

UNITED STATES OF AMERICA

ABBVIE INC.,
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AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission ("Commission") has initiated an investigation of the proposed acquisition by Proposed Respondent AbbVie Inc. of all of the voting securities of

The Bureau of Competition and Proposed Respondents enter into this Agreement Containing Consent Orders ("Consent Agreement") to divest certain assets and provide other relief to resolve the allegations in the Draft Complaint through a proposed Decision and Order and Order to Maintain Assets, all of which are attached, to present the Commission.

IT IS HEREBY AGREED by and between Proposed Respondents by their duly authorized officers and attorneys, and counsel for the Commission that:

1. Proposed Respondent AbbVie Inc. is a corporation organized, existing, and doing business under, and by virtue of, the laws of the State of Delaware with its executive offices and principal place of business located at 1 North Waukegan Road, North Chicago, Illinois 60064.
2. Proposed Respondent Allergan plc is a public limited company organized, existing, and doing business under, and by virtue of, the laws of the Republic of Ireland with its principal executive offices located at Clonshaugh Business and Technology Park, Coolock Dublin, D17 E400, Ireland. Allergan's United States address for service of process and the Complaint, the Decision and Order, and the Order to Maintain Assets, as follows: Chief Legal Officer, Allergan plc, 5 Giralda Farms, Madison, New Jersey 07940.
3. Proposed Respondents admit all the jurisdictional facts set forth in the Draft Complaint.

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4. Proposed Respondents waive
 - a. any further procedural steps;
 - b. the requirement that the Decision and Order and the Order to Maintain Assets contain a statement of findings of fact and conclusions of law;
 - c. all rights to seek judicial review or otherwise challenge or contest the validity of the Decision and Order or the Order to Maintain Assets entered pursuant to this Consent Agreement; and
 - d. any claim under the Equal Access to Justice Act.
5. This Consent Agreement is for settlement purposes only and does not constitute an admission by the Proposed Respondents that the law has been violated as alleged in the Draft Complaint, or that the facts

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ALLERGAN PLC

By: _____

Brenton L. Saunders

Chairman of the Board, President & Chief Executive Officer

Allergan plc

Date: _____

By: _____

Steven A. Newborn, Esq.

Ann Malester, Esq.

Brianne Kucerik, Esq.

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FEDERAL TRADE COMMISSION

By: _____

Kari Wallace
Attorney
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James Weiss
Deputy Assistant Director
Bureau of Competition

Daniel K. Zach
Acting Assistant Director
Bureau of Competition

Gail F. Levine
Deputy Director
Bureau of Competition

Ian Conner
Director
Bureau of Competition

Date: _____