Code of Business Conduct and Ethics for Directors

The Board of Directors (the "Board") of Zoetis Inc. (collectively with one or more of its subsidiaries and/or affiliated companies, the "Company") has adopted the following Code of Business Conduct and Ethics (the "Code") for directors of the Company. This Code is intended to focus the Board and each director on areas of ethical risk; provide guidance to directors to help them recognize and deal with ethical issues; provide mechanisms to report unethical conduct; and help foster a culture of honesty and accountability.

Each director must comply with the letter and spirit of this Code.

No code or policy can anticipate every situation that may arise, or replace the thoughtful behavior of an ethical director. Directors are encouraged to bring questions about particular circumstances that may implicate one or more of the provisions of this Code to the attention of the Chair of the Corporate Governance Committee (the "Committee"). Directors who also serve as officers of the Company should read this Code in conjunction with the Company's Code of Conduct.

1. Conflict of Interest.

Directors must avoid any conflicts of interest between the director and the Company. A director should promptly disclose to the Chair of the Committee any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company and such director shall in any event not participate in any decision by the Committee or the Board that in any way relates to the matter that gives rise to the conflict of interest. A "conflict of interest" can occur when:

- A director's personal or professional interests are adverse to – or may appear to be adverse to – the interests of the Company and its stockholders.

- A director, or a member of his or her immediate family, as defined by the New York Stock Exchange,[1] receives improper personal benefits as a result of his or her position as a director of the Company.

Some of the more common conflicts directors should avoid are listed below:

- **Relationship of Company with third parties.** Directors may not receive a personal benefit from a person or firm that is seeking to do business or to retain business with the Company. A director shall recuse him- or herself from any Company Board decision involving another firm or company with which the director is affiliated.

- **Compensation from non-Company sources.** Directors may not accept compensation (in any form) for services performed for the Company from any source other than the Company.

[1] New York Stock Exchange Rule 303A.02(b) defines immediate family members to include a person's spouse, parents, children, siblings, mothers- and fathers-in-law, sons and daughters-in-law, brothers- and sisters-in-law, and anyone (other than domestic employees) who shares such person's home.

- **Gifts.** Directors may not offer or give to or receive gifts or other items of value from persons or entities who deal or seek to deal with the Company in those cases where any such gift has the purpose or effect of influencing (or could be perceived as influencing) the directors' actions as members of the Board, or where acceptance of the gifts could create the appearance of a conflict of interest.

- **Personal use of Company assets.** Directors may not use Company assets, labor or information for personal use, unless approved by the Chair of the Committee or as part of a compensation or expense reimbursement program available to all directors.

2. Corporate Opportunities.

Directors owe a duty to the Company to advance its legitimate interests. Directors are prohibited from: (a) taking for themselves personally (or directing to third parties) opportunities that are discovered through the use of the Company’s property or information or their position; (b) using the Company’s property or information or their position for personal gain; or (c) competing with the Company for business opportunities. However, if the Company’s disinterested directors determine that the Company will not pursue an opportunity that relates to the Company’s business, a director may then do so.

3. Confidentiality.

Directors must maintain the confidentiality of information entrusted to them by the Company and any other confidential information about the Company that comes to them, from whatever source, in their capacity as a director (including the proceedings and deliberations of the Board and its Committees), except when disclosure is authorized by the General Counsel or legally mandated. For purposes of this Code, “confidential information” includes all non-public information relating to the Company. Directors shall also take reasonable care to protect all confidential information against loss, theft, unauthorized use or access, alteration, or use. The obligation to preserve confidential information continues even after service on the Board ends.

4. Compliance with Laws, Rules and Regulations; Fair Dealing.

Directors must comply, and oversee compliance by employees, officers and other directors, with laws, rules and regulations applicable to the Company, including the requirements of applicable securities commissions, regulatory authorities and stock exchanges, insider trading laws, and anti-bribery and anti-corruption laws. Transactions in Company securities shall be pre-cleared with the Corporate Secretary’s Office and are governed by the Company’s policies on trading in Company securities. Directors must deal fairly, and must oversee fair dealing by employees and officers, with the Company's customers, suppliers, competitors and employees.

5. Protection and Proper Use of Company Assets.

Directors should protect the Company’s assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company’s profitability. All Company assets should be used for legitimate business purposes.

6. Encouraging the Reporting of any Illegal or Unethical Behavior.

Directors should promote ethical behavior and take steps to ensure that the Company:

- Encourages employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation;

- Encourages employees to report violations of laws, rules, regulations or the Company's Code of Conduct to appropriate personnel; and

- Informs employees that the Company will not allow retaliation for reports made in good faith.

7. Compliance Standards and Enforcement.

Directors should report any suspected violations of this Code promptly to the Chair of the Committee. Violations will be investigated by the Board or by persons designated by the Board, and appropriate action will be taken in the event of any violations of the Code. It is prohibited, and is a violation of this Code, for the Company or the Board to retaliate in any way against anyone who has reported in good faith information indicating that a violation of this Code may have occurred or may be about to occur.

8. Waiver of Code of Business Conduct and Ethics.

Waivers of this Code are discouraged except in extraordinary circumstances. Any waiver of this Code may be made *only* by the Board or a Committee of the Board and must be promptly disclosed to the Company's stockholders.

9. No Rights Created.

This Code is a statement of certain fundamental principles, policies and procedures that govern the actions and interactions of the directors in carrying out their duties and responsibilities on behalf of the Company. This Code is not intended to, nor does it, create any rights in, or in respect of, the directors, officers, employees or contractors of the Company or its stockholders, customers, suppliers, contractors, business partners, or any other stakeholders.

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