of the overall effectiveness of the Board (including the review and consideration of developments in corporate governance practices); the establishment and oversight of procedures for stakeholder communication with the Board; and current and emerging political, corporate citizenship and public policy issues that may affect the Company’s business operations, performance or public image.

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. 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, 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. Develop general criteria for use in evaluating and selecting candidates for election or re-election to the Board in accordance with the Company’s Bylaws. These criteria may include prior experience, skills, knowledge, diversity and other factors that the Committee deems appropriate.
2. Assist the Board in identifying and attracting qualified candidates for election to the Board while ensuring that a substantial majority of the directors on the board are in both fact and appearance, independent of management. As part of this work, the Committee shall actively consider for selection as directors those persons who possess a diversity of experience, ideas, gender, race and ethnicity.
3. Have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm’s fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
4. Recommend to the Board annually a slate of nominees to be proposed by the Board to shareholders as nominees for election as directors and, from time to time, recommend persons to fill any vacancy on the Board. In this regard, consider candidates for director recommended by shareholders.
5. Review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a change in circumstances under the Company’s Corporate Governance Guidelines, including but not limited to an employment change, and to recommend whether or not the director should be re-nominated.

6. Review periodically the size and composition of the Board and each committee, including whether the Board possesses an appropriate mix of skills, experiences and backgrounds, and to recommend to the Board any appropriate changes.
7. Recommend to the Board any changes in number, authority, procedures and duties of Board committees and the chairpersons and members who should serve thereon, and to recommend individual directors to fill any vacancy that might occur on a committee, including the Committee.
8. Advise the Board and the Chairman/Chief Executive Officer on major organization matters and issues relating to the organizational structure of the Company, including the election of officers.
9. Oversee the succession planning process for the Chairman/Chief Executive Officer as well as certain key management succession plans, which includes oversight of the evaluation of the executive management team.
10. Develop and implement an annual process for evaluating the performance of the Chairman/Chief Executive Officer that includes measurable performance objectives, performance assessment against such objectives and communication and coordination with the Compensation Committee in furtherance of its responsibility to recommend to the full Board compensation decisions with respect to the Chairman/Chief Executive Officer.
11. Develop and implement an annual procedure for evaluating the Board and each committee's performance and effectiveness in light of the Company's strategic objectives, the Company's Corporate Governance Guidelines and each committee charter that includes the solicitation of each director's individual views on Board performance and effectiveness, conducted in such a way as to maximize the likelihood of obtaining candid assessments. Share its evaluation results with the Board.
12. To the extent not delegated to other committees, review matters impacting the Company's image and reputation and its standing as a responsible corporate citizen, which may include the Company's policies, practices and procedures relating to the following areas:
 - a. Communications with key stakeholders, including employees, the general public and stockholders;
 - b. Community relations and activities and charitable contributions (including the underlying philosophy, goals and purposes of the Company's contribution activities);
 - c. Public policy, government relations and advocacy activities (including activities of the Baxter Political Action Committee and other political contributions);
 - d. Social and governance issues, including initiatives relating to access to healthcare and other social issues;
 - e. Stockholder proposals submitted for inclusion in the Company's annual proxy materials that relate to public policy or social responsibility issues; provided, that the Committee shall coordinate with the Quality, Compliance & Technology Committee of the Board (the "QCT Committee") on stockholder proposals related to environmental or sustainability matters; and
 - f. Other strategic issues or corporate actions the Board deems appropriate.

For the avoidance of doubt and except as contemplated in Section 12(e) above, the QCT Committee shall retain primary responsibility for the oversight of environmental matters generally (including related compliance oversight and sustainability matters).

13. Oversee the orientation of new Board members to the Company and its business. Encourage and monitor participation of Board members in continuing education opportunities relating to the Company's business and the responsibilities of the directors in the exercise of their fiduciary duties.

14. In the event of the death, incapacity, resignation or other absence (temporary or permanent) of the Chief Executive Officer, the Committee shall confer and recommend for election by the full Board an acting or successor Chief Executive Officer.
15. Exercise the authority of the Board concerning policies relating to service by directors on other unrelated boards of directors.
16. Review and reassess at least annually the adequacy of the Corporate Governance Guidelines of the Company, and the compliance thereof with applicable NYSE requirements, and recommend any proposed changes to the Board for approval. Review and approve or ratify related person transactions brought to the Committee for its consideration in accordance with the Company's Corporate Governance Guidelines.
17. Conduct an annual performance evaluation of the Committee (which may include one or more third party advisors) and review the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.
18. 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 16, 2020