



## **Charter of the Quality and Innovation Committee of the Board of Directors of Zoetis Inc.**

### **Status**

The Quality and Innovation Committee (the "Committee") is a committee of the Board of Directors of Zoetis Inc. (the "Company").

### **Membership**

The Committee shall consist of at least three directors of the Company. Each member of the Committee shall be "independent" as defined by the rules and regulations of the Securities and Exchange Commission (the "SEC") and the listing standards of the New York Stock Exchange (the "NYSE"). All members of the Committee shall have, or shall obtain within a reasonable period of time after his or her appointment to the Committee, a general understanding of current good manufacturing practices, applicable compliance and quality standards and the science and technology associated with the animal health industry.

The Chair of the Committee shall be recommended by the Corporate Governance Committee and approved by the Board of Directors.

Each member of the Committee shall serve for such term or terms as the Board of Directors may determine or until his or her earlier resignation, removal or death. Any vacancy on the Committee shall be filled by the vote of the majority of the Board of Directors. No member of the Committee shall be removed as a member except by the vote of the majority of the Board of Directors.

### **Purpose**

The Committee is responsible for assisting the Board of Directors with its oversight responsibilities as follows: (i) the Company's compliance with systems and other legal and regulatory requirements related to manufacturing quality and environmental, health and safety matters, and those relating to research and development matters; and (ii) the Company's strategy, activities, results and investment in research and development and innovation initiatives.

### **Responsibilities**

The following responsibilities are within the authority of the Committee and shall include, consistent with and subject to applicable law and rules and regulations promulgated by the SEC, the NYSE or any other applicable regulatory authority:

- periodically reviewing the adequacy of the Company's internal controls, policies, procedures and programs related to ensuring compliance with the applicable legal and regulatory requirements related to manufacturing quality and environmental, health and safety matters, and those relating to research and development matters;
- as necessary, conducting or advising the Company to conduct further inquiries into matters under its oversight, and reporting relevant findings to the Board of Directors;



- periodically reviewing the Company's organizational structure and qualifications of key personnel in the supply chain, manufacturing quality, and environmental, health and safety functions.
- reviewing, evaluating and reporting to the Board of Directors regarding the Company's strategy, activities, results and investment in research and development and innovation initiatives.

The Committee's additional functions include:

- maintaining an informed status on manufacturing quality, and environmental, health and safety regulations applicable to the Company, through regular discussions and reviews of relevant materials;
- reviewing and discussing with management the Company's programs with respect to (i) animal care and welfare standards and practices utilized by or on behalf of the Company; (ii) compliance with adverse event reporting requirements; (iii) product safety; and (iv) natural resources and climate change;
- maintaining an informed status, and periodically reporting to the Board of Directors, on emerging trends in science and technology applicable to the Company;
- preparing an annual performance evaluation of the Committee and annually evaluating the adequacy of its charter; and
- performing such other duties and carrying out such other responsibilities as are consistent with this Charter or may be delegated to it by the Board of Directors.

The Committee has the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

### **Outside Advisers**

The Committee may, at its sole discretion and at the Company's expense, engage outside advisers to assist it in the execution of the responsibilities in this Charter. The Committee also has the authority, as necessary and appropriate, to consult with other counsel and outside advisers to assist it in its duties to the Company, at the Company's expense.

### **Meetings**

The Committee shall meet at least four times each year and at such other times as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board of Directors with respect to its activities and make recommendations to the Board of Directors as appropriate. The Committee shall maintain minutes of its meetings and records relating to those meetings.

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