



## **Charter of the Audit Committee of the Board of Directors of Zoetis Inc. (the "Company")**

### **Status**

The Audit Committee is a committee of the Board of Directors.

### **Membership**

The Committee shall consist of three or more directors all of whom, in the judgment of the Board of Directors shall be independent in accordance with New York Stock Exchange ("NYSE") corporate governance listing standards and all applicable laws and regulations, including Rule 10A-3 of the Securities Exchange Act of 1934, as amended. At any meeting of the Committee, a majority of the members of the Committee shall constitute a quorum. Each member shall, in the judgment of the Board of Directors, have the ability to read and understand the Company's financial statements. At least one member of the Committee shall, in the judgment of the Board of Directors, be an "audit committee financial expert" in accordance with the rules and regulations of the Securities and Exchange Commission ("SEC").

No member of the Committee may serve simultaneously on the audit committees of more than two other public companies, unless the Board of Directors determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee and such determination is disclosed in accordance with the rules of the NYSE.

The Chair of the Committee shall be designated by the Board of Directors, provided that if the Board of Directors does not designate a Chair, the members of the Committee, by a majority vote of the full Committee membership, may designate a Chair.

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 shall assist the Board of Directors with the oversight of: (a) the integrity of the Company's financial statements and the adequacy of its internal controls, (b) the Company's compliance with legal and regulatory requirements, (c) the independence, qualifications and performance of the Company's independent registered public accounting firm and (d) the performance of the Company's internal audit function. The Committee shall also prepare annually the report required by the rules of the SEC for inclusion in the proxy statement for the Company's annual meeting of stockholders.

## Responsibilities

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

1. Select, retain, evaluate and, when appropriate, terminate, the independent registered public accounting firm, set the independent registered public accounting firm's compensation, oversee the work of the independent registered public accounting firm and pre-approve all audit services to be provided by the independent registered public accounting firm.
2. Pre-approve all permitted non-audit services to be performed by the independent registered public accounting firm and establish policies and procedures for the engagement of the independent registered public accounting firm to provide permitted audit and non-audit services.
3. At least annually, receive and review: (a) a report by the independent registered public accounting firm describing the independent registered public accounting firm's internal quality-control procedures and any material issues raised by the most recent internal quality-control review, peer review or Public Company Accounting Oversight Board (PCAOB) review, of the independent registered public accounting firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (b) other required reports from the independent registered public accounting firm.
4. At least annually: (a) consider the independence of the independent registered public accounting firm, including whether the provision by the independent registered public accounting firm of permitted non-audit services is compatible with independence; (b) obtain and review a report from the independent registered public accounting firm describing all relationships between the firm or its affiliates and the Company or individuals in a financial reporting oversight role at the Company, that may reasonably be thought to bear on the firm's independence, and discuss with the firm the potential effects of any disclosed relationships on the independence; and (c) confirm with the independent registered public accounting firm that they are in compliance with applicable audit partner rotation requirements.
5. Review with the independent registered public accounting firm: (a) the scope and results of the audit; (b) any problems or difficulties that the firm encountered in the course of the audit work, and management's response; (c) any questions, comments or suggestions the firm may have relating to the internal controls or accounting practices and procedures of the Company or its subsidiaries; and (d) such other matters as are required by the PCAOB.
6. Review with the independent registered public accounting firm, the Company's Internal Audit Department, and management: (a) the adequacy and effectiveness of the systems of internal controls (including any significant deficiencies and significant changes in internal controls reported to the Committee by the independent registered public accounting firm or management), accounting practices, and disclosure controls and procedures

(and management reports thereon), of the Company and its subsidiaries; (b) current accounting trends and developments; and (c) any fraud, whether or not material, involving management or other employees who have a significant role in the Company's internal control over financial reporting, and take such action with respect thereto as may be deemed appropriate.

7. Review with management and the independent registered public accounting firm the annual and quarterly financial statements of the Company prior to their filing with the SEC, including: (a) any material changes in accounting principles or practices used in preparing the financial statements prior to the filing of a report on Form 10-K or 10-Q with the SEC; (b) any critical audit matters arising from the current period audit; (c) disclosures relating to internal controls over financial reporting; (d) the items required by applicable generally accepted auditing standards relating to the conduct of the audit of annual financial statements or review of interim financial statements; and (e) the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in the Company's Form 10-K or 10-Q filed with the SEC.
8. Recommend to the Board of Directors, based on the review described in paragraphs 4, 5 and 7 above, whether the financial statements should be included in the annual report on Form 10-K.
9. Oversee the Company's Internal Audit Department, including reviewing its organizational structure, budget, staffing, and performance. Review, at least annually, the scope and results of the internal audit program, including then current and future programs of the Company's Internal Audit Department, procedures for implementing accepted recommendations made by the Internal Audit Department and the independent registered public accounting firm, and any significant matters contained in reports from the Internal Audit Department.
10. Review earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information (and its reconciliation to GAAP) as well as Company policies with respect to earnings press releases, financial information and earnings guidance, if any, provided to analysts and rating agencies (this function may be performed by the Chair of the Committee). Review the effect of alternative accounting methods on the Company's financial statements.
11. Oversee the Company's Enterprise Risk Management process.
12. Review: (a) the status of compliance with laws, regulations, and internal procedures; and (b) the scope and status of systems designed to promote Company compliance with laws, regulations and internal procedures, through review of reports from management, legal counsel and third parties as determined by the Committee.
13. Establish and oversee procedures for the confidential and anonymous receipt, retention and treatment of complaints regarding the Company's accounting, internal controls or auditing matters, as well as for the confidential, anonymous submissions by Company employees of concerns regarding questionable accounting or auditing matters.
14. Establish policies for the hiring of employees and former

employees of the independent registered public accounting firm.

15. Perform, on a periodic basis, a detailed review of the Company's independent registered public accounting firm, including a comparison of resources available in other firms.
16. Consult with and have free and private access to the independent registered public accounting firm, internal auditors, financial management and legal counsel staffs, and any other personnel requested by the Committee, in order for the Committee to perform its duties and satisfy its responsibilities. The Committee may ask any officer or employee of the Company, or any representative of the Company's advisors, to attend any meetings and to provide such pertinent information as the Committee may request or to meet with any members or representatives of the Committee.
17. Conduct an annual performance evaluation of the Committee and annually evaluate the adequacy of its charter.

In discharging its responsibilities, the Committee is not responsible for planning or conducting audits or for any determination that the Company's financial statements and disclosures are complete and accurate or are in accordance with generally accepted accounting principles and applicable rules and regulations. Management is responsible for the preparation, presentation and integrity of the Company's financial statements, the Company's accounting and financial reporting principles, and internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The independent registered public accounting firm is responsible for planning and performing an integrated audit to determine whether the financial statements present fairly, in all material respects, the financial position of the Company, results of operations and its cash flows for the periods presented and whether the Company maintains, in all material respects, effective internal control over financial reporting.

### **Outside Advisers**

The Committee may, in its sole discretion and at the Company's expense, engage outside advisers to assist it in the execution of the responsibilities in this Charter, including to conduct investigations into, or studies of, matters within the Committee's scope of responsibilities. The Committee shall have the sole authority to approve the fees and other retention terms with respect to any such advisers. 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 once during each fiscal quarter and at such other times as it deems necessary to fulfill its responsibilities. The Committee shall periodically meet separately, in executive session, with management, the internal auditor and appropriate compliance personnel, and the independent registered public accounting firm. 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.