

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 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.

The members and Chair of the Committee shall be recommended by the Corporate Governance Committee and approved 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: (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.

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:

- **Compliance.** 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.
- **Supply/Manufacturing/Environmental.** Periodically reviewing the Company’s organizational structure of the supply chain, manufacturing quality, and environmental, health and safety functions. Maintaining an informed status on manufacturing quality, and environmental, health and safety regulations applicable to the Company.
- **Research & Development/Innovation.** 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, including the product review and approval/licensure process with regulatory agencies and any significant identified quality or regulatory issues related to the Company’s research and development programs, to facilitate the Board’s oversight of the Company’s long-term innovation strategy and goals.

- **Certain Programs.** Reviewing and discussing with management and reporting to the Board of Directors regarding 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 sustainable manufacturing practices.
- **Emerging Trends.** Maintaining an informed status, and periodically reporting to the Board of Directors, on emerging trends in science and technology applicable to the Company.
- **Committee Charter.** Preparing an annual performance evaluation of the Committee and annually evaluating the adequacy of this Charter.
- **Miscellaneous.** 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, 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, at 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, 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 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.