
Elanco Animal Health Incorporated Finance Committee Charter

Purpose

The primary function of the Finance Committee (the "Committee") is to assist the Board of Directors (the "Board") of Elanco Animal Health Incorporated (the "Company") in fulfilling its oversight of (i) selected financial policies, plans, and transactions, including mergers, acquisitions, divestitures, and strategic partnerships, and capital, foreign exchange and debt transactions; (ii) matters of balance sheet management and financial strategy. The Committee shall take such action and make such reports and recommendations to the Board of Directors (the "Board") as it deems advisable.

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 at least three (3) members of the Board, as set forth in the Company's Amended and Restated Bylaws (the "Bylaws"). Committee members shall be appointed by the Board from among its members and may be removed by the Board at any time. Members of the Committee should be suitably knowledgeable in matters pertaining to corporate finance.

The Committee members shall be appointed by the Board for one-year terms. The Committee chair shall be designated by the Board.

Administrative Matters

The Committee shall meet as needed, and may meet in any manner permitted by law and the Company's Amended and Restated Bylaws (the "Bylaws"), including telephonically. 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 request any officer or employee of the company, the company's outside counsel, or representatives of the company's public accounting firm to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee. The Committee may take action without a meeting by the unanimous written consent of its members.

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 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 fulfill its duties, including independent counsel, accountants, or others to assist in the Committee's responsibilities, including the conduct of any investigation.

Duties and Responsibilities

The Committee shall:

1. Review the annual capital budget prepared by management. (Note: operating budgets and strategic plans will continue to be reviewed by the entire Board).
2. At least annually, review with the CEO and CFO the long-range financial objectives of the Company.
3. Monitor the Company's financial condition and standing in the financial and investment communities, including relationships with credit rating agencies.
4. Review with management the Company's capital structure, including share repurchases, dividend payments and changes to equity and debt structure.
5. Review at least annually the status of the Company's cash balance and liquidity.
6. Review the Company's overall tax strategy and related obligations.
7. Review, as needed, the Company's overall real estate strategy, including significant leasing arrangements and potential manufacturing site impairment issues.
8. 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.
9. Review the post-completion performance of individual capital investments or acquisitions that exceed management approval levels.
10. Review and make recommendations to the Board concerning acquisitions, divestitures, collaborations, joint ventures and other strategic transactions that exceed a dollar amount of \$20 million.
11. 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.
12. Review the Company's corporate investment portfolios.
13. 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.
14. Review on an annual basis, 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.
15. At least annually, review and make recommendations to the Board concerning the Company's insurance policies.

16. Review at least annually the Company's employee benefit plan investment policies, results, and funding.
17. Approve contributions to the Company's benefit plan funds to the extent authority is delegated by the Board.
18. 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.
19. Review its own performance and the adequacy of this Charter annually and submit such evaluation, including any recommended change, to the full Board for review, discussion and approval.
20. Perform all other duties and responsibilities delegated to it by the Board.

Effective as of May 8, 2019 (as approved by the Board of Directors on May 8, 2019).