

DOWDUPONT INC.
MATERIALS ADVISORY COMMITTEE CHARTER

I. PURPOSE

The purpose of the Materials Advisory Committee (the “Committee”) of DowDuPont Inc. (the “Company”) is to discharge certain actions necessary or appropriate to perform the duties and responsibilities, in each case, as and to the extent, delegated to the Committee (i) under Article IX of the Company’s Bylaws, (ii) under this Charter and/or (iii) as may be otherwise expressly delegated to the Committee by the Company’s board of directors (the “Board of Directors”) from time to time, and to report thereon to the Board of Directors.

II. RESPONSIBILITIES AND POWERS

In furtherance of the Committee’s purpose above and subject to the applicable provisions of the Company’s Bylaws, the Committee’s powers and duties shall be to:

- Subject to the review and oversight of the Board of Directors, oversee the business and affairs of the Materials Business (as used herein, in each case, as defined in the Company’s Bylaws), including, with respect to the Materials Business, to:
 - develop strategy and operational direction;
 - plan and make recommendations to approve operating and capital budgets;
 - evaluate the performance of and make recommendations as to all matters related to the compensation of the leadership team of the Materials Business;
 - receive reports on financial performance and synergies;
 - identify risk areas, assess risk management and discuss with the leadership team of the Materials Business the policies and processes related thereto at the divisional level; and
 - review any transaction specific to the Materials Business that requires Board approval.
- Review and have the sole authority to approve any proposed changes to the scope of the Materials Business. As provided in the Company’s Bylaws, any decision of the Committee to approve a change to the scope of the Materials Business shall require the affirmative vote of a majority of the members of the Committee.
- Develop a capital structure for the Materials Business in accordance with the Guiding Principles set forth in Section 9.5 of the Company’s Bylaws, taking into account the input of the Company’s Chief Financial Officer and General Counsel and the General Counsel of the Materials Business, and presenting such capital structure to the Board of Directors.

- Select, change and make permanent the chief executive officer and leadership teams of the Materials Business and assess current and future talent of the leadership team, including development and succession plans of all leadership team positions in the Materials Business.
- Subject to the review and oversight of the Board of Directors, review the Form 10 Information Statement and any other public filings or offering documents required to be made by any entity owning and operating the Materials Business, if any, in which common stock is to be distributed to the Company's stockholders, including any carveout financial statements included in such public filings by such entity and any legacy audit matters related to such public filings.

Notwithstanding the foregoing, if there is a disagreement between or among the Committee, the AgCo Advisory Committee and/or the Specialties Advisory Committee (together, the “Advisory Committees”) regarding any capital structure matter or any other matter addressed by Section 9.5 of the Company's Bylaws, and the Advisory Committees cannot resolve such disagreement within 20 business days or such other time as may be agreed by majority vote of each Advisory Committee, the matter will be submitted to a reconciliation committee, consisting of Edward D. Breen and Andrew N. Liveris (or their respective replacements duly designated in accordance with the Company's Bylaws) and both independent co-lead directors of the Board of Directors for resolution within 10 business days before consideration, if necessary, and ultimate resolution by a majority of the Board of Directors.

Except as otherwise expressly delegated by the Board of Directors from time to time, the Committee shall have no other powers or responsibilities.

III. COMPOSITION

The Committee shall be comprised of (i) Mr. Liveris and Mr. Breen (or their respective replacements duly designated in accordance with the Company's Bylaws), (ii) certain members of the Board of Directors that are Continuing Dow Directors (as defined in the Company's Bylaws) and (iii) certain individuals who are not directors of the Company but who previously served on the board of directors of The Dow Chemical Company, who serve on the Committee in an *ex officio* capacity. Such *ex officio* members of the Committee shall be entitled to be present at all meetings of the Committee and to participate in committee discussions, but shall not be entitled to vote or be counted for quorum purposes. The chairman of the Committee shall be Mr. Liveris or any replacement duly designated in accordance with the Company's Bylaws.

Any vacancy on the Committee (other than with respect to Messrs. Breen and Liveris or their respective replacements on the Committee as described above) shall be filled by the affirmative vote of a majority of the remaining Committee members then in office, even if less than a quorum, or by a sole remaining Committee member.

IV. MEETINGS

Meetings of the Committee may be held with the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all

persons participating in the meeting can hear each other. Regular meetings of the Committee may be held without further notice on such date and at such time and place as shall from time to time be determined by the Committee (which shall be no less frequently than is necessary to support the Committee's regular reporting obligations to the Board). Special meetings of the Committee may be called by Mr. Breen or Mr. Liveris (or their respective replacements duly designated in accordance with the Company's Bylaws) or at the request in writing or by the affirmative vote of a majority of the members of the Committee or at the request of the Board of Directors.

A majority of the total members (other than *ex officio* members) of the Committee shall constitute a quorum. In the event of a lack of a quorum, a majority of the members of the Committee (other than *ex officio* members) may adjourn the meeting from time to time until a quorum shall be obtained.

V. REPORTS TO THE BOARD OF DIRECTORS

As provided in the Company's Bylaws, the Committee shall provide monthly status reports to the Board of Directors outlining in reasonable detail its activities in connection with the organization of the Materials Business and the exercise of its other duties and responsibilities. The Committee shall maintain minutes and other records of Committee activities.

September 1, 2017