

Elanco Animal Health Incorporated

Finance and Oversight Committee Charter

Purpose

The primary function of the Finance and Oversight Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Elanco Animal Health Incorporated (the “Company”) in fulfilling its oversight of:

- Selected financial policies, plans and transactions, including mergers and acquisitions (including the effective integration of acquired businesses), divestitures and strategic partnerships, and capital, foreign exchange and debt transactions of the Company;
- The Company’s balance sheet management, capital structure, leverage and financial strategy;
- The Company’s financial risk management, including oversight of the Company’s financial risk management policies, as well as oversight of risks associated with liquidity, the investment performance of benefit plans, tax strategies, currency and interest rate exposures; and
- The Company’s progress toward achieving margin, growth and operational goals.

The responsibilities set forth in this charter do not reflect or create any duty or obligation of the Committee to determine or certify that the Company’s financial statements are complete, accurate, fairly presented or in accordance with generally accepted accounting principles (GAAP) or applicable law.

Composition and Term

The Committee shall consist of no fewer than three directors. Members of the Committee should be suitably knowledgeable in matters pertaining to corporate finance.

The Committee members shall be appointed annually by the Board and will serve at the Board’s discretion. The Committee chair shall be designated by the Board.

Administrative Matters

The Committee shall meet at such times as it determines to be necessary or appropriate, but not less than once per quarter. A majority of the members of the Committee shall constitute a quorum for meeting and the affirmative vote of a majority of the members present at a meeting at which a quorum is present shall constitute action of the Committee. The Committee may take action without a meeting by the unanimous written consent of its members.

The Committee shall report to the Board at the next Board meeting following each Committee meeting.

The Committee may request any officer or employee of the Company, the Company’s outside counsel, or representatives of the Company’s independent auditor to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee. Requests for information from Committee members shall be directed to and coordinated through the Chair of the Committee, who shall liaise with members of management as needed with respect to such requests that concern fulfilling the Committee’s duties and responsibilities.

Delegation

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee, so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation if not otherwise inconsistent with law and applicable rules and regulations of the Securities and Exchange Commission and the New York Stock Exchange.

External Resources

The Committee shall (at the Company's expense) have the sole authority to retain and/or terminate any outside advisors it deems necessary to fulfill its duties, including independent counsel, accountants, or others, and to approve the fees and other retention terms of any such advisors.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

1. Review the annual capital budget prepared by management; provided that operating budgets and strategic plans will continue to be reviewed by the Board.
2. At least annually, review with the Chief Executive Officer and Chief Financial Officer the long-range financial objectives of the Company.
3. Review with management the Company's efforts, initiatives and progress with respect to achieving long-term margin improvement, revenue growth and cash flow conversion goals and assessing relevant tradeoffs.
4. Monitor the Company's plans and progress with respect to successfully integrating acquired businesses.
5. Monitor and discuss with management the Company's progress against operational goals and relevant workstreams for enhancing shareholder value and pursuing growth opportunities.
6. Monitor the Company's financial condition and standing in the financial and investment communities, including relationships with credit rating agencies.
7. Review with management the Company's capital structure, including share repurchases, dividend payments and changes to equity and debt structure and achieving appropriate leverage levels.
8. At least annually, review the status of the Company's cash balance and liquidity.
9. Review the Company's overall tax strategy and related obligations.
10. As needed, review the Company's overall real estate strategy, including significant leasing arrangements and potential manufacturing site impairment issues.
11. Review and approve or disapprove capital expenditure requests that individually (or in the aggregate if related to a program of activities) exceed management approval levels.
12. Review the post-completion performance of individual capital investments or acquisitions that exceed management approval levels.
13. Review and make recommendations to the Board concerning acquisitions, divestitures, collaborations, joint ventures and other strategic transactions that exceed \$20 million.
14. Review the major financial institutions where the Company deposits its funds and the terms of deposits to and withdrawal of funds from the Company's accounts.
15. Review the Company's corporate investment portfolios.

16. Review the terms of the Company's lines of credit, loan arrangements and borrowing facilities, any proposed changes in such credit arrangements, and any proposals to enter into new such arrangements.
17. Annually review the Company's financial risk management policies, including derivatives, and compliance with the end-user exception rules under the Dodd-Frank Wall Street Reform and Consumer Protection Act.
18. At least annually, review and make recommendations to the Board concerning the Company's insurance policies.
19. Review any other material matters concerning the Company's financial structure, condition, financing plans and policies, including the Financial Responsibility and Authorization Procedure for the Company's treasury department.
20. Annually review and assess this Charter and recommend any proposed changes to the Board for approval.
21. Annual review the performance of the Committee.

The Committee shall also undertake such additional activities within the scope of its primary functions as the Board or the Committee may from time to time determine.

Effective as of August 25, 2022 (as approved by the Board of Directors on August 25, 2022).