

DOWDUPONT INC.
CORPORATE GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The primary purpose of the Corporate Governance Committee (the "Committee") is to (1) consider and report periodically to the DowDuPont Inc.'s (the "Company") board of directors (the "Board of Directors") on matters relating to the selection, qualification and compensation of members of the Board of Directors and candidates nominated to the Board of Directors, (2) develop and recommend to the Board of Directors a set of corporate governance guidelines for the Company, (3) oversee the evaluation of the Board of Directors and management and (4) identify individuals qualified to become members of the Board of Directors (other than the identification of individuals qualified to be elected as a "Continuing Dow Director" or "Continuing DuPont Director" which shall rest with the remaining Continuing Dow Directors or Continuing DuPont Directors, as applicable, consistent with the Company's Bylaws) and other criteria approved by the Board of Directors.

II. RESPONSIBILITIES

The Committee's duties and responsibilities shall be to:

Governance

- Develop and recommend to the Board of Directors Corporate Governance Guidelines and periodically review and recommend to the Board of Directors for approval any proposed changes to such guidelines in accordance with applicable law and listing rules of the New York Stock Exchange (the "NYSE").
- Oversee the Company's corporate governance practices, including reviewing and recommending to the Board of Directors for approval any changes to the Company's Certificate of Incorporation, Bylaws and committee charters.
- Oversee the annual assessment of the Board of Directors and its committees.
- Review periodically the frequency and structure of meetings of the Board of Directors and recommend to the Board of Directors any appropriate changes.
- Monitor the functioning of the committees of the Board of Directors and recommend any appropriate changes.

Board Matters

- Determine the qualifications, qualities, skills and other expertise required to be a director, and develop, and recommend to the Board of Directors for approval, criteria to be considered in selecting director nominees.

- Establish processes and procedures for identifying and evaluating director nominees, including director candidates recommended or submitted for inclusion in the Company's proxy statement for its annual meeting by the Company's stockholders, in each case, pursuant to the requirements and procedures set forth in the Company's Bylaws and other corporate governance documents.
- Review annually the relationships between directors, the Company and members of management and recommend to the Board of Directors whether each director qualifies as "independent" under the applicable rules of the NYSE and the Company's Corporate Governance Guidelines.
- Recommend to the Board of Directors the slate of director nominees to be submitted for stockholder vote at the annual meeting of stockholders and, from time to time, recommend individuals to fill any vacancy on the Board of Directors, in each case, in accordance with the Company's Bylaws, and direct to the Continuing Dow Directors or the Continuing DuPont Directors, as applicable, the responsibility to fill any vacancies that the Company's Bylaws provide shall be filled by such Continuing Dow Directors or such Continuing DuPont Directors, as applicable.
- Coordinate with the Compensation Committee in respect of the Compensation Committee's recommendation to the Board of Directors regarding nonemployee directors' compensation.

Risk Oversight

- Oversee the Company's ethics and compliance function, including review of the business conduct and ethics policy.
- Review and approve any transaction between the Company and any related person in accordance with the Company's related party transaction approval policy.
- Oversee the Company's orientation program for new directors and a continuing education program for current directors.

The Committee shall have the authority to retain, at the Company's expense, search firms, outside counsel, experts and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have the sole authority to approve related fees and retention terms.

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 Committee to carry out its responsibilities.

III. COMPOSITION

The Committee shall be comprised 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 of the Committee's members shall be independent as determined under the Board of Directors' Corporate Governance Guidelines and NYSE standards 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.

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 frequently than three times per year. The Committee may request any person (including any other director of the Company, any officer or employee of the Company or any advisor) to attend a meeting of the Committee or to meet with any members of, or advisor to, the Committee.

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 other 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.

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