

Governance and Public Policy Committee Charter
of Hospira, Inc.
Rev. January 3, 2012

1. Purpose.

The Governance and Public Policy Committee (the "Committee") of the Board of Directors of Hospira, Inc. (the "Company") shall assist the Board in carrying out certain responsibilities of the Board relating to (a) nominations of directors and executive officers of the Company, (b) corporate governance of the Company and (c) public policy, compliance and government affairs matters that affect the Company.

2. Organization.

The Committee shall consist of no fewer than three members. All members of the Committee must satisfy the independence requirements of the Company and the New York Stock Exchange.

The Company's Board shall appoint, and may remove, members of the Committee and the Committee's chair. The members of the Committee shall serve until their successors are appointed and qualified. It is recommended that the Chair of the Board ("Chair") should serve concurrently as a member of this Committee. Except as expressly provided in this Charter, the by-laws of the Company or the Corporate Governance Guidelines of the Company, or as otherwise provided by law or the listing rules of the New York Stock Exchange, the Committee shall fix its own rules of procedure.

3. Authority and Responsibilities.

The Committee shall report to the Board, as appropriate. The Committee may delegate any of its responsibilities and duties to one or more members of the Committee, except to the extent such delegation would be inconsistent with the requirements of the Securities Exchange Act, or the rules and regulations promulgated thereunder, or the listing rules of the New York Stock Exchange or the Company's by-laws.

To assist it in the conduct of its responsibilities, the Committee, to the extent it deems necessary or appropriate, may consult with management, may seek advice and assistance from Company employees and shall have the authority to obtain advice and assistance from internal or external legal or other advisors.

a. **Authority and Responsibilities Relating to Nominations and Corporate Governance.**

With respect to nominations and corporate governance matters, the Committee shall:

- Have the sole authority to retain and terminate any search firm to be used to identify director candidates and have the sole authority to approve such firm's fees and other terms of retention.
- Develop general criteria for the selection of and qualifications desirable in members of the Board and reflect such directorship qualifications criteria in an Outline for Directorship Qualifications, which is included as an exhibit to the Company's Corporate Governance Guidelines.
- Consistent with the directorship qualifications criteria as approved by the Board, assist the Board in identifying and attracting candidates qualified to become Board members and annually recommend to the Board the nominees for election as directors who meet the Company's directorship qualifications criteria, the Company's Corporate Governance Guidelines, and any other requirements established by this Committee and, from time to time, recommend persons to fill vacancies on the Board. In this regard, the Committee shall consider potential nominees recommended by stockholders of the Company, but the Committee has no obligation to recommend such candidates.
- Annually review the membership of the Board so as to ensure that a majority of the members of the Board satisfy the independence requirements of the Company and the listing rules of the New York Stock Exchange.
- Review the suitability for continued service as a director when a director has a change in affiliation under the Company's Corporate Governance Guidelines, including a significant change in the director's business or professional affiliation or responsibility.
- Review annually the membership qualifications, requirements, membership, structure, operations (including the authority to delegate to subcommittees) and performance of the committees of the Board, including the Committee, and make recommendations to the Board regarding committee membership and chairmanship and other matters, as appropriate, including periodically the possible rotation of committee chairs.
- Recommend to the Board persons to be elected as executive officers of the Company.

- Oversee the annual evaluation of the performance of members of the Board and executive officers of the Company and make recommendations to the Board, as appropriate.
- Serve in an advisory capacity to the Board and Chair on matters of organization, management succession plans, major changes in the organizational structure of the Company and the conduct of Board activities.
- If the responsibilities of Chair and Chief Executive Officer are not combined, review and recommend every two years (or more frequently as necessary) the appointment of the Chair. The Chair shall be an independent director, shall serve an initial term of two years and shall be eligible for election to one additional term.
- If the responsibilities of the Chair and Chief Executive Officer are combined, review and recommend every two years (or more frequently as necessary) the appointment of a lead director.
- Review and assess the adequacy of the Company's Corporate Governance Guidelines and recommend amendments to the Board, as appropriate.
- Review the Company's enterprise risk management in areas affecting the Company's nominations or governance activities.
- Such other matters as the Board shall designate.

b. Authority and Responsibilities Relating to Public Policy Issues.

With respect to public policy, compliance and government affairs matters, the Committee shall provide general oversight over, and, as it determines appropriate, make recommendations to the Board, on the following matters:

- The Company's Compliance Program as administered by the Office of Ethics and Compliance, including matters raised by the Company's Helpline (other than matters involving accounting, internal controls, auditing or financial disclosure, which are the responsibility of the Audit Committee).
- The Company's environmental, health and safety compliance programs.
- The Company's charitable and community service activities.
- The Company's political activities and government relations, including any political contributions by the Company.

- Proposals relating to public policy and/or social responsibility issues submitted by stockholders of the Company for inclusion in the Company's proxy materials.
- Other areas of legal and regulatory compliance that have not been delegated to the other Board committees, as deemed appropriate.
- The Company's enterprise risk management in areas affecting the Company's public policy, compliance and government affairs activities or programs.
- Such other matters as the Board shall designate.

4. Annual Performance Evaluation.

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board, as appropriate. The Committee shall also annually evaluate its own performance and shall report the results of the evaluation to the Board.