

AUSTRALIA WHISTLEBLOWER POLICY

<p>LOCAL POLICY OUTLINE:</p> <p>This policy applies to company officers, employees and contractors of Zoetis</p> <p>This policy confers rights related to the Australian business, including conferring rights and providing protections on and for colleagues and other persons outside the Australian Zoetis businesses (commercial, R&D and GMS)</p>	POLICY EFFECTIVE DATE:	May 2021
	APPROVED BY:	Mark Worsman
	OWNED BY:	Legal
	PUBLISHED:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
		If yes, to whom (check all that apply): <input checked="" type="checkbox"/> Employees <input checked="" type="checkbox"/> HR <input checked="" type="checkbox"/> Directors
<i>Reviewed – May 2021</i>		
<p>WHISTLEBLOWER POLICY APPLIES TO:</p> <p>This policy applies to company officers, employees and contractors of Zoetis and other eligible whistleblowers as described in Annexure A (collectively referred to in this policy as eligible whistleblowers).</p>		
<p>OBJECTIVE AND INTENT:</p> <p>This document provides guidelines to eligible whistleblowers about the procedures and responsibilities in respect to whistleblowing.</p>		
<p>ROLES AND RESPONSIBILITIES:</p> <p>Zoetis reserves the right to amend or replace this policy at any time and for any reason with or without notice in accordance with applicable law.</p>		
<p>RELATED FORMS OR OTHER DOCUMENTATION:</p> <p>N/A</p>		
<p>RELATED PROCESSES:</p> <p>N/A</p>		

INTERDEPENDENCIES:

Given the nature of this whistleblower policy it relates to many global and local policies including those set out below.

Global policies and procedures:

- Code of conduct
- Compliance reporting requirements and investigations policy
- Open door policy
- Anti-harassment and non-discrimination policy
- Conflicts of interest policy
- Privacy policy
- Workplace environment, incidents and business continuity management policy
- Interactions with animal healthcare professionals policy
- Global trade policy
- Political contributions policy

Local policies and procedures

- ANZ local vet policy
- Complaints and grievances policy
- Discrimination, harassment and bullying prevention policy
- Performance management and disciplinary action policy

Whistleblower policy

Purpose

Zoetis is committed to:

- the highest standards of conduct and ethical behaviour in all of its business activities; and
- promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

Zoetis encourages all colleagues to raise any concerns and report instances of unethical, illegal, fraudulent or undesirable conduct involving Zoetis' business and provides protections and measures so that those persons who make a report may do so confidently and without fear of intimidation, disadvantage or reprisal.

This policy will be made available to Zoetis colleagues on Zoetis' intranet and in such other ways as will ensure the policy is available to employees and persons wishing to use it.

Scope

This policy governs the conduct of Zoetis and all people that represent Zoetis, including Zoetis colleagues. In addition, Zoetis expects contractors, consultants, suppliers and other third parties to familiarise themselves with this policy and comply with the intent of this policy in their dealings with

Zoetis or when representing the interests of Zoetis.

What is Reportable Conduct?

A report may be made under this policy if a person has reasonable grounds to believe that Zoetis, or an officer or employee of Zoetis, has engaged in conduct (**Reportable Conduct**) that:

- is dishonest, fraudulent or corrupt;
- is illegal (including theft, illicit drug use or sale, violence or threatened violence and property damage or other breach of State or Federal law such as the Corporations Act, the ASIC Act, tax and other legislation); or
- involves any other kind of serious misconduct or concerns an improper state of affairs or circumstances. This could include conduct that is:
 - unethical or in breach of Zoetis's policies;
 - potentially damaging to Zoetis, a Zoetis employee or a third party, such as unsafe work practices or otherwise endangering health and safety, environmental damage, or abuse of Zoetis' property or resources;
 - an abuse of authority;
 - a conflict of interest;
 - detrimental to Zoetis' financial position, reputation or interests; or
 - unlawful harassment, discrimination, victimisation or bullying behaviour.

Reportable Conduct does not include personal work-related grievances, unless the complaint is about victimisation as a whistleblower or is within the categories listed below. Examples of work-related grievances that are not generally Reportable Conduct are interpersonal conflicts with other colleagues, transfer and promotion decisions, decisions about the terms of employment, decisions related to termination and suspension and disciplinary decisions. These issues are typically raised directly with HR or a colleague's manager.

However, a personal work-related grievance may be Reportable Conduct if:

- it relates to Zoetis engaging in conduct that represents a danger to the public;
- it concerns a potential breach of Commonwealth laws punishable by a period of imprisonment of 12 months or more;
- the disclosure suggests that misconduct goes further than one person's personal circumstances; and
- it is a report that includes information about misconduct within Zoetis as well as a work-related grievance.

Protected Disclosure

A Protected Disclosure is a report of Reportable Conduct made in accordance with this policy. Nothing in this policy is intended to diminish any additional or alternative protections available at law.

Personal work-related grievances, such as an interpersonal conflict between the discloser and another

employee, are not Protected Disclosures under the policy.

To be protected under this policy, a whistleblower must have reasonable grounds to suspect the Reportable Conduct.

Whistleblowers

A whistleblower is defined as anyone who makes or attempts to make a report of Reportable Conduct under this policy. Zoetis encourages anyone with knowledge or reasonable suspicion of Reportable Conduct to report it as soon as possible.

In addition to protections under this policy, certain legislation may offer statutory protection for eligible whistleblowers who make Protected Disclosures. See Annexure A which describes the special protections available to eligible whistleblowers who make a Protected Disclosure in accordance with the regime set out in the *Corporations Act 2001* (Cth), and as set out generally in this policy.

Reports

If a person becomes aware of any issue or behaviour which he or she considers to be Reportable Conduct, a report may be made in the following ways:

- the external whistleblower hotline which is a free external hotline and reporting service appointed by Zoetis and independently hosted by a third party hotline provider, Ethic Point: <https://zoetis.ethicpoint.com>). The external whistleblower protection officer will remain the independent intermediary at all times and will only communicate with Zoetis' Protected Disclosure Officers where applicable;
- a report may also be made to an officer or senior manager of Zoetis;
- a report may be made anonymously if you do not wish to disclose your identity; and
- Zoetis has nominated **Protected Disclosure Officers** who are trained to receive whistleblower reports. Any person may make a report to any of the following Protected Disclosure Officers who do not report in the local Australian business specifically to ensure their independence from local executive management:
 - Mark Worsman, Senior Director, Legal mark.worsman@zoetis.com
 - Amy Conti, Deputy Chief Compliance Officer amy.conti@zoetis.com

Whistleblowers are requested to provide as much information as possible and any known details about the events underlying the report. For example, the date, time, location, name of person involved, possible witnesses to events, evidence of the events (such as documents or emails) and any steps they have already taken to report the matter elsewhere or to try and resolve the concern.

Where an officer or senior manager receives a disclosure, they will promptly provide the details of the disclosure to an appropriate Protected Disclosure Officer. Where a discloser provides their contact details, those contact details will not be provided to the Protected Disclosure Officer without the discloser's consent.

Investigations

Once a report is received, Zoetis will first consider whether it is appropriate and necessary to conduct an investigation. Zoetis will review all matters reported under this policy as soon as possible after the matter has been reported.

If a report is made to Zoetis that should have been directed to another appropriate entity, Zoetis will redirect the whistleblower complaint, ensuring the confidentiality of the whistleblower is maintained.

If appropriate to investigate, a Protected Disclosure Officer may appoint a person to assist in the investigation of a matter raised in a report. Where appropriate, a Protected Disclosure Officer will provide feedback to the whistleblower regarding the investigation's progress and/or outcome (subject to considerations of privacy of those against whom allegations are made).

All investigations will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct and the circumstances.

Whistleblower Protection and Support

Zoetis is committed to ensuring confidentiality in respect of all matters raised under this policy, and those who make a report are treated fairly and do not suffer detriment.

Protection of your identity and confidentiality

Subject to compliance with legal requirements, upon receiving a report under this policy, Zoetis will not, nor will any supervisor, manager or Protected Disclosure Officer, disclose any particulars that would suggest or reveal the whistleblower's identity as a whistleblower, without first obtaining the whistleblower's consent.

Any disclosure that the whistleblower consents to will be disclosed on a strictly confidential basis. However, the Protected Disclosure Officer is able to disclose the complaint without the whistleblower's consent to ASIC, APRA, the Australian Federal Police, the USA Securities and Exchange Commission, the USA Department of Justice or other law enforcement or regulatory body that may have jurisdiction over the conduct that is the subject matter of the report.

Protection of files and records

All files and records created from an investigation will be retained under strict security and unauthorised release of information to someone not involved in the investigation (other than senior managers or Directors who need to take appropriate action, or for corporate governance purposes) without the consent of the whistleblower will be in breach of this policy.

Whistleblowers are assured that a release of information in breach of this policy will be regarded as a serious matter and will be dealt with under Zoetis' disciplinary procedures.

Fairness

A Zoetis employee or contractor who is or believed that they are or have been subjected to detrimental treatment as a result of making a report under this policy should inform a manager or other senior person within their business unit immediately. If the matter is not remedied, it should be raised as a report under this policy as set out above.

Detrimental treatment includes dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats or unfavourable treatment connected with making a report.

A confidential support service is available to all Zoetis staff, including whistleblowers who raise concerns under this policy.

The relevant Protected Disclosure Officer will put in place measures to protect and support the whistleblower if required in a particular matter.

Consequences of Making a False Report

Anyone who knowingly makes a false report of Reportable Conduct, or who otherwise fails to act honestly with reasonable belief in respect of the report may be subject to disciplinary action.

The disciplinary action or sanction will depend on the severity, nature and circumstance of the false report as well as the policies of relevant industry bodies and legislation, and any agreement or contract in place.

Reporting

In Zoetis, the Compliance function is a part of the Legal function and is independent of the local Australian business and its Board of directors. The Board of the local Australian entity has the responsibility of overseeing Zoetis' operations generally, including this local whistleblower program. The independence and integrity of this program and Zoetis' broader Compliance programs will always be maintained and information provided to the Board will be subject to those overriding requirements, including reports on whistleblowing and actions taken.

A Protected Disclosure Officer may also report to senior management to enable Zoetis to address compliance issues.

These reports will be made on a 'no names' basis, maintaining the confidentiality of matters raised under this policy, except to the extent that details are required to effectively address the matter.

Publication and Training

This policy will be published on Zoetis' Australian intranet and on the Zone.

Training on this policy will be provided to all Protected Disclosure Officers and any other officers or employees of Zoetis who may receive Protected Disclosures or conduct investigations into reports.

Review

This policy is to be reviewed annually to assess the effectiveness of the policy and applicable procedures. Changes to the policy require Zoetis' Board approval.

Annexure A

Protections under the Corporations Act

The *Corporations Act 2001 (Cth)* provides protection to whistleblower disclosures about potential breaches of the Corporations Act, and other misconduct, or information that concerns an improper state of affairs or circumstances, where the following conditions are satisfied:

- the whistleblower is a current or former officer, employee, contractor (including employees of contractors) or an individual who is an associate of Zoetis, or their current or former relatives or dependents, which includes a spouse or former spouse; and
- the report is made to:
 - a Protected Disclosure Officer;
 - a director, officer or senior manager of Zoetis;
 - Zoetis's external auditor (or a member of that audit team);
 - a legal practitioner for the purpose obtaining advice or representation in relation to the protections conferred on a whistleblower by the Corporations Act;
 - the Australian Securities and Investments Commission or the Australian Prudential Regulations Authority; and
- the report is about a disclosable matter and must fall outside the personal work-related grievance carve out.

The Corporations Act also contains protections which apply to public interest or emergency disclosures to a member of parliament or a journalist in limited circumstances.

The protections given by the Corporations Act when these conditions are met are:

- a whistleblower will have immunity from civil, criminal or administrative liability (such as disciplinary action) for making a protected disclosure;
- information received from a protected disclosure will generally not be admissible into evidence against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty, unless the proceedings relate to the falsity of the information;
- no contractual or other remedies or rights may be enforced or exercised against a disclosure on the basis of the protected disclosure;
- a contract cannot be terminated on the basis that the protected disclosure constitutes a breach of contract;
- it is an offence and a breach of a civil penalty provision if a person discloses either the identity of the whistleblower or information that is likely to lead to the identification of the whistleblower if they obtained the information directly or indirectly from a protected disclosure and the person is not otherwise authorised to make a disclosure under the Corporations Act regime;
- it is both an offence and a breach of a civil penalty provision if a person engages in conduct that actually causes detriment or threatens detrimental conduct to a second person because the victimiser believes or suspects that a protected disclosure has or may be made.

If a whistleblower suffers detriment because of conduct or a threat of detrimental conduct, then a claim may be brought against:

- the individual or company who engaged in the detrimental conduct;
- if the detrimental conduct was engaged in by the company, then current or former officers and employees who conspired or were knowingly concerned in the detrimental conduct; and
- a company which has a duty to prevent an individual from engaging in detrimental conduct.

If a whistleblower succeeds in their application, then they may seek compensation, an injunction, an apology, reinstatement of their employment or, in certain circumstances, exemplary damages.