



## **E. I. du Pont de Nemours and Company**

### **Separation of The Chemours Company**

### **Distribution of Chemours Common Stock**

## **FAQ**

**The following is a summary of the information contained in the Information Statement to the Registration Statement on Form 10 (the “Form 10”), as amended from time to time. This summary may not contain all the details concerning the separation and distribution or other information that may be important to you. To better understand the separation, distribution and The Chemours Company’s business and financial position, you should carefully review the entire Information Statement.**

**The Form 10 has been filed with the Securities and Exchange Commission and may be found at [www.sec.gov](http://www.sec.gov).**

**June 5, 2015**



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## **Separation of DuPont's Performance Chemicals Segment**

### **Q1. What is Chemours?**

DuPont's board of directors has approved a plan to separate DuPont's performance chemicals business into a new publicly traded company (Chemours). Currently, Chemours is a wholly-owned subsidiary of DuPont. Chemours operates DuPont's Performance Chemicals segment, which includes its titanium technologies, fluoroproducts and chemical solutions businesses.

### **Q2. What is the separation of the Chemours business from DuPont?**

The separation of Chemours from DuPont is intended to provide holders of DuPont common stock with equity investments in two separate companies – Chemours and DuPont. After the separation, each company can focus on each of their respective businesses. DuPont and Chemours expect that the separation will result in enhanced long-term performance for each business.

### **Q3. Will Chemours be an independent, publicly-traded company?**

Yes. After the separation, Chemours will be an independent company from DuPont, and DuPont will not retain any ownership interest in Chemours. Chemours expects to have its common stock listed on the New York Stock Exchange under the symbol "CC."

### **Q4. What will Chemours' relationship be with DuPont following the separation?**

DuPont and Chemours will enter into a Separation Agreement to effectuate the separation and provide a framework for Chemours' relationship with DuPont after the separation. DuPont and Chemours will also enter into certain other agreements, such as a Transition Services Agreement, a Tax Matters Agreement, an Employee Matters Agreement and an IP Cross-License Agreement and certain manufacturing and supply arrangements. These agreements will provide for the terms of the separation between Chemours and DuPont and will govern the relationship between Chemours and DuPont subsequent to the separation.

### **Q5. What are the conditions to the separation and distribution?**

The distribution of Chemours common stock is subject to the satisfaction or waiver of certain conditions, including, without limitation, a registration statement on Form 10 for the Chemours common stock being declared effective by the Securities and Exchange Commission, the Chemours common stock being accepted for listing on the NYSE and continued validity of a private letter ruling from the Internal Revenue Service ("IRS") qualifying the spin-off as a tax-free distribution to DuPont stockholders for U.S. federal income tax purposes.

**Q6. Can DuPont decide to cancel the distribution even if all conditions have been met?**

Yes. Until the distribution has occurred, DuPont has the right to terminate the distribution, even if all of the conditions to the distribution have been satisfied.

## **Distribution of Chemours Common Stock**

### **Q7. What is the distribution of Chemours common stock?**

DuPont's board of directors has approved a distribution of Chemours common stock to holders of DuPont common stock on the record date.

NOTE: If you sell shares of DuPont common stock "regular way" before the distribution date, you will also sell your right to receive Chemours common stock. See Q16 below.

### **Q8. What are the key dates related to the distribution (record date and distribution date)?**

The key dates related to the distribution are as follows:

- **Record Date:** June 23, 2015, at 5:00 p.m. Eastern Time
- **Distribution Date:** July 1, 2015

### **Q9. What is the record date for the distribution?**

The record date is the date that is used to determine whether you are entitled to the distribution of shares of Chemours common stock.

NOTE: If you sell shares of DuPont common stock "regular way" before the distribution date, you will also sell your right to receive Chemours common stock. See Q16 below.

### **Q10. What is the distribution date?**

The distribution date is the date shares of Chemours common stock will be distributed to holders of DuPont common stock who held DuPont common stock on the record date.

NOTE: If you sell shares of DuPont common stock "regular way" before the distribution date, you will also sell your right to receive Chemours common stock. See Q16 below.

### **Q11. If I hold DuPont common stock on the record date, do I have to do anything to receive shares of Chemours common stock?**

No. If you hold shares of DuPont common stock on the record date, you will automatically receive shares of Chemours common stock on the distribution date.

NOTE: If you sell shares of DuPont common stock "regular way" before the distribution date, you will also sell your right to receive Chemours common stock. See Q16 below.

**Q12. How many shares of Chemours common stock will I receive on the distribution date?**

For every five (5) shares of DuPont common stock you hold on the record date, you will receive one (1) share of Chemours common stock on the distribution date.

**Q13. Will the number of shares of DuPont common stock that I own change as a result of the distribution?**

No. The number of shares of DuPont common stock that you own will not change as a result of the distribution.

**Q14. Will I receive any fractional shares of Chemours common stock?**

No. You will not receive any fractional shares of Chemours common stock. Instead, you will receive cash in lieu of fractional shares.

**Q15. Will I receive stock certificates for shares of Chemours common stock?**

No. Stock certificates for Chemours common stock will **not** be issued to any stockholder, even if requested.

**Q16. How will I receive shares of Chemours common stock?**

If you held shares of DuPont common stock on the record date and did not sell those shares “regular way” prior to the distribution date, on or shortly after the distribution date, the shares of Chemours common stock you are entitled to will be credited in book-entry accounts.

**Q17. What does it mean that I will be credited in book-entry accounts for my Chemours common stock?**

In book-entry, your ownership in Chemours common stock is maintained electronically (i.e., no physical stock certificates will be issued to a stockholder).

**Q18. How will shares of Chemours common stock be issued?**

If you are a registered stockholder (meaning you hold physical DuPont stock certificates or you own your shares of DuPont common stock directly through a book-entry account with DuPont’s transfer agent, Computershare Trust Company, N.A. (Computershare)), the distribution agent (also Computershare) will credit the whole shares of Chemours common stock you receive in the distribution to your book-entry account on or shortly after the distribution date. The distribution agent will mail you a book-entry account statement that reflects the number of whole shares of Chemours common stock you own, along with a check for any cash in lieu of fractional shares you are entitled to receive.

If you own your shares of DuPont common stock beneficially through a bank, broker or other nominee, your bank, broker or other nominee will credit your account with the whole shares of Chemours common stock you receive in the distribution on or shortly after the distribution date, and generally any cash in lieu of fractional shares you are entitled to receive will be posted to your account. Please contact your bank, broker or other nominee for further information about your account.

**Q19. If I am enrolled in DuPont’s dividend reinvestment plan, will I automatically be enrolled in the Chemours direct stock purchase plan?**

Yes. If you elected to have your cash dividend applied toward the purchase of additional shares of DuPont common stock, the shares of Chemours common stock you receive in the distribution will be automatically enrolled in the Chemours direct stock purchase plan sponsored by Computershare (Chemours’ transfer agent and registrar), unless you notify Computershare that you do not want to reinvest any Chemours cash dividends in additional shares of Chemours common stock.

**Q20. If I hold shares of DuPont preferred stock at the record date, will I receive shares of Chemours common stock?**

No. Holders of shares of DuPont preferred stock will not receive any shares of Chemours common stock in the distribution.



## **Trading in DuPont and Chemours Common Stock**

### **Q21. Will my shares of DuPont common stock continue to trade following the distribution?**

DuPont common stock will continue to be listed on the NYSE and trade under the symbol “DD” after the distribution.

### **Q22. How will Chemours common stock trade?**

Currently, there is no public market for Chemours common stock. We expect Chemours common stock will be listed on the NYSE on the distribution date and trade under the symbol “CC.”

### **Q23. At the distribution date, what will be the per share price of DuPont/Chemours common stock?**

We cannot predict the per share trading price for DuPont/Chemours common stock.

### **Q24. What is “when-issued” trading in Chemours common stock?**

When-issued trading refers to a sale or purchase made conditionally on or before the distribution date. We anticipate that trading in Chemours common stock will begin on the NYSE (under the symbol “CC WI”) on a “when-issued” basis as early as two (2) trading days prior to the record date for the distribution and will continue up to the distribution date. When-issued trades generally settle after the distribution date.

### **Q25. What is “regular way” trading in Chemours common stock?**

Regular-way trading in Chemours common stock refers to trading after the security has been distributed and typically involves a trade that settles on the third full trading day following the date of the trade. On the distribution date, any when-issued trading of Chemours common stock will end and “regular-way” trading will begin.

### **Q26. What is “regular-way” and “ex-distribution” trading of DuPont common stock?**

Beginning two (2) trading days before the record date and continuing up to the distribution date, it is expected that there will be two markets in DuPont common stock: a “regular-way” market and an “ex-distribution” market.

Shares of DuPont common stock that trade in the “regular-way” market on the NYSE (under the symbol “DD”) will trade with an entitlement to shares of Chemours common stock distributed pursuant to the distribution.

Shares of DuPont common stock that trade in the “ex-distribution” market on the NYSE (under the symbol “DD WI”) will trade without an entitlement to shares of Chemours common stock distributed pursuant to the distribution.

## **Tax Matters**

**NOTE: The following material is provided as information only and is not intended to provide any tax advice. Individual tax circumstances can differ and country tax laws with respect to equity are often complex and/or unclear. You should consult your tax advisor about the particular consequences of the separation and distribution to you, including the application of the tax basis allocation rules and the application of state, local and foreign tax laws.**

### **Q27. What are the U.S. federal income tax consequences of the distribution to me?**

The distribution is conditioned, among other things, on the continued validity of a private letter ruling from the IRS, which DuPont has received from the IRS, and the receipt and continued validity of a tax opinion, in form and substance acceptable to DuPont, substantially to the effect that, among other things, the distribution will qualify as a tax-free transaction under Section 355 and Section 368(a)(1)(D) of the Internal Revenue Code, and certain transactions related to the transfer of assets and liabilities to Chemours in connection with the separation will not result in the recognition of any gain or loss to DuPont, Chemours or their stockholders. Such conditions are waivable by DuPont's board of directors in its sole and absolute discretion. DuPont received the private letter ruling from the IRS on September 30, 2014. Accordingly, and so long as the distribution so qualifies, for U.S. federal income tax purposes, no gain or loss will be recognized by you, and no amount will be included in your income, upon the receipt of shares of Chemours common stock pursuant to the distribution. However, any cash payments made instead of fractional shares will generally be taxable to you.

NOTE: Special tax rules apply to shares held within the DuPont Retirement Savings Plan and other tax-qualified plans.

### **Q28. What are the tax consequences of the distribution outside the United States?**

Tax laws differ among various countries. Please consult with your tax advisor about the particular consequences of the separation and distribution to you.

### **Q29. How will the distribution affect my tax basis in my shares of DuPont common stock?**

Assuming that the distribution is tax-free for U.S. federal income tax purposes to DuPont stockholders, your tax basis in your DuPont common stock held by you immediately prior to the distribution will be allocated between your DuPont common stock and Chemours common stock that you receive in the distribution in proportion to the relative fair market values of each immediately following the distribution.

DuPont will provide its stockholders with information to enable them to compute their tax basis in both DuPont and Chemours shares. This information will be posted on DuPont's website, [www.dupont.com](http://www.dupont.com), promptly following the distribution date.

## **Additional Information**

### **Q30. Where can I obtain more information regarding the mechanics of the stock distribution?**

For additional information about the mechanics of the distribution, you should contact:

Computershare

1-866-478-8569 (US and Canada) or 1-781-575-2729 (outside the US and Canada)

### **Q31. Where can I obtain more information relating to the separation and distribution?**

Before the separation and distribution, if you have any questions relating to the separation and distribution, you should contact DuPont at:

Individual Holders: 1-302-774-3034

Institutional Holders: 1-302-774-4994

After the separation, if you have any questions relating to DuPont, you should contact DuPont at:

Individual Holders: 1-302-774-3034

Institutional Holders: 1-302-774-4994

After the separation, if you have any questions relating to Chemours, you should contact Chemours at:

Individual Holders: 1-302-773-1062

Institutional Holders: 1-302-773-2263

### **Q32. Who is the transfer agent and registrar for Chemours?**

Computershare is the transfer agent and registrar for Chemours.

### **Q33. Who is the distribution agent for the distribution?**

Computershare is the distribution agent for the distribution.