

# **Elanco Animal Health Incorporated Corporate Governance Committee Charter**

## **Purpose**

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

- The recommendation of qualification required for membership on the Board and Board committees;
- The identification and recommendation of candidates for membership on the Board and Board committees;
- The development and recommendation of criteria and policies relating to service and tenure of directors on the Board;
- The Company’s risk management related to public policy issues, including its lobbying priorities and activities, ESG practices and corporate responsibility and sustainability initiatives; and
- Corporate governance and environmental, social and related governance (“ESG”) matters.

## **Composition and Term**

The Committee shall consist of no fewer than three directors. All Committee members must meet applicable New York Stock Exchange (“NYSE”) independence and experience requirements or any stricter requirements as may be established by the Committee or the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership.

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 frequently than four times per year. 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 meet in executive session at such times as it deems appropriate.

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 or the Company’s outside counsel to attend Committee meetings or meet with Committee members or the Committee’s advisors. 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 is not otherwise inconsistent with law and applicable rules and regulations of the SEC and the NYSE.

## **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 assist it in fulfilling its duties, including any search firm used to identify and evaluate director candidates, 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. Recommend to the Board the size and composition of the Board and Board committees.
2. Develop and periodically review criteria for the selection of directors, such as experience, business interests, diversity and qualifications for membership on Board committees, and actively consider for selection as directors those persons who possess a diversity of experience, ideas, gender, race and ethnicity.
3. Develop and periodically review procedures for soliciting and reviewing potential non-employee director nominees from current directors, management and shareholders and for advising those who suggest nominees of the outcome of such review.
4. Review recommendations for director nominees.
5. Submit to the Board candidates for director nominees (a) to be nominated by the Board for election by the shareholders and (b) to be elected by the Board to fill vacancies in connection with Board expansions and director resignations or retirements, and recommend to the Board the class of directors in which such nominees should serve.
6. Annually submit to the Board director candidates for membership on Board committees and for the chairs of each Board committee and make recommendations regarding changes in Board committee membership, if appropriate.
7. At least annually, review and make recommendations to the Board regarding the independence of directors.
8. Oversee matters relating to director and officer participation in outside boards of directors and changes in principal job responsibilities of non-employee directors.
9. Monitor and make recommendations to the Board on matters of Board policies and practices, including policies on director service and tenure, Board leadership structure, and corporate governance.
10. To the extent not delegated to other committees, annually review the Company's activities and practices regarding significant ESG matters, including the Company's material ESG initiatives and policies and progress with respect to the Company's sustainability goals and commitments.
11. Oversee current and emerging political, social and environmental trends and public policy issues that may affect the business operations, performance or public image of the Company.
12. Annually review the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
13. Oversee the annual assessment of the performance of the Board, Board committees and

Board processes and review with the Board the results of these assessments and an assessment of the contributions of individual directors, with input from all other Board members, at least every three years when considering whether to recommend the nomination of a director to a new term.

14. Oversee director education and new director orientation.
15. Assist the Board in overseeing and monitoring engagement with shareholders and proxy advisory firms.
16. Oversee matters relating to annual and special meetings of shareholders, and review and make recommendations to the Board regarding proposals of shareholders that relate to corporate governance.
17. Annually review and assess this charter and recommend any proposed changes to the Board for approval.
18. Annually 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).