

**DOWDUPONT INC.**  
**DOW COMPENSATION SUBCOMMITTEE CHARTER**

**I. PURPOSE**

The primary purpose of the Dow Compensation Subcommittee (the "Subcommittee") of the Compensation Committee of the Board of Directors (the "Compensation Committee") of DowDuPont Inc. (the "Company") is to discharge responsibilities relating to the compensation and benefits provided to (x) executive officers and (y) employees of The Dow Chemical Company ("Dow"), in each case who are not executive officers of the Company (the "Dow Executives" and the "Dow Employees" respectively).

**II. RESPONSIBILITIES**

The Subcommittee's duties and responsibilities shall be to:

- Approve adoption of and changes to bonuses and other incentive compensation to Dow Executives.
- Approve equity and incentive grant programs, designs and frameworks for Dow Executives and Dow Employees generally.
- Review and approve the Compensation Discussion and Analysis and the related Committee report for inclusion in Dow's Annual Report on Form 10-K in compliance with the rules and regulations promulgated by the Securities and Exchange Commission (the "SEC"), as applicable.
- Review and approve significant changes to the employee benefit plans of Dow to the extent not requiring approval by the Company's Compensation Committee (the "Dow Benefit Plans") as set forth in the Charter of the Company's Compensation Committee.
- Consider the recommendations of, and discuss with, the Chief Executive Officer ("CEO") and the Executive Chairman of the Company and, solely with respect to employees of the Company and its subsidiaries in such chief operating officer's respective business, with the chief operating officer of each of the Materials Business, the AgCo Business and the Specialties Business (in each case, as defined in the Company's Bylaws), regarding the compensation and compensation and employee benefit plans and practices for such employees, in each case over which the Subcommittee has authority as set forth in this Charter.

In carrying out these responsibilities, the Subcommittee may, among other actions necessary and appropriate:

- Recommend that the Company's Compensation Committee take appropriate action to authorize the issuance of the Company's common stock pursuant to provisions of the Company's and/or Dow's compensation and benefit plans.

- Retain or replace trustees under Dow Benefit Plans and take such other actions as may be required by Dow Benefit Plans or other Dow compensation plans, related trust agreements or other plan documents to the extent not subject to the authority of the Company's Compensation Committee as set forth in the Charter of the Company's Compensation Committee.
- Retain any compensation consultants that the Subcommittee, in its sole discretion, deems necessary to fulfill its duties and responsibilities under this Charter. The Subcommittee shall set the compensation, and oversee the work of the compensation consultants. In retaining compensation consultants, the Subcommittee must consider the factors specified in the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and rules of the New York Stock Exchange (the "NYSE"), in each case to the extent applicable.
- Retain and obtain the advice and assistance of outside counsel and such other advisors as the Subcommittee, in its sole discretion, deems necessary to fulfill its duties and responsibilities under this Charter. The Subcommittee shall set the compensation, and oversee the work, of its outside counsel and other advisors. In retaining outside counsel and such other advisors, the Subcommittee must consider the factors specified in the Exchange Act and rules of the NYSE, in each case to the extent applicable.
- Request any officer or employee of Dow or Dow's outside counsel to attend a meeting of or to meet with any members of, or consultants to, the Subcommittee.
- Conduct or authorize investigations into or studies of matters within the Subcommittee's scope of responsibilities.

The Subcommittee shall receive appropriate funding, as determined by the Subcommittee in its capacity as a Subcommittee of the Compensation Committee of the Board of Directors, for the payment of compensation to its compensation consultants, outside counsel and any other advisors.

The Subcommittee 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, to the extent applicable.

Notwithstanding anything to the contrary in the foregoing, the Subcommittee shall have sole discretion and authority with respect to any action regarding compensation payable to Dow Executives that the Subcommittee 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.

### **III. COMPOSITION**

The Subcommittee shall consist of two independent directors, each of whom shall be a Continuing Dow Director (as defined in the Company's Bylaws) serving on the Compensation

Committee. All of the members of the Subcommittee 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 Subcommittee. 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 members of the Subcommittee shall serve until their successors shall be duly elected and qualified. Vacancies in the Subcommittee resulting from a vacancy on the Compensation Committee shall be filled in accordance with the Compensation Committee Charter.

#### **IV. MEETINGS**

The Subcommittee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less than three times annually. The Subcommittee may at its discretion meet with or without Dow's or the Company's management, and with or without any compensation consultant or other advisor retained by the Subcommittee, in separate executive sessions to discuss any matters that the Subcommittee, management or the compensation consultant believe should be discussed privately. However, the Subcommittee shall meet regularly without management present, and, in all cases, no officer of Dow or the Company (or leadership of any of the Materials Business, AgCo Business or Specialties Business) shall be present during any portion of a Subcommittee meeting at which such person's compensation or performance is discussed or determined.

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

September 1, 2017