CHARTER OF THE QUALITY, COMPLIANCE AND TECHNOLOGY COMMITTEE BOARD OF DIRECTORS BAXTER INTERNATIONAL INC.

Statement of Purpose

The Quality, Compliance and Technology Committee (the "Committee") of the Board of Directors (the "Board") of Baxter International Inc. (the "Company") shall assist the Board in fulfilling its oversight responsibilities with respect to quality and other compliance matters and scientific and technical direction.

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 its oversight of quality and compliance issues ("non-financial compliance"). The Audit Committee has oversight over matters of financial compliance, including financial reporting and internal controls. The Committee has primary oversight responsibility for all areas of non-financial compliance. The Committee and Audit Committee shall meet together as appropriate to review the significant non-financial compliance matters.

3. Oversee the Company's innovation strategy, including assessing the competitive position of the Company's portfolio and potential disruptive technologies, the Company's approach to new market development and the overall effectiveness of the Company's research, development and intellectual property procurement efforts.

4. Review with management strategic issues and corporate actions relating to current and emerging political, corporate citizenship and public policy issues that may affect the business operations, performance or public image of the Company, including those relating to public affairs (including political advocacy), environmental health and safety, sustainability, and corporate social responsibility and philanthropic activities.

5. Have authority to obtain advice and assistance from internal or external legal, accounting or other advisors, the expense of which shall be borne by the Company.

6. Conduct an annual performance evaluation of the Committee and adequacy of this Charter and propose changes, as appropriate, to the Board for approval.

7. 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 February 21, 2017.