



## **Charter of the Corporate Governance Committee of the Board of Directors of Zoetis Inc. (the "Company")**

### **Status**

The Corporate Governance Committee is a committee of the Board of Directors.

### **Membership**

The Committee shall consist solely of directors of the Company. Each member 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 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 his or her 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 shall include, consistent with and subject to applicable law and rules and regulations promulgated by the SEC, the NYSE or any other applicable regulatory authority:

- developing and recommending to the Board of Directors the criteria for Board membership, including those set forth in the Company's Corporate Governance Principles and Director Qualification Standards, as they may be amended from time to time.
- considering, recruiting and recommending candidates to fill new positions and vacancies on the Board of Directors;
- reviewing director candidates recommended by stockholders;
- conducting appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates; and
- recommending director nominees for approval by the Board of Directors and election by the stockholders.

The Committee's additional functions include:

- considering questions of possible conflicts of interest of Board members and of elected corporate officers and other senior executives;
- monitoring and recommending the functions of the various committees of the Board of Directors;
- leading the Board 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 Director Qualification Standards;
- recommending members and chairs of the Board committees;
- considering and making recommendations concerning the appropriate size, structure and composition of the Board of Directors;
- reviewing periodically and advising on changes in Board compensation;
- making recommendations on the structure of Board meetings;
- making recommendations on programs for Director orientation and continuing education;
- considering matters of corporate governance and reviewing, at least annually, the Company's Corporate Governance Principles;
- considering, and reviewing periodically, the Company's Director Qualification Standards;
- establishing Director retirement policies in accordance with the Company's Corporate Governance Principles;
- reviewing the functions of elected corporate officers and other senior executives and to make recommendations on changes in those functions;
- making recommendations to the Board with respect to stockholder proposals submitted for inclusion in the Company's proxy materials;
- reviewing and approving transactions with any related persons in accordance with the Company's Related Person Transaction Approval Policy;
- reviewing the outside activities of elected corporate officers and other senior executives;
- overseeing the evaluation of the Board of Directors and its committees;
- overseeing the Board's compliance with the Code of Business Conduct and Ethics for Members of the Board;
- preparing an annual performance evaluation of the Committee and annually evaluating the adequacy of its charter;
- maintaining an informed status on Company issues related to corporate social responsibility, public policy, philanthropy, the Company's participation and visibility as a global corporate citizen and the Company's political spending practices through regular discussions and reviews of relevant materials; and
- monitoring emerging issues potentially affecting the reputation of the animal health industry and the Company.

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, 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 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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