

Charter of the Human Resources Committee of the Board of Directors of Zoetis Inc. (the “Company”)

Status

The Human Resources 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**”). In addition, a person may serve on the Committee only if in the judgement of the Board of Directors such person is a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). 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 recommended by the Corporate Governance Committee and approved by 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: (a) the determination and execution of the Company’s compensation philosophy, (b) the compensation of the Company’s Chief Executive Officer (“CEO”) and the other officers of the Company who are subject to Section 16 of the Exchange Act (the “Executive Officers”), and (c) the oversight of the Company’s talent development, workplace inclusion, colleague engagement and culture, programs and policies.

Duties and Responsibilities

The following duties and responsibilities are within the authority of the Committee, consistent with and subject to applicable law and rules and regulations promulgated by the SEC, the NYSE or any other applicable regulatory authority. The CEO shall not be present during any Committee deliberations or voting with respect to CEO compensation.

Executive Compensation

1. **Compensation Philosophy.** Reviewing and approving the Company’s overall compensation philosophy and overseeing the administration of related compensation and benefit programs, policies and practices.
2. **Compensation Competitiveness.** Reviewing and approving the Company’s peer companies and data sources for purposes of evaluating the Company’s compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements.

3. **CEO Goals and Objectives.** Recommending annual and long-term incentive opportunities, performance goals and objectives for the CEO for approval by the independent members of the Board of Directors.
4. **CEO Compensation and Evaluation.** Evaluating the performance of the CEO in light of these goals and objectives and the quality and effectiveness of the CEO's leadership and based upon such evaluation recommending each element of the compensation of the CEO for approval by the independent members of the Board of Directors. In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent Say-on-Pay Vote.
5. **Executive Officer Goals and Objectives.** Reviewing and approving the annual and long-term incentive compensation opportunities, performance goals and objectives for the Executive Officers.
6. **Executive Officer Compensation and Evaluation.** Reviewing and approving the CEO's evaluation of the Executive Officers in light of the approved performance goals and objectives and based on such evaluation, approving each element of the compensation of each of the Executive Officers. In evaluating and determining executive officer compensation, the Committee shall consider the results of the most recent Say-on-Pay Vote.
7. **Executive Officer Agreements.** Approving employment agreements, offers of employment, post-service (including severance) arrangements, and change-in-control and similar arrangements for the Executive Officers and any special or supplemental benefits or perquisites for the Chief Executive Officer or other Executive Officers.
8. **CEO Agreements.** Recommending employment agreements, offers of employment, post-service (including severance) arrangements, and change-in-control and similar arrangements for the CEO for approval by the independent members of the Board of Directors.

Incentive Compensation and Equity Plans

1. **Compensation Plans.** Making recommendations to the Board of Directors with respect to the adoption and amendment of cash-based and equity-based compensation plans. In reviewing and making these recommendations regarding cash-based and equity-based compensation plans, including whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent Say-on-Pay Vote.
2. **Administration.** Overseeing the administration of the Company's cash-based and equity-based compensation plans.
3. **Approving Awards.** Reviewing and certifying awards under corporate performance-based plans, or, in the case of the CEO, recommending such awards for approval by the independent members of the Board of Directors.
4. **Granting Awards.** Granting awards under equity-based plans or, in the case of the CEO, recommending such awards for approval by the independent members of the Board of Directors.

Stockholders and Proxy Statement

1. **Submissions to Stockholders.** Overseeing the Company's submissions to stockholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans, and amendments to such plans (to the extent required under NYSE listing standards).
2. **Say on Pay Votes.** In conjunction with the Corporate Governance Committee (or its designees), engaging with proxy advisory firms and other stockholder groups on executive compensation matters; reviewing the results of stockholder advisory votes on executive compensation and considering such votes in its evaluation of the Company's executive compensation programs and practices.

- 3. Compensation Discussion and Analysis.** Reviewing and discussing with the Company's management the Compensation Discussion and Analysis ("CD&A") and the related executive compensation information proposed for inclusion in the Company's annual proxy statement (or other appropriate filing with the SEC) and determining whether to recommend to the Board of Directors that the CD&A be included in the proxy statement (or other appropriate filing with the SEC) and furnishing for inclusion in the proxy statement (or other appropriate filing with the SEC) its report with respect the CD&A and recommendation as required by applicable law.

Other Compensation Matters, Strategy and Governance

- 1. Stock Ownership Guidelines.** Determining Executive Officer stock ownership guidelines and monitoring compliance with such guidelines.
- 2. Annual Evaluation.** Conducting an annual performance evaluation of the Committee.
- 3. Compensation Planning.** Reviewing and assessing on an annual basis potential risk to the Company from its compensation plans, programs, and policies.
- 4. Talent Development.** Reviewing the Company's strategies and programs for talent development, including leadership effectiveness.
- 5. Colleague Engagement and Culture.** Reviewing the Company's colleague engagement and culture initiatives.

Procedures

- 1. Charter.** Annually evaluating the adequacy of this Charter.
- 2. Other Duties.** Performing such other duties and carrying out such other responsibilities as are consistent with this Charter or are delegated 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 also has authority to delegate to one or more Executive Officers of the Company the authority to grant options and other equity awards to employees other than Executive Officers for certain purposes within an aggregate limit specified by the Committee. The Committee may revoke any delegation of authority at any time.

Outside Advisers

The Committee may, in its sole discretion and at the Company's expense, retain, oversee and terminate a compensation consultant and other outside consultants or 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 consultants or advisers. The Company will provide appropriate funding, as determined by the Committee, for any compensation consultant or other outside consultants or advisers retained by the Committee, and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Subject to the exceptions described in Section 303A.05 of the NYSE listed company manual, in selecting a compensation consultant, counsel or other adviser, the Committee shall take into consideration all factors relevant to that person's independence from management, including the factors specified in Section 303A.05(c) of the NYSE listed company manual.

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.