

ZOETIS CODE OF CONDUCT

[\[French\]](#) [\[German\]](#) [\[Italian\]](#) [\[Japanese\]](#) [\[Mandarin Chinese\]](#) [\[Portuguese\]](#) [\[Spanish\]](#)

Contents.....	1
I. Introduction and Scope.....	3
Compliance and Ethics at Zoetis.....	3
Asking Questions and Raising Concerns	3
Healthcare Laws and Regulatory Requirements	6
Promotional Activities and Interactions with Healthcare Professionals	6
Monitoring the Safety, Performance and Quality of Our Products.....	7
Antitrust and Competition Laws.....	8
Anti-Bribery and Anti-Corruption	8
Business Intelligence	9
Global Trade Compliance	10
II. Our Company.....	10
Patents, Trademarks and Copyrights.....	10
Books and Record Keeping.....	10
Records and Information Management	11
Acceptable Use of Company Computers and Resources.....	12
Social Media	13
Confidential and Proprietary Information	14
Privacy of Personal Information	14
Inside Information	15
Conflicts of Interest	16
III. Our Employees	17
Anti-Retaliation Policy	17
Equal Employment Opportunity.....	18
Discrimination or Harassment	18
Abuse of Drugs and Alcohol.....	19
IV. Our Community and the Public	19
Animal Welfare.....	19
Protecting the Environment and Health and Safety	19

Media, Analyst, Investor and Public Inquiries	20
Political Activity	20
Government Investigations: Requests for Information or Facility Visits	20

I. Introduction and Scope

This Code of Conduct is a guide to the Zoetis compliance structure, applicable laws, and key policies and procedures that govern doing business in a lawful and ethical manner. All employees are responsible for adhering to the policies and procedures summarized in this Code of Conduct, which apply in all countries in which Zoetis conducts business. All employees are subject to the laws and regulations of the country in which they work. In addition, because Zoetis Inc. is a U.S. company, U.S. law may apply to conduct that occurs outside the United States—for example, in the case of anti-corruption and anti-bribery laws. Zoetis also holds its vendors and contingent workers to high standards. Vendors and contingent workers are expected to comply with all laws and, in certain circumstances, policies that relate to work conducted on behalf of Zoetis.

Compliance and Ethics at Zoetis

We all share the responsibility for ensuring that our business is conducted in a legal and ethical manner. You are responsible for understanding how Zoetis policies and procedures apply to you, and to follow them. You should discuss any questions or concerns with your manager or request advice from the Legal function.

You can find more information on Zoetis corporate policies and procedures on the [Zoetis Corporate Policy Website](#). For policies and procedures specific to your function, contact your manager or a member of the Legal function for guidance.

The Legal function works with the Chief Compliance Officer to ensure compliance with laws, regulations, and Zoetis policies and procedures on a day-to-day basis. Any violation of a law or Zoetis policy can result in disciplinary action, including termination of employment, particularly if you:

- knowingly and intentionally violate the law or policy;
- direct others to violate the law or policy;
- fail to cooperate in a Company investigation of possible violations;
- retaliate against another employee for reporting a concern or a violation; or
- fail to effectively monitor the actions of subordinates.

Asking Questions and Raising Concerns

You are responsible for raising concerns about risks to the Company—ideally, before these risks become actual problems. If you reasonably believe that an employee has violated or may violate a law or Zoetis policy, you have a duty to report that information immediately to your manager, another manager, Human Resources or the Legal function. Zoetis has Open Door, anti-retaliation and confidentiality policies to protect employees. Whenever you are in doubt, it is best to raise your concern. Non-compliance can pose serious risks for Zoetis, customers, investors and employees. By raising concerns, you give management the opportunity to address potential problems and protect the Company. At Zoetis, many channels exist for reporting compliance issues.

Open Door Policy

Zoetis encourages openness, accessibility and discussion within the Zoetis community. Most issues can be resolved locally before they become problems for employees, the Company or the public. Corporate Policy #702: Open Door Policy encourages employees to present ideas, raise concerns and ask questions — especially those of a legal or ethical nature, but also those relating to quality of work and the working environment. All managers are responsible for supporting this policy by maintaining an “open door” for employees who may reach out to them.

While we hope that employees feel comfortable discussing any matter with their managers, there may be times when employees prefer to use another avenue for addressing issues. In these cases, you may speak with others, including:

- the next higher level of supervision;
- your operating unit head;
- any manager or supervisor;
- The Human Resources function; or
- The Legal function.

The Compliance Helpline

The Compliance Helpline phone and web-reporting tools can provide access to corporate resources to address matters that might not be adequately resolved locally, and can also provide a way to report a concern or get information or advice anonymously. The information provided is reported to the Zoetis Legal function, which will take appropriate action.

In most countries, the Compliance Helpline is available by phone and web-reporting tool 24 hours a day, 7 days a week, 365 days a year, and is operated by specially trained third-party representatives. Local privacy laws may affect availability and terms of use. For example, in some countries the Compliance Helpline can only be used to report serious concerns involving senior management. In some countries, the Compliance Helpline cannot be used to communicate anonymous allegations.

Compliance Helpline

For the United States and Canada: 1-855-322-9944

For Helpline availability and terms of use in other locations, visit the [Zoetis Compliance Website](#)

Web Reporting Tool: <https://zoetis.alertline.com>

The Legal Function

You can also contact the Legal function directly to report a concern or ask a question:

- by email: legal@zoetis.com
- by mail: 100 Campus Drive, 4th Floor, Florham Park, NJ 07932, Attention: Legal Function
- in person: 100 Campus Drive, 4th Floor, Florham Park, NJ 07932 or by contacting your regional counsel.

Anti-Retaliation

Retaliation against any employee who in good faith seeks advice, raises a concern or reports misconduct is strictly prohibited. The fact that an employee has raised a concern in good faith, or has provided information in an investigation, cannot be a basis for denial of benefits, termination, demotion, suspension, threats, harassment or discrimination. If any individual, regardless of his or her role in Zoetis, retaliates against an employee who has truthfully and in good faith reported a potential violation, Zoetis will take appropriate action—even if it later turns out that the employee was mistaken in reporting the matter originally. However, if an individual has intentionally made a false report, the Company will respond accordingly.

If you believe that you, or another employee, have been retaliated against for raising a good faith concern, you should contact the Legal function or Human Resources immediately. You may call the Compliance Helpline or use the Compliance Helpline web-reporting tool where it is available and permitted by law.

Confidentiality

It is essential that you feel secure when participating in the Company's compliance program. Confidentiality is a priority and every effort will be made to protect your identity whenever you interact with any element of the compliance program. In some instances, however, it may not be possible to keep your identity confidential because of the nature of the investigation, the demands of conducting a thorough investigation, or certain legal requirements. Where available and permitted by law, employees concerned about confidentiality may consider placing an anonymous call to the Zoetis Compliance Helpline.

If you are involved in a compliance investigation in any capacity (for example, as a witness or complaining party), the Legal function may instruct you not to discuss the investigation with anyone other than those employees responsible for conducting the investigation, not even your manager or others you believe have knowledge of the investigation.

Referable Compliance Issues (RCIs)

RCIs are significant potential, suspected or actual violations of applicable law or Company policy that must be reported to the Chief Compliance Officer or the Legal function **for** investigation.

Whether a matter is significant depends on the particular facts of the situation. Some considerations are:

- Was the action intentional or part of a pattern?
- Was the action criminal?
- Was a manager involved?
- Did the action expose employees or the public to dangerous health or safety risks?
- What are the potential consequences, including financial, operational, legal or public relations impact?
- What is the overall extent and severity of the violation?
- What is the nature of the law, regulation, policy or procedure involved?
- Is the violation the subject of investigation by a government or regulatory entity?

If you are unsure whether a matter is an RCI, ask a member of the Legal function.

Our Business

Zoetis is committed to competing lawfully and ethically in the marketplace. We will act responsibly in our relationships with veterinarians and other animal healthcare professionals, consumers, academics, governments, regulatory entities, business partners, customers, suppliers and vendors. We will provide innovative products to our customers, and we will be honest and fair in all our business dealings.

Healthcare Laws and Regulatory Requirements

Zoetis follows all laws and regulatory requirements governing the development, manufacturing, distribution, marketing, government contracting, sale and promotion of our products. Because Zoetis is a global company, the laws and regulatory requirements of one country may apply to activities in another country. For example, some United States federal laws must be followed by Zoetis operations outside the United States. In the event local laws and regulatory requirements differ from those of the United States, the stricter set of laws and regulatory requirements generally applies, with limited exceptions. If you have questions about which laws, regulations, policies or industry standards apply to your work, contact a member of the Legal function.

You must be familiar with the standards that apply to your business and your role. By following Zoetis policies, you will ensure your compliance with all laws and regulations relating to the conduct of our business.

Promotional Activities and Interactions with Healthcare Professionals

Regulation of advertising and product promotion directly affects our customer relationships. All employees must follow Zoetis policies on promotional activities and interactions with animal

healthcare professionals applicable to their region or function to ensure compliance with laws and regulations.

All promotional materials and communications must be accurate, not misleading, and compliant with all applicable legal and regulatory standards, including any applicable standards addressing substantiation, scientific rigor and fair balance.

Strict regulations govern not only our promotional activities but also our educational and commercial relationships with animal healthcare professionals, including our interactions with veterinarians, employees of veterinarian hospitals or practices, and others who administer, prescribe, purchase or recommend prescription medications. All interactions with animal healthcare professionals must be guided by applicable:

- laws, regulations, and other industry standards;
- national and regional industry association codes; and
- Zoetis Corporate Policy and Procedure #216: Interactions with Prescribing Animal Healthcare Providers

Employees in sales, marketing, veterinary medical services and regulatory functions must be familiar with Zoetis policies and procedures on labeling, promotional programs, product samples and other relevant topics. Contact a member of the Legal function if you have questions about which policies, procedures, laws, regulations or industry standards apply to your work.

Marketing Integrity

Zoetis is committed to fair competition as a matter of corporate conduct. We abide by all laws that apply to our marketing activities. Under these laws, it is illegal to use unfair methods of competition or unfair or deceptive acts or practices in commerce, such as:

- false or misleading advertising, or any other form of misrepresentation made in connection with sales;
- bribery of competitors' or customers' employees or of animal healthcare professionals; and
- unfair comments about competitors' products.

Monitoring the Safety, Performance and Quality of Our Products

At Zoetis, safety is our number one priority. Understanding a product's safety profile, as well as its quality and performance characteristics, is essential. These components are extensively monitored during clinical studies. However, it is only after a product has been marketed and used in real-world conditions that its safety profile and performance characteristics can become more completely known.

The more information we have on our products the better. That's why Zoetis employees, vendors and contingent workers must share in the responsibility of reporting any safety, quality or performance issues concerning a Zoetis product. In addition, certain instances that may lead to increased risk of an adverse event should be reported, with or without the presence of an adverse event. These include

medication errors such as incorrect prescribing. We have a legal obligation to track and report these experiences and product quality complaints to regulatory authorities.

We may learn of product issues in many different ways—through telephone calls, letters, faxes, emails, websites and completed response forms from Zoetis- sponsored marketing programs, or in meetings or casual conversations at work or even in social settings. Any information about a product issue must be forwarded to the local country pharmacovigilance person/team or local country regulatory manager/director within 24 hours of awareness.

Antitrust and Competition Laws

Antitrust and competition laws protect free enterprise. While these laws are complex and difficult to summarize, at a minimum they prohibit agreements between Zoetis and our competitors that affect prices, terms or conditions of sale, or fair competition. If you are responsible for areas of the business where these laws apply, you must be aware of them and their implications, including how they apply in the country in which you operate.

Zoetis prohibits:

- discussions or contacts with competitors about pricing, costs, or terms or conditions of sale;
- discussions or contacts with suppliers and customers that unfairly restrict trade or exclude competitors from the marketplace;
- agreements with competitors regarding allocating markets or customers; and
- agreements with others to boycott customers or suppliers.

Many countries have antitrust or competition laws, though they vary significantly from country to country. For example, certain countries' competition laws may be more stringent than those of the United States and regulate, among other things: distribution agreements; rebates and discounts to customers; patent, copyright and trademark licenses; territorial restrictions on resellers; and pricing policy generally. These laws are complex. You must ask for advice from the Legal function before you act.

Trade association meetings and other **industry gatherings** serve legitimate and worthwhile purposes. However, these meetings pose certain risks, as they bring together competitors who might discuss matters of mutual concern and potentially cross the line of non-compliance with competition law obligations. Even joking about inappropriate topics, such as marketing or pricing strategies, could be misinterpreted and misreported. If the conversation turns to any kind of anti-competitive discussion, you should refuse to discuss the matter and leave the conversation immediately.

Anti-Bribery and Anti-Corruption

Zoetis prohibits Zoetis employees and anyone acting on behalf of Zoetis from offering, giving, soliciting, accepting or receiving a bribe.

Government Officials

No employee or anyone acting on behalf of Zoetis may ever make a payment or provide a benefit that is intended to improperly influence—or even appears to improperly influence—a government official, or to gain an unfair business advantage.

Most countries in which we do business have laws that forbid making, offering or promising any payment or anything of value (directly or indirectly) to a government official when the payment is intended to influence an official act or decision to award or retain business. In the United States, the U.S. Foreign Corrupt Practices Act (FCPA) regulates U.S. companies doing business abroad. The FCPA makes it illegal for employees of U.S. companies to directly or indirectly give anything of value to a non-U.S. government official, candidate for public office, political party or party official in order to gain an improper business advantage. The FCPA also makes it illegal to inaccurately record transactions. As a U.S. company, Zoetis Inc. and all of its subsidiaries and employees must comply with the FCPA, as well as with all local anti-bribery and anti-corruption laws.

We must be particularly sensitive to bribery and corruption issues because, in some countries, our veterinarian-customers are government officials. We also use the services of other animal healthcare professionals and scientists, many of whom are employees of public institutions and may be considered government officials.

Commercial Individuals and Entities

Zoetis also prohibits “commercial bribery.” Generally, commercial bribery is giving, offering or receiving something of value to or from an individual or company in exchange for improper commercial conduct. Zoetis prohibits any employee, middleman or other agent from directly or indirectly engaging in any form of bribery.

Lobbying Activities

In the United States, Zoetis is a registered federal lobbyist. As such, federal law prohibits any Zoetis employee from providing anything of value to a member or staff member of the U.S. House of Representatives or the U.S. Senate, and severely limits the ability of Zoetis to pay for travel expenses of U.S. House and Senate members and staff. All Zoetis employees, regardless of location, must follow these restrictions.

Business Intelligence

In today’s business environment, we have access to a great amount of information about other companies, their products and services, some of which is non-public.

You are free to gather intelligence about companies from public sources such as their websites, published articles, price bulletins, advertisements, brochures, public presentations and customer conversations. You also may contract with an outside vendor to gather business information, but only through an appropriate selection and contracting process. Contact the Legal function for details.

Business information about other companies may only be collected and used ethically and in a way that does not violate any laws or confidentiality obligations. You must never use, or ask any third party

to use, unlawful or unethical means such as misrepresentation, deception, theft, spying or bribery to gather information.

Global Trade Compliance

We are all responsible for complying with trade control laws, which are complex and may change quickly as governments adjust to new political and security issues. Violations of trade control laws can lead to significant fines and penalties, for both Zoetis and any individuals involved.

Many countries have trade control laws that govern the import, export or transfer of certain controlled products, software and technology, as well as the performance of certain controlled services. In addition, many trade control laws restrict investments, transactions and business activities by Zoetis with certain countries, entities or individuals.

Some countries in which Zoetis does business have in place restrictive trade practices or boycotts against other countries or groups. Zoetis may not engage in agreements, provide any information or take any action that would support such restrictive trade practices or boycotts, unless they are allowed by U.S. laws.

Employees who work directly or indirectly with any of the above, or in areas such as international operations, logistics, finance, meeting planning, regulatory or legal, must be aware of Zoetis policies, guidance and related procedures. In particular, all activities involving certain sanctioned countries must be reviewed by the Legal function to ensure compliance with trade control laws. Any questions or concerns about the trade laws identified above, or known violations, should be directed to the Chief Compliance Officer or the Legal function.

II. Our Company

Zoetis is committed to pursuing sound growth and earnings goals while maintaining integrity in all that we do. We will operate in the best interests of Zoetis and our shareholders, be forthright about our operations and performance, and exercise care in the use of our assets and resources.

Patents, Trademarks and Copyrights

Protecting Zoetis intellectual property is essential to maintaining the competitive advantage of Zoetis. Zoetis intellectual property includes its patents, trademarks, trade secrets and copyrights, as well as scientific and technical knowledge, know-how and experience developed in the course of Zoetis activities. You are expected to support the establishment, protection, maintenance and defense of Zoetis intellectual property rights and to use those rights in a responsible way.

You also must respect the intellectual property of others. Unauthorized use, theft or misappropriation of third-party intellectual property may result in significant fines, lawsuits or criminal penalties for Zoetis and you.

Books and Record Keeping

Accurate business records are essential to the management of Zoetis and to maintaining and safeguarding investor confidence. They also help Zoetis fulfill its obligation to provide full, accurate

and timely financial and other disclosures to the public and governments around the world. All of Zoetis books, records and accounts must fully and accurately reflect Zoetis business transactions. These include financial statements as well as time sheets, vouchers, bills, invoices, expense reports, payroll and benefits records, performance evaluations and other essential Zoetis data.

Reporting Accounting Fraud

It is your responsibility to report any unrecorded funds or assets, or false or artificial entries in the books and records of Zoetis, if you become aware of them. If you learn of or suspect accounting fraud, report it immediately by contacting the Legal function or the Audit function.

Records and Information Management

Zoetis has records and information management policies and procedures to ensure that Zoetis records are maintained, stored and, when appropriate, destroyed in accordance with the needs of Zoetis and in compliance with applicable legal, regulatory, environmental, tax, employment and trade requirements. The Zoetis Enterprise Records Retention Schedule (ERRS) provides specifics on appropriate retention durations. You must refer to this schedule and the specific requirements of your business and location, as well as all applicable corporate policies and procedures, when determining how long your records should be preserved.

Requests by third parties (e.g., governmental regulatory agencies), lawsuits or other inquiries can create the need to retain records beyond the normal retention period. It is our policy to preserve any records relevant to any litigation or government investigation involving Zoetis. If you receive a “Legal Hold” or “Tax Audit Hold” you must not alter or discard any relevant information. To understand which records must be preserved, please refer to the list of Zoetis Legal Holds or contact the Legal function.

Key Term: Business Records

Business records are any recorded information captured in any medium that reflects circumstances, events, activities, transactions or results created or maintained as part of conducting business for Zoetis or that serves as evidence of fulfillment of a business or legal obligation of Zoetis. These records may be physical or electronic. Examples of media containing business records include paper documents (including hand-written notes), audio or video recordings, and computer-based information such as email and computer files.

Acceptable Use of Company Computers and Resources

Zoetis supports information systems and networks to help employees work as effectively as possible. When used inappropriately, Zoetis data and systems may be exposed to substantial risk. To ensure the security and integrity of Zoetis technology and information systems:

- Only authorized software, devices and procedures may be used.

- Your password must never be shared except for a valid business reason (such as Zoetis technical support), after which it must be changed within 24 hours.
- Zoetis business information may only be shared with authorized parties, and only by using Zoetis email or other approved technologies.
- Unauthorized devices, such as home computers, may not be used to transmit, store or work on Zoetis proprietary information.
- You are accountable for the use and security of Zoetis telecommunication and information assets.

Zoetis allows the incidental personal use of Zoetis information systems, subject to certain restrictions. Except where mandated by law, you are not guaranteed personal privacy for information sent to, sent from or stored in Zoetis systems. All documents, including electronic communications, are subject to review at any time.

For details, please refer to Corporate Policy #403: Acceptable Use of Information Systems. Also be sure to refer to any local or functional policies that apply to your role.

Prohibited Activities

You may not use Zoetis information systems or devices for communications or other material that contain or promote anything that:

- violates harassment, discrimination or hostile workplace policies or laws;
- is defamatory, illegal, pornographic or obscene;
- is likely to interfere with work or result in the loss or damage of work or systems;
- solicits employees for any unauthorized purpose; or
- records communications without authorization

Social Media

“Social media” are digital technologies and practices that enable people to create and share content, opinions, insights, experiences and perspectives. The hallmarks of all social media are user-generated content and interaction.

When engaging in social media activities including both internal-facing and external-facing platforms, adhere to Zoetis policies and these general principles:

- Be transparent and make necessary disclosures.
- Do not make unauthorized disclosures.
- Obtain necessary permissions before posting.
- Be truthful, accurate and respectful.
- Refer media inquiries to Global Corporate Communications.
- Report adverse events found on the internet or in social media to the appropriate Safety or Veterinary Medical employee.

- Ask first, post later.

Zoetis policies impose requirements on the creation and use of Zoetis-sponsored social media. You must consult the Legal function when creating any Zoetis-sponsored social media.

All Zoetis-sponsored social media that discusses a Zoetis product requires prior approval. Specific requirements apply to the content of such posts, the types of media in which they may appear and, in some cases, review by regulatory authorities.

Personal posts that relate to Zoetis products are strongly discouraged. Personal posts that include more than a neutral, passing reference to Zoetis products are strictly prohibited. Any personal posts referencing the interests of Zoetis—which include Zoetis and its business, products, employees and former employees, policies, research, relationships and competitors—must include this disclaimer:

I am [an employee/a contingent worker] of Zoetis. The statements or opinions expressed on this site are my own and do not necessarily represent those of Zoetis

Confidential and Proprietary Information

The products, services, ideas, concepts and other information we produce on a daily basis are important proprietary assets for our Company, including marketing plans, sales data, clinical data and customer and employee records, manufacturing techniques, pricing information and information about business development opportunities.

Various laws enable us to protect these assets. It is important that Zoetis protect and prevent inappropriate or unauthorized access to or disclosure of this information, as well as third party information provided to Zoetis.

Help protect confidential and proprietary information by following these principles:

- Be careful when using electronic means of storing and sending information.
- Do not disclose information to third parties, including business partners and vendors, without appropriate authorization and any required confidentiality agreements. If in doubt, check with your manager or the Legal function.
- Do not discuss confidential information in public places where others may overhear.
- Beware of informal telephone or email requests from outsiders seeking information (commonly known as “phishing”).

For more information, consult Corporate Policy #401: Safeguarding Corporate Proprietary and Confidential Information. Also be sure to refer to any local or functional policies that apply to your role.

Key Terms: Confidential or Proprietary Information

Confidential or proprietary information can be a formula, pattern, device, information about Zoetis business operations, or compilation of information maintained in secrecy that is used in business and gives our business an advantage over competitors who do not know about it or use it.

Privacy of Personal Information

Preserving the privacy of personally identifiable information, including personal information of our customers or pet owners, is critically important. Employees and many others provide personal information to Zoetis. In addition, certain research, pharmacovigilance and business activities may involve the review of personal information. It is Zoetis policy to keep this information confidential and secure in accordance with applicable laws.

Zoetis and its business partners and agents are all accountable for protecting personal information, and for processing it only within the boundaries of applicable law and Zoetis policies and procedures.

Help protect the privacy of personal information by following these principles:

- Always keep personal information strictly confidential and only use or disclose it in accordance with applicable laws and regulations and, when necessary, after giving notice or obtaining the individual's consent.
- Collect personal information only for legitimate business purposes and keep it only as long as necessary.
- Take adequate precautions to safeguard personal information.
- Share personal information only with individuals who have a legitimate need for it and will protect it properly.
- Allow individuals whose personal data is held by the Company to review and correct the information.
- Properly destroy records containing personal information according to Company guidelines.

Privacy Laws

Protecting the privacy and security of personal information is a growing global concern. Different countries and cultures have different expectations of what information should be protected, how securely and at what cost. However, more and more countries are enacting or strengthening privacy laws and holding violators accountable.

Inside Information

Many of us have heard of restrictions on "insider trading." Simply put, it is illegal to buy or sell securities (for example, stocks, bonds or options) of a company when you are aware of "inside

information”—material, non-public information— relating to the company. Securities laws and Zoetis policy prohibit you from using or disclosing any inside information that you may acquire during the course of your employment at Zoetis.

You cannot use information gained through your employment with Zoetis, before this information is known publicly, to buy or sell the securities of Zoetis or any other company with which Zoetis has or may be considering a relationship (for example, a customer, supplier, alliance partner or potential acquisition candidate). Nor can you give inside information to anyone else so that they can trade. This applies no matter where you live or where the receiver of the information lives. These restrictions apply to you, your spouse and minor children, and anyone who lives in your household or is financially dependent on you.

Securities law violations are taken very seriously. Government agencies and stock exchanges are able to monitor trading activities through computerized records searches. Violations may result in significant civil and criminal penalties against companies and individuals.

Key Terms: Material Information and Non-Public Information

Material information is any information that an investor might consider important in deciding whether to buy, sell or hold securities. Examples include: financial results or forecasts; changes in dividend policy; possible mergers, acquisitions, divestitures or joint ventures; important developments (such as important clinical trial results); major litigation developments; and significant changes in business direction. Information that is not material to Zoetis may be material to another company with which Zoetis has or is considering a relationship.

Information is considered non-public if it has not been adequately disclosed to the public. Information is not considered public until the first business day after it has been disclosed to the public. These examples are considered to be adequate public disclosure of information: public filings with the U.S. Securities and Exchange Commission, Zoetis press releases, and webcast meetings and conference calls between Zoetis and analysts, the press, shareholders or the public.

Conflicts of Interest

A conflict of interest arises when you place your personal, social, financial or political interests before the interests of Zoetis. Even the appearance of a conflict can damage your reputation or that of Zoetis. However, many potential conflicts of interest can be resolved in a simple and mutually acceptable way.

While Zoetis respects your right to manage your investments and does not wish to interfere with your personal life, you are responsible for avoiding situations that present—or create the appearance of—a conflict between your interests and those of Zoetis.

Any potential conflict of interest must be disclosed to and approved by your manager. The Legal function must be consulted in certain situations. You must be familiar with Zoetis Corporate Policy and

Procedure #203: Conflicts of Interest, as well as any local and functional conflict of interest policies that apply to your role.

The following are examples of potential conflicts of interest.

Personal Investments or Transactions

Conflicts of interest may arise if you or an immediate family member:

- has a substantial financial interest in a Zoetis supplier, competitor or customer;
- has an interest in a transaction in which it is known that Zoetis is, or may be, interested;
- takes advantage of Zoetis corporate opportunities for personal profit; or
- receives fees, commissions, services or other compensation from a Zoetis supplier, competitor or customer.

Personal Relationships

Zoetis discourages hiring close personal friends or relatives in the same function or group. A potential conflict arises if you hire, manage or otherwise do business with a close personal friend or relative or someone with whom you have an intimate relationship. Please be aware that a conflict may arise if your objectivity in the workplace is affected, including by the actions or affiliations of family members and friends outside the workplace.

Outside Business and Other Interests

A conflict of interest exists if your outside business or other interests can affect your objectivity, motivation or performance as a Zoetis employee. A second job or affiliation with a Zoetis competitor is not allowed (other than in connection with your work for Zoetis, with appropriate approvals). A second job or affiliation with a Zoetis customer, supplier or provider of goods or services is discouraged, but may be allowed with proper approval. Even when outside employment is allowed, employees are still bound by all confidentiality agreements with Zoetis and all Zoetis policies and procedures relating to confidential or inside information.

While Zoetis encourages you to be active and interested in the community in which you live and work, some activities, such as serving on a board of directors, speaking at a conference or working on a campaign or other election-related activities, may present a potential conflict of interest in some situations.

Gifts, Entertainment and Other Items of Value

Zoetis prohibits you, in your professional capacity, from giving or accepting gifts, services, perks, meals, entertainment, discounts, loans or other items of more than modest value by local standards, to or from those who are doing business or seeking business with Zoetis. Items of modest value are permitted only if they are not given or received on a regular or frequent basis, and if they are not solicited by Zoetis employees. Anything that you are not permitted to give or accept also may not be given to or accepted by your immediate family. Please refer to Corporate Policy #203: Conflicts of Interest, Corporate Policy and Procedure #216: Interactions with Prescribing Animal Healthcare Providers, and policies applicable to your business and location for specific guidelines, including monetary limits. Your local policy may be more restrictive than the corporate policy.

III. Our Employees

Zoetis is committed to treating our employees and job applicants with fairness and respect. We believe in cooperation, teamwork and trust. Hostility and harassment are not tolerated.

Anti-Retaliation Policy

Retaliation against any employee who in good faith seeks advice, raises a concern or reports misconduct is strictly prohibited. If any individual, regardless of his or her role in Zoetis, retaliates against an employee who has truthfully and in good faith reported a potential violation, Zoetis will take appropriate action—even if it later turns out that the employee was mistaken in reporting the matter originally.

Equal Employment Opportunity

It is Zoetis policy to provide equal employment opportunities and, to the extent permitted by local law, to treat applicants and employees without regard to personal characteristics such as race, color, ethnicity, creed, ancestry, religion, sex, sexual orientation, age, gender identity or gender expression, national origin, marital status, pregnancy, childbirth or related medical condition, genetic information, military service, medical condition (as defined by state or local law), the presence of a mental or physical disability, veteran status or other characteristics protected by applicable laws.

Managers are responsible for ensuring compliance with this policy.

At-Will Employment

Each Zoetis employee is employed by the Company on an at-will basis (unless otherwise agreed upon in writing and subject to applicable laws). At-will employment means that employment is not guaranteed for any specific amount of time, and the Company retains the right to terminate an individual's employment at any time with or without cause or notice. No oral representations made by any Zoetis employee with respect to continued employment can alter this relationship.

Discrimination or Harassment

Zoetis values a work environment that is free of verbal or physical harassment. This includes any unwelcome comments or actions regarding race, color, ethnicity, creed, ancestry, religion, gender, sexual orientation, age, gender identity or gender expression, national origin, marital status, pregnancy, childbirth or related medical condition, genetic information, military service, medical condition (as defined by state or local law), the presence of a mental or physical disability, veteran status or other characteristics protected by applicable laws.

This policy applies to conduct that: is made a condition of employment; is used as a basis for employment decisions; creates an intimidating, hostile or offensive working environment; or unreasonably interferes with an individual's work performance.

Employees who engage in acts of harassment or discrimination are subject to corrective action that may include termination of employment. Managers are responsible for maintaining business units that

are free of harassment and discrimination. Zoetis is also committed to providing an environment that is free of retaliation.

Zoetis promotes open communication throughout the company to resolve questions, concerns, problems or complaints involving discrimination or harassment. If you experience or are aware of any discrimination or harassment, you can:

- talk to your manager, a Human Resources function representative or group manager;
- contact the Legal function directly or, where available and permitted by law, via the Zoetis Compliance Helpline.

Abuse of Drugs and Alcohol

Substance abuse can pose serious health and safety hazards in the workplace. At Zoetis, we are dedicated to achieving an environment free of substance abuse for the health and well-being of employees and for the benefit of Zoetis.

Zoetis formal policy and guidelines are compassionate but firm. The use of illegal drugs and the misuse of alcohol and over-the-counter or prescription drugs is prohibited in the workplace. The workplace includes anywhere that an employee is conducting Zoetis business, regardless of time or location.

In addition to pre-employment drug testing, employees may be tested when they display unusual or erratic behavior such that there is a reasonable suspicion of drug or alcohol abuse. Where permitted, employees may be subject to additional testing, including unannounced testing on a random basis.

IV. Our Community and the Public

Zoetis is committed to participating actively in and improving the communities in which we do business.

Animal Welfare

We are responsible for conducting all of our animal research in a responsible, humane and ethical manner. Zoetis supports the development and adoption of novel, non-animal test methods for assessing the safety of new products that can reduce, replace or refine the use of animal testing. For those new products that require animal testing, we maintain high standards of animal care and welfare consistent with or exceeding those required by law.

All Zoetis employees and contingent workers are required to thoroughly evaluate the planning and conduct of any and all animal testing to minimize and avoid unnecessary pain, distress or discomfort, and to meticulously ensure the health and well-being of all animals under our care. We require that third party research organizations working for us accept the same commitment to standards and conduct for ensuring the responsible, humane and ethical treatment of animals in research.

Protecting the Environment and Health and Safety

Zoetis strives to protect the environment and the health and safety of our employees and the communities in which we operate. Zoetis Global Risk Management is responsible for setting our standards and supporting our site EHS teams and businesses.

All employees are expected to take responsibility for EHS compliance, and to play your part you must:

- comply with the programs and procedures designed by your management to meet Zoetis EHS standards and local regulatory requirements;
- be actively involved in highlighting issues that could potentially impact the environment, health or safety;
- as needed, help improve EHS performance; and
- report concerns about potential non-compliance to your manager, to your local EHS team, or using any of the other reporting methods described in this Code of Conduct.

Media, Analyst, Investor and Public Inquiries

Zoetis is committed to timely, accurate communication with the media, financial analysts, investors and other members of the public. All public disclosures, including forecasts, press releases, speeches and other communications, will be honest, accurate, timely and representative of the facts. Unless specifically designated as a media contact, employees other than those in Global Corporate Communications and Investor Relations are not authorized to answer questions from the media, financial analysts, investors or other members of the public. Please contact Global Corporate Communications for media and public inquiries or Investor Relations for analyst and investor inquiries. This includes formal and informal requests for information, whether made in person, over the phone, in writing or using any form of social media.

Political Activity

While Zoetis encourages employees to participate in electoral politics in those countries where appropriate, such activity must occur strictly in an individual and private capacity and not on behalf of Zoetis. Employees may not conduct personal political activity on Zoetis time or use Zoetis property or equipment for this purpose. U.S. employees, both domestic and abroad, may support the activities of Zoetis Grassroots—but any such support must be voluntary and in accordance with applicable laws.

Government Investigations: Requests for Information or Facility Visits

As a matter of policy, Zoetis and our affiliates will cooperate with all government authorities in connection with requests for information or facility visits.

The Legal function must be notified of all non-routine government requests for information or facility visits. The Legal function provides all necessary legal representation of Zoetis in such situations and will determine what information needs to be provided to the relevant government points of contact in each case. Although Zoetis and our employees may not appear to be the subject or target of an inquiry, non-routine requests may expose Zoetis or individual employees to civil or criminal liability. If you are contacted by any government authority, whether in the United States or any other country,

with regard to a non-routine request for information or a facility visit, you must immediately notify the Chief Compliance Officer or the Legal function , such as counsel within your function or region.

In addition, physical searches and raids by government authorities, as well as non-routine regulatory inspections that result in “critical” adverse findings or formal warnings, are considered RCIs. The Chief Compliance Officer or the Legal function must be notified immediately of all RCIs.