

COMMITTEE ON PUBLIC POLICY AND SOCIAL RESPONSIBILITY CHARTER

The Committee is comprised solely of independent directors, to serve at the pleasure of the Board.

The members of the Committee shall include at least one member of the Audit Committee of the Board.

The Chairperson of the Committee or, if not present, the senior independent Director present, shall preside at all meetings of the Committee.

The Vice President, Global Public Policy and Corporate Responsibility (or, in case of a vacancy in that position, the General Counsel) of the Company is the Secretary of the Committee.

PURPOSE AND FUNCTIONS

PURPOSE

The purpose of the Committee on Public Policy and Social Responsibility is to advise the Board of Directors and management on Company policies and practices that pertain to the Company's responsibilities as a global corporate citizen, its special obligations as a pharmaceutical company whose products and services affect health and quality of life around the world, and its commitment to the highest standards of ethics and integrity in all its dealings.

FUNCTIONS

1. Review social, political, economic and environmental trends that affect or could affect the Company's business activities and performance.
2. Review the positions and strategies pursued by the Company in its efforts to influence public policy.
3. Monitor and evaluate the Company's corporate citizenship programs and activities including, but not limited to, the support of charitable, political and educational organizations; environmental, health and safety issues; employment practices; marketing practices; community and government relations; and global business ethics.
4. Review legislative, regulatory, privacy and other matters that may have a significant impact on the Company's activities as a global corporate citizen (including its responsibilities to shareholders, customers, employees and the communities in which the Company operates).
5. Review and make recommendations to the Board on proposals that relate to public policy and/or social responsibility issues submitted by shareholders for inclusion in the Company's proxy materials.

6. Conduct or authorize studies, reviews and/or inquiries into any matters within the scope of the Committee's responsibilities.

MEETINGS

Regular meetings of the Committee shall be held as necessary.

QUORUM

For the transaction of business at any meeting of the Committee, a majority of the Committee shall constitute a quorum.