

Charter of the Corporate Governance and Sustainability Committee of the Board of Directors of Zoetis Inc. (the "Company")

Status

The Corporate Governance and Sustainability 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**") (the "**Independence Requirements**"). 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 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, 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 considering and making recommendations to the Board of Directors concerning the appropriate size, functions and needs of the Board of Directors.

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, be responsible for:

Directors

1. *Criteria for Membership.* Developing and recommending to the Board of Directors the criteria for Board membership, 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.
3. *Stockholder Director Nominees.* Reviewing director candidates recommended by stockholders.
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.
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 of elected corporate officers and members of the Zoetis Executive Team (the "ZET").
2. *Related Person Transactions.* Reviewing and approving 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 elected corporate officers, 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 elected corporate officers and 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.* Considering matters of corporate governance and reviewing, at least annually, 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.* Oversee the Company's stockholder engagement program.
11. *Board Evaluation.* Overseeing the evaluation of the Board of Directors and its committees
12. *Committee Evaluation and Charter.* Preparing an annual performance evaluation of the Committee and annually evaluating the adequacy of its charter.

13. *Code of Conduct*. Overseeing the Board of Directors' compliance with the Company's Code of Conduct.

Social Responsibility and Sustainability

1. *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, through regular discussions and reviews of relevant materials.
2. *Animal Health Industry*. Monitoring emerging issues potentially affecting the reputation of the animal health industry and the Company.
3. *ESG and Sustainability*. Reviewing and discussing with management the Company's strategies, initiatives, activities and disclosures regarding environmental, social and governance ("**ESG**") and sustainability risks and opportunities.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties. The Committee has the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion. However, in delegating authority, it shall not absolve itself from the responsibilities it bears under the terms of this Charter.

Outside Advisers

The Committee may, in its sole discretion and at the Company's expense, engage director search firms and has the sole authority to approve the fees and other retention terms with respect to any such firms. 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 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 as appropriate. The Committee shall maintain minutes of its meetings and records relating to those meetings.

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Last updated: May 22, 2024