



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, all of whom, in the judgement of the Board of Directors 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 such member's appointment to the Committee, in the judgement of the Board of Directors, a general understanding of current good manufacturing practices, applicable compliance and quality standards and the science and technology associated with the animal health industry. At any meeting of the Committee, a majority of the members of the Committee shall constitute a quorum.

The Chair of the Committee shall be recommended by the Corporate Governance and Sustainability 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 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 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:

- *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.

- *Oversight.* 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.
- *Supply/Manufacturing/Environmental.* Periodically reviewing the Company's organizational structure and qualifications of key personnel in the supply chain, manufacturing quality, and environmental, health and safety functions.
- *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.
- *Regulations.* 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.
- *Certain Programs.* 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.
- *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 its 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 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, 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 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.

###

Last updated: May 22, 2024