

**CHARTER OF THE FINANCE COMMITTEE
OF THE BOARD OF DIRECTORS
OF BAXTER INTERNATIONAL INC.**

Statement of Purpose

The Finance Committee (the “Committee”) of the Board of Directors (the “Board”) of Baxter International Inc. (“Baxter” or the “Company”) shall exercise the power and authority of the Board of Directors, and assist the Board in fulfilling its responsibilities in connection with the financial affairs of the Company.

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 any management personnel present, and may form and delegate authority to subcommittees when appropriate.

Responsibilities and Authority

1. The Committee shall have the authority to approve without further action by the Board:
 - Financing proposals, including loans and securities offerings involving not more than \$100 million, and matters relating thereto;
 - Proposed acquisitions, divestitures, partnerships, strategic alliances and other similar transactions involving a commitment by the Company of more than \$25 million, but not more than \$100 million; and
 - Proposed capital expenditures, of more than \$10 million, but not more than \$50 million.

2. The Committee shall review the following and, when appropriate, shall make recommendations to the Board for further action:
 - Annual, quarterly or extraordinary dividend proposals;

- The Company's plans for the repurchase of shares;
 - Financing proposals involving more than \$100 million;
 - Proposed acquisitions, divestitures, partnerships, strategic alliances and other similar transactions involving a commitment by the Company of more than \$100 million; and
 - Proposed capital expenditures by the Company of more than \$50 million.
3. The Committee shall review the management of pension assets and the reasonableness of the major actuarial assumptions which impact the funding of the pension benefits.
 4. The Committee shall oversee significant financial policies and actions, including with respect to the Company's capital and tax structure, portfolio investments, hedging activities, use of derivative instruments, and insurance coverage.
 5. The Committee shall periodically review significant completed transactions for the purpose of evaluating success, strategic impact and key lessons learned.
 6. The Committee shall appoint the members of the Company's Investment Committee, which is comprised of senior management and is responsible for investment matters with respect to benefit plans maintained for the benefit of employees of the Company and its subsidiaries.
 7. The Committee shall 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.
 8. The Committee shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
 9. The Committee shall exercise 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 15, 2011.