

Elanco Animal Health Incorporated Innovation, Science and Technology Committee Charter

Purpose

The primary function of the Innovation, Science and Technology 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 Company’s strategy, activities, results and investment in and optimization of research, development, and go-to-market strategies, as well as supporting investments, external innovation/business development and innovation initiatives;
- The Company’s strategic, tactical and policy matters related to science and technology and any changes to the development and regulatory landscape;
- The Company’s advancement and augmentation of its product pipeline innovation;
- The Company’s management of risks related to its research and development program, competitive or disruptive technologies and technologies which the Company is acquiring or in which the Company is investing; and
- The Company’s ambition to achieve scientific innovation leadership in the animal health industry.

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 and external innovation in the life science/healthcare industry. At least one Committee member shall, in the judgment of the Board, have scientific expertise relevant to biopharmaceutical or related research and development.

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 necessary or appropriate, but no less than four times per year. A majority of the members of the Committee shall constitute a quorum for a 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 is 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 assist it in fulfilling its duties, 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 overall scientific, research and development and external innovation strategy of the Company and report to the Board regarding such reviews in order to help facilitate the Board's oversight of the Company's innovation strategy and goals.
2. Review the Company's research and development pipeline.
3. Review the Company's regulatory strategy and compliance programs, as applicable.
4. Review the competitive landscape in terms of related external scientific research, discoveries and commercial developments and potential future innovations in animal healthcare, as appropriate.
5. Review the Company's overall intellectual property strategies and its portfolio of patents and other intellectual property.
6. Review and consider management's prioritization decisions regarding the allocation, deployment, utilization of and investment in the Company's scientific and development assets.
7. Review and consider management's prioritization decisions regarding the allocation, deployment, utilization of and investment in the Company's product/offering, "go to market" capabilities and investments, inclusive of new and established products.
8. Review and consider management's decisions and due diligence evaluations regarding select high-impact transactions, as identified by the EVP for Innovation (or the person performing substantially the same role), regarding acquisition, divestiture, or investment in product candidates or pipeline assets.
9. Assist the Board with its oversight responsibility for enterprise risk management in areas affecting the Company's research and development efforts.
10. Annually review and assess this Charter and recommend any proposed changes to the Board for approval.
11. 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.