

# Charter of the Corporate Governance Committee of the Board of Directors of Zoetis Inc. (the “Company”)

## Status

The Corporate Governance Committee (the “**Committee**”) is a committee of the Board of Directors.

## Membership

The Committee shall consist solely of directors of the Company, all of whom, in the judgement of the Board of Directors shall be “independent” in accordance with applicable law, including the rules and regulations of the Securities and Exchange Commission (the “**SEC**”) and the corporate governance listing standards of the New York Stock Exchange (the “**NYSE**”). At any meeting of the Committee, a majority of the members of the Committee shall constitute a quorum. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held (or where the Committee consists of only two members, or only two members are present and constitute a quorum, by unanimous vote).

The members and 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 such member’s 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 purpose of the Committee is to discharge the responsibilities delegated by the Board of Directors and to assist the Board of Directors in fulfilling its responsibilities relating to considering and making recommendations to the Board of Directors concerning the appropriate composition, size, functions and needs of the Board of Directors, reviewing conflicts of interest, and reviewing the Company’s practices and positions related to social responsibility and sustainability issues.

## Duties and Responsibilities

The following duties and 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, the NYSE or any other applicable regulatory authority, be responsible for:

### Directors

1. **Criteria for Membership.** Developing and recommending to the Board of Directors the criteria for Board membership (the “**Director Criteria**”), including those set forth in the Company’s Corporate Governance Principles, as may be amended from time to time.
2. **Recruitment.** Considering, recruiting and recommending to the Board of Directors candidates to fill new positions and vacancies on the Board of Directors consistent with the Director Criteria.
3. **Stockholder Director Nominees.** Reviewing director candidates recommended by stockholders of the Company consistent with the Director Criteria.

4. **Qualifications.** Conducting appropriate and necessary inquiries into the backgrounds and qualifications of possible director candidates.
5. **Recommendation and Election.** Recommending director nominees for approval by the Board of Directors and annual election by the stockholders, and whether to accept any resignation tendered by a director, in accordance with the Company's Corporate Governance Principles.
6. **Independence.** Leading the Board of Directors in its evaluation of each director's independence in accordance with the independence and other requirements of the SEC, the NYSE, applicable laws and regulations and the Company's Corporate Governance Principles.

## Conflicts of Interest and Related Person Transactions

1. **Conflicts of Interest.** Considering questions of possible conflicts of interest of Board members and members of the Zoetis Executive Team (the "ZET").
2. **Related Person Transactions.** Reviewing and, where required, approving or ratifying transactions with any related persons in accordance with the procedures set forth in the Company's Corporate Governance Principles.
3. **Outside Activities.** Reviewing the outside activities, including not-for-profit organizations, of ZET members and Board members.
4. **Board Member Service.** Reviewing and approving any potential service by Board members on other for-profit public or private company boards in accordance with the procedures set forth in the Company's Corporate Governance Principles.
5. **ZET Service on Boards.** Reviewing any potential service by members of the ZET on any for-profit public or private company boards.

## Committees, Structure and Governance

1. **Functions.** Monitoring and recommending to the Board of Directors the functions of the various committees of the Board of Directors.
2. **Composition.** Recommending members and chairs of the Board committees to the Board of Directors.
3. **Size and Structure.** Considering and making recommendations to the Board of Directors concerning the appropriate size, structure and composition of the Board of Directors.
4. **Compensation.** Reviewing periodically and making recommendations to the Board of Directors regarding changes in Board compensation.
5. **Board Meetings.** Making recommendations to the Board of Directors on the structure of Board meetings.
6. **Orientation and Continuing Education.** Making recommendations to the Board of Directors on programs for Director orientation and continuing education.
7. **Corporate Governance Principles.** Overseeing the Company's corporate governance practices and procedures, including identifying best practices and reviewing at least annually, and recommending to the Board of Directors for approval any changes to, the Company's Corporate Governance Principles.
8. **Retirement.** Establishing and reviewing periodically Director retirement or tenure policies.
9. **Stockholder Proposals.** Making recommendations to the Board of Directors with respect to stockholder proposals submitted for inclusion in the Company's proxy materials.
10. **Stockholder Engagement.** Overseeing the Company's stockholder engagement program.

- 11. Board Evaluation.** Overseeing the process for annual evaluations of the performance of the Board of Directors and its committees, and overseeing the implementation of such process.
- 12. Committee Evaluation and Charter.** Preparing an annual performance evaluation of the Committee and annually evaluating the adequacy of this Charter.
- 13. Code of Conduct.** Overseeing the Board of Directors' compliance with the Company's Code of Conduct.

## **Social Responsibility and Sustainability**

- 14. Social Responsibility and Public Policy.** Maintaining an informed status on Company issues related to corporate social responsibility, public policy, philanthropy, and the Company's political spending policies and practices, including the Company's Policy on Political Contributions, through regular discussions and reviews of relevant materials.
- 15. Animal Health Industry.** Monitoring emerging issues potentially affecting the reputation of the animal health industry and the Company.
- 16. ESG.** Reviewing and discussing with management the Company's strategies, initiatives, activities and disclosures regarding environmental, social and governance ("ESG"), including the Company's long-term sustainability strategy and performance.

The Committee has the authority to delegate any of its responsibilities to subcommittees, each comprised of one or more of its members, as the Committee may deem appropriate in its sole discretion. The Committee may revoke any delegation of authority at any time.

The Committee may perform such other duties and carry out such other responsibilities as are consistent with this Charter or are delegated by the Board of Directors.

## **Outside Advisers**

The Committee may, in its sole discretion and at the Company's expense, retain, oversee and terminate outside advisers to assist it in the execution of the responsibilities in this Charter, and has the sole authority to approve the fees and other retention terms with respect to any such advisers. The Company will provide appropriate funding, as determined by the Committee, for any outside advisers retained by the Committee, and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

## **Meetings**

The Committee shall meet at least four times each year and at such other times as it deems necessary or appropriate to fulfill its responsibilities. Meetings of the Committee may be held in person, telephonically, or via video conference. The Chair of the Committee shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. The Committee shall meet in executive session at the discretion of the Committee Chair. The Committee shall report regularly to the Board of Directors with respect to its activities and make recommendations to the Board of Directors, or the independent members of the Board of Directors, as appropriate. The Committee shall maintain minutes of its meetings and records relating to those meetings.