

**DOWDUPONT INC.
COMPENSATION COMMITTEE CHARTER**

I. PURPOSE

The primary purpose of the Compensation Committee (the "Committee") is to discharge the responsibilities of the DowDuPont Inc.'s (the "Company") board of directors (the "Board of Directors") relating to the compensation and benefits of the Company's Executive Chairman and Chief Executive Officer ("CEO") as well as all other executive officers (as defined in the Securities Exchange Act of 1934, as amended (the "Exchange Act")) of the Company (the "executive officers" or each an "executive officer"), employees of the Company and non-employee directors, in a manner consistent with and in support of the Company's business objectives, competitive practice, and all applicable rules and regulations.

Certain responsibilities of the Committee have been delegated to the Dow Compensation Subcommittee or the DuPont Compensation Subcommittee as set forth in the Charters therefor.

II. RESPONSIBILITIES

The Committee's duties and responsibilities shall be to:

- Assess current and future senior leadership talent for Company officers including their development and the succession plans of all key management positions other than (x) the CEO, (y) the Executive Chairman and (z) the leadership teams of the AgCo Business, Materials Business and Specialties Business.
- Assist the Board of Directors in CEO and Executive Chairman succession planning, including overseeing the CEO's and Executive Chairman's succession planning process (subject to the Company's Bylaws).
- Evaluate the performance of the CEO and the Executive Chairman in light of the goals and objectives set by the Committee, and, together with the other independent members of the Board of Directors, determine and approve the compensation of the CEO and the Executive Chairman based on this evaluation.
- Review and approve at least annually, and at such other time as may be appropriate, compensation and employment arrangements, including severance agreements, for the Company's executive officers other than the CEO and Executive Chairman.
- Recommend nonemployee directors' compensation to the Board of Directors in coordination with the Corporate Governance Committee.
- Recommend and/or approve at least annually, and at such other time as may be appropriate, changes to equity-related compensation plans of the Company and Company's executive officer bonus plans and such other compensation plans that are for executive officers or Company-wide as the Committee or Board of Directors shall determine.

- Review and/or approve significant changes to the employee benefit plans and any significant changes to the employee benefits plans of the Company's subsidiaries (with any changes reasonably expected to have a cost impact in excess of \$100,000,000 being deemed significant).
- Recommend and approve the principles guiding the Company's executive officer compensation and benefits plans and other compensation or benefit plans.
- Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk, at least annually and at such other time as may be appropriate.
- Review and, as applicable, approve the Compensation Discussion and Analysis and the Committee report for inclusion in the Company's Annual Report on Form 10-K or annual meeting proxy statement in compliance with the rules and regulations promulgated by the Securities and Exchange Commission (the "SEC").
- Review and consider the stockholder voting results of any proposal submitted to the Company's stockholders related to the compensation of the Company's executive officers.
- Perform such duties and responsibilities as may be assigned to the Committee under the terms of any executive officer compensation or benefit plan or any other compensation or benefit plan.
- Review perquisites or other personal benefits provided to the Company's executive officers and directors and recommend any changes to the Board of Directors.
- To the extent it deems necessary, review and approve the terms of any compensation "clawback" or similar policy or agreement between the Company and the Company's executive officers or other employees subject to Section 16 of the Exchange Act.
- Review all equity-compensation plans to be submitted for approval by the Company's stockholders under the New York Stock Exchange (the "NYSE") listing standards, and review and, in the Committee's sole discretion, approve all equity-compensation plans that are exempt from such stockholder approval requirement.
- Perform such further functions as may be consistent with this Charter or assigned by applicable law, the Company's Certificate of Incorporation or Bylaws or by the Board of Directors.

The Committee may take the following actions, among others, as necessary or appropriate to carry out its duties and responsibilities:

- Take appropriate action to authorize the issuance of the Company's common stock pursuant to provisions of the Company's compensation and benefit plans.
- Retain or replace trustees under the Company's benefit plans and take such other actions as may be required by the Company's compensation and benefit plans, related trust agreements or other plan documents.
- Retain any compensation consultants that the Committee, in its sole discretion, deems appropriate to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work of the compensation consultants (including approval of an applicable executive compensation peer group). In retaining compensation consultants, the Committee must consider the factors specified in the Exchange Act and rules of the NYSE.
- Retain and obtain the advice and assistance of outside counsel and such other advisors as the Committee, in its sole discretion, deems appropriate to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside counsel and other advisors. In retaining outside counsel and such other advisors, the Committee must consider the factors specified in the Exchange Act and rules of the NYSE.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

Notwithstanding anything to the contrary in the foregoing, the Committee shall have sole discretion and authority with respect to any action regarding compensation payable to the CEO, Executive Chairman or other executive officers of the Company that the Committee intends to constitute "qualified performance-based compensation" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations promulgated thereunder.

The Company shall provide the Committee with the appropriate funding, as determined by the Committee in its capacity as a committee of the Board of Directors, for the payment of compensation to its compensation consultants, outside counsel and any other advisors and to carry out its responsibilities.

III. COMPOSITION

The Committee shall consist of four independent directors, two of whom shall be Continuing Dow Directors (as defined in the Company's Bylaws) and two of whom shall be Continuing DuPont Directors (as defined in the Company's Bylaws). Each member serving on the Committee shall be independent as determined under the Board of Directors' Corporate Governance Guidelines, applicable NYSE listing standards and Exchange Act Rule 10C-1(b)(1)(ii)(A) and (B), and shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee. Each member must qualify as a "non-employee director" for the purposes of Rule 16b-3 of the Exchange Act and as an "outside director" for the purposes of the Code.

The Committee shall have Co-Chairpersons, one of whom shall be a Continuing Dow Director designated by a majority of the Continuing Dow Directors on the Board of Directors and the other of whom shall be a Continuing DuPont Director designated by a majority of the Continuing DuPont Directors on the Board of Directors.

The members of the Committee shall be elected annually by a majority of the entire Board of Directors and shall serve until their successors shall be duly elected and qualified. If a member of the Committee who is a Continuing Dow Director ceases to serve on the Committee, such vacancy shall be filled by a Continuing Dow Director designated by a majority of the Continuing Dow Directors on the Board of Directors. If a member of the Committee who is a Continuing DuPont Director ceases to serve on the Committee, such vacancy shall be filled by a Continuing DuPont Director designated by a majority of the Continuing DuPont Directors on the Board of Directors. No member of the Committee shall be removed except by a majority vote of the entire Board of Directors.

IV. MEETINGS

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less than three times annually. The Committee may at its discretion meet with or without management, and with or without any compensation consultant or other advisor retained by the Committee, in separate executive sessions to discuss any matters that the Committee management or the compensation consultant believe should be discussed privately. However, the Committee shall meet regularly without management present, and in all cases the CEO, the Executive Chairman and any other such officers shall not be present during any portion of a Committee meeting at which their compensation or performance is discussed or determined.

A majority of 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 shall constitute a quorum.

The Committee shall report regularly to the Board of Directors on Committee findings, recommendations and any other matters the Committee deems appropriate. The Committee shall maintain minutes and records of Committee activities.

V. DELEGATION OF AUTHORITY

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee has delegated certain responsibilities and authority to the Dow Compensation Subcommittee and the DuPont Compensation Subcommittee as set forth in the Charters therefor, and shall oversee such subcommittees.

VI. ANNUAL REVIEW OF THE CHARTER AND PERFORMANCE

The Committee Charter shall be reviewed at least annually and revised as appropriate. The Committee shall conduct an annual evaluation of its own performance.

September 1, 2017