
Elanco Animal Health Incorporated Audit Committee Charter

Purpose

The primary function of the audit committee is to assist the board of directors of Elanco Animal Health Incorporated in fulfilling its oversight of:

- The integrity of the company's financial statements and any other financial information which will be provided to the shareholders and others;
- Selected financial policies, plans, and transactions;
- Matters of balance sheet management and financial strategy;
- Certain benefit plan contributions;
- The independent auditor's qualifications and independence;
- The systems of internal controls and disclosure controls which management has established;
- The performance of internal and independent audit functions;
- The company's risk assessment and risk management processes;
- The company's compliance with legal and regulatory requirements;
- The political, social, and legal trends and issues, and compliance and quality matters that may have an impact on the business operations, financial performance or public image of the company; and
- The company's compliance with corporate policies and practices that relate to public policy.

The responsibilities set forth in this charter do not reflect or create any duty or obligation of the committee to plan or conduct any audit; 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; or to guarantee or otherwise certify as to the independent auditor's reports.

Composition and Term

The committee shall consist of no fewer than three directors. Subject to the applicable phase-in period permitted by the New York Stock Exchange (NYSE), all committee members must meet applicable NYSE and Securities and Exchange Commission (SEC) independence and experience requirements or any stricter requirements as may be established by the committee. All committee members shall be financially literate or must become financially literate within a reasonable period of time after appointment to the committee. At least one member of the committee shall be an audit committee financial expert and financially sophisticated as determined by the board in accordance with SEC rules and NYSE listing standards, respectively. 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 by the board for one-year terms. The committee chair shall be designated by the board.

No member of the committee may serve on the audit committee of more than three public companies, including Elanco Animal Health Incorporated, unless the board has determined that

such simultaneous service would not impair the ability of such member to effectively serve on the committee.

Administrative Matters

The committee shall meet not less than four times per year and shall report at the next board meeting following each such committee meeting. 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 shall meet periodically with management, the head of internal audit, and the company's independent registered public accounting firm (the "independent auditor") in separate executive sessions. The committee shall also hold executive sessions at least two times per year to discuss compliance and enterprise risk management with the Senior Director of Elanco Ethics and Compliance and the Senior Vice President of Quality, at least one time per year with the CEO to discuss succession management for the position of the Senior Director of Elanco Ethics and Compliance and at such other times as the committee determines to be necessary or appropriate. 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. 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 have the following duties and responsibilities:

Audit Functions

1. Be solely and directly responsible for appointment, evaluation, compensation, oversight and, if appropriate, replacement of the work of the independent auditor, including by:
 - Appointing (subject, in the committee's discretion, to shareholder ratification) or replacing the independent auditor;
 - Approving the compensation of the independent auditor;
 - Reviewing and evaluating the lead partner of the independent audit team;
 - At least annually, reviewing and evaluating the overall performance and conduct of the independent auditor and whether to rotate the independent external audit firm;
 - Reviewing the audit scope and audit plan of the independent auditor and overseeing audit;
 - Reviewing the scope and plan for the independent auditor's audit of the company's internal controls over financial reporting;

- Obtaining and reviewing, at least annually, a report from the independent auditor which describes the firm's internal compliance procedures, any issues raised from peer reviews, the annual inspection of the firm by the Public Company Accounting Oversight Board (PCAOB), or other quality reviews of the firm, any steps taken to deal with the issues, and all relationships between the firm and the company or other matters that could affect the firm's independence, fitness, and/or ability to perform the audit;
 - Overseeing rotation of the lead audit partner as required by law (or any stricter policies as may be established by the committee);
 - Working with management to ensure clear hiring policies for employees or former employees of the independent auditor; and
 - Resolving disagreements between management and the independent auditor regarding financial reporting.
2. Pre-approve all audit services and permitted non-audit services (including fees) to be performed for the company by the independent auditor, consistent with the requirements of the SEC and NYSE or any stricter standards as may be adopted by the committee.
 3. Oversee the internal audit function, including by:
 - Reviewing with the head of internal audit, the independent auditor and management at least annually, the responsibilities, budget, staffing, effectiveness and performance of the internal audit function, including the structure, qualification and activities of the internal audit function and the scope of internal audit responsibilities in relation to the independent auditor's duties;
 - Recommending for board approval the appointment and, if appropriate, replacement of the head of internal audit;
 - Reviewing and approving all matters related to responsibilities, budget and staffing of the internal audit function
 - Reviewing and approving the internal audit plan, including the plan for testing of internal controls over financial reporting, the process used to develop the plan, the status of activities, significant findings, recommendations and management's response;
 - Reviewing significant reports to management prepared by internal audit (and management's responses);
 - Reviewing the results of the internal controls testing, including any significant deficiencies or material weaknesses identified in the testing (and management's responses);
 - Review and approve annually the company's annual internal audit plans related to non-financial compliance, manufacturing quality, Good Manufacturing Practices compliance, and Good Clinical Practices compliance.
 4. The head of internal audit will report directly to the chair of the audit committee, with a secondary reporting relationship to the chief financial officer for administrative purposes.
 5. Prepare a report for inclusion in the company's annual proxy statement in accordance with SEC regulations.
 6. Review, with management and the independent auditors, the annual and quarterly financial results before they are filed in periodic reports with the SEC or other regulators. These reviews shall include discussions with management and the independent auditor

regarding significant financial reporting issues and judgments made in connection with the preparation of the company's financial statements. The committee shall also receive regular reports from the independent auditor on the critical accounting policies and practices of the company, selection or application of accounting principles and significant alternative treatments of financial information within GAAP that have been discussed with management. The committee shall discuss with the independent auditor all matters required to be communicated to the committee by the independent auditor under the standards of the Public Accounting Oversight Board (PCAOB) and the NYSE.

7. Review and discuss with management the company's earnings press releases, including the use of non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies.
8. Provide an open avenue of communication between the independent auditor, the head of internal audit and the board, including sufficient opportunity for the independent auditor and the head of internal audit to meet with the committee in private session.
9. Consider and review with the independent auditor, the chief accounting officer, and the head of internal audit:
 - The independent auditor's audit of the company's financial statements and the auditor's report thereof;
 - The independent auditor's audit with respect to the company's internal controls over financial reporting and the auditor's report thereof;
 - Any related significant findings and recommendations of the independent auditors or the internal auditors, including any significant deficiencies or material weaknesses, together with management's responses thereto;
 - Any difficulties encountered in the course of the audits, including any restriction on the scope of work or access to required information and any significant disagreements with management, and any other matters arising from the audit that are significant to the oversight of the company's financial reporting process; and
 - Any material written communications between the independent auditor and management, including management representation letters or schedules of unadjusted differences.
10. Review and discuss with management and the independent auditor the certifications and any related disclosures made by the company in the company's periodic reports about the results of their evaluation of the effectiveness of disclosure controls and procedures and any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting, and any fraud involving management or other employees who have a significant role in the company's internal control over financial reporting, prior to the filing of the company's annual reports on Form 10-K and quarterly reports on Form 10-Q.

Finance Functions

11. Exercise oversight of the following policies and practices of management:
 - Matters affecting the company's balance sheet, including:
 - Capital structure strategies
 - Debt and financing
 - Working capital management

- Credit Ratings (Moody's and S&P)
 - Portfolio investment policies and results
 - Derivative policies and results
 - Significant tax strategies
 - Employee benefit plan investment policies, results, and funding
12. Review and make recommendations to the board with respect to the following matters:
 - Repurchase of shares (including related derivative strategies)
 - Annual dividend plan
 - The annual capital plan and specific capital investments that exceed management approval levels
 - Equity and debt financings including complex financial structures
 - Financial aspects of major acquisitions and divestitures, collaborations and joint ventures (as determined by criteria approved by the committee)
 13. Approve contributions to the company's benefit plan funds to the extent authority is delegated by the board.
 14. Oversee compliance with the company's related person transactions policy, financial code of ethics and code of conduct.
 15. Oversee procedures to promote and protect employee and third-party reporting of suspected fraud or wrongdoing relating to accounting, auditing, financial reporting or internal controls, including procedures for:
 - Receiving, retaining, and addressing complaints received by the company relating to such matters;
 - Enabling employees to submit to the committee, on a confidential and anonymous basis, any concerns regarding such matters; and
 - Protecting reporting employees from retaliation.
 16. Assist the board in its oversight of legal and regulatory compliance. The audit committee shall have sole oversight over matters of financial compliance (accounting, auditing, financial reporting, and investor disclosures) and will generally oversee the company's compliance with applicable law and significant legal and compliance exposure and review material reports or inquiries from regulators.

Compliance Functions

17. Review policies and practices of the company and monitor compliance in areas of social responsibility and when appropriate report and make recommendations to the board with respect to such policies and practices including those involving:
 - environmental protection
 - health and safety of employees
 - privacy
 - employment
 - clinical research
 - research and development
 - sales and marketing
 - quality
 - the ethical, social, and political aspects of pricing decisions

- political engagement
 - support of charitable, educational, and business/trade organizations
18. Oversee compliance with applicable legal and regulatory requirements.
 19. Identify and bring to the attention of the board as appropriate 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.
 20. Receive reports from the Senior Director of Elanco Ethics and Compliance at least four times per year, from the head of internal audit and the Senior Vice President of Quality at least annually and from any of the Senior Director of Elanco Ethics and Compliance, the head of internal audit or the Senior Vice President of Quality if and when such individual determines, in his or her discretion, that an issue or concern requires the prompt attention of the Committee.

General Functions

21. Oversee the company's program, policies, and procedures related to information asset security, and data protection, including data privacy and network security, and meet periodically with the company's chief information officer (or person performing a similar function).
22. Inquire of management, the head of internal audit, and the independent auditors about significant financial risks or exposures and evaluate the steps management has taken to monitor and control such risks to the company.
23. Conduct or authorize investigations into any matters within the committee's scope of responsibilities.
24. Review and assess the adequacy of the reporting and information flows it is receiving, and make such changes as are required to maintain and enhance the committee's effectiveness, including recommending to the nominating and corporate governance committee any changes to the committee's charter or membership.
25. Annually review the performance of the committee.

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

Effective as of September 19, 2018 (as approved by the board of directors on September 5, 2018).