

**DOWDUPONT INC.**  
**PEOPLE AND COMPENSATION COMMITTEE CHARTER**

**I. PURPOSE**

- (a) The primary purposes of the People and Compensation Committee (the “Committee”) are to discharge the responsibilities of DowDuPont Inc.’s (the “Company”) board of directors (the “Board of Directors”) relating to the compensation and benefits of the Company’s executive officers, 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 and oversee the effective recruitment, development and retention of diverse talent necessary to support the long-term success of the Company.

**II. RESPONSIBILITIES**

- (a) The Committee’s responsibilities include the following:
  - (i) Assessing current and future senior leadership talent including their development and the succession plans of all key management positions other than the Chief Executive Office (the “CEO”).
  - (ii) Assisting the Board of Directors in CEO succession planning, including overseeing the CEO’s succession planning process.
  - (iii) Reviewing and approving annually the Company’s programs for executive development, performance and skills evaluations.
  - (iv) Conducting an annual review of the Company’s diversity talent and diversity representation on the slate for key positions.
  - (v) Reviewing and approving the goals and objectives relevant to the CEO’s compensation, overseeing the performance evaluation of the CEO based on those goals and objectives (taking into account input from other independent directors of the Company) and, together with the other independent members of the Board of Directors, determining and approving the CEO’s compensation based on this evaluation.
  - (vi) Reviewing and approving all compensation and employment arrangements, including severance agreements, at least annually and at such other time as may be appropriate, of the Company’s executive officers and named executive officers (as defined in the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) (“executive officers”) other than the CEO.

- (vii) Recommending non-employee directors' compensation to the Board of Directors.
- (viii) Recommending and/or approving changes to equity-related compensation plans of the Company and executive officer bonus plans and such other compensation plans as the Committee or Board of Directors shall determine, at least annually and at such other time as may be appropriate.
- (ix) Reviewing and/or approving significant changes to the Company's employee retirement and benefit plans.
- (x) Recommending and approving the principles guiding the Company's executive officer compensation and benefits plans and other compensation or benefit plans.
- (xi) Reviewing the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, reviewing and discussing the relationship between risk management policies and practices and compensation and evaluating compensation policies and practices that could mitigate any such risk, at least annually and at such other time as may be appropriate.
- (xii) Reviewing and, as applicable, approving the Compensation Discussion and Analysis and the Committee report, and other executive compensation disclosures, for inclusion in the Company's Annual Report on Form 10-K, annual meeting proxy statement and any other filings with the Securities and Exchange Commission (the "SEC") in compliance with the rules and regulations promulgated by the SEC.
- (xiii) Conducting an annual performance evaluation of the Committee.
- (xiv) Reviewing and considering the stockholder voting results of any proposal related to the compensation of the Company's executive officers.
- (xv) Establishing and periodically reviewing stock ownership guidelines for executive officers and non-employee directors and confirming that such guidelines are being adhered to by executive officers and non-employee directors.
- (xvi) Regularly reporting the Committee's activities to the full Board of Directors.
- (xvii) Performing 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.

- (xviii) Reviewing perquisites or other personal benefits provided to the Company's executive officers and directors and recommending any changes to the Board of Directors.
  - (xix) To the extent it deems necessary, reviewing and approving 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.
  - (xx) Reviewing all equity-compensation plans to be submitted for stockholder approval under the New York Stock Exchange (the "NYSE") listing standards, and reviewing and, in the Committee's sole discretion, approving all equity-compensation plans that are exempt from such stockholder approval requirement.
  - (xxi) Performing 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.
- (b) In carrying out these responsibilities, the Committee may, among other actions necessary or appropriate:
- (i) Take appropriate action to authorize the issuance of the Company's common stock pursuant to provisions of the Company's compensation and benefit plans by approving equity based awards and/or the Company's equity based plans.
  - (ii) 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.
  - (iii) 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.
  - (iv) 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.

- (v) Request any officer or employee of the Company or the Company's outside counsel to attend a meeting of or to meet with any members of, or consultants to, the Committee.
- (vi) Conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities.
- (c) 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 and/or reimbursement of expenses to its compensation consultants, outside counsel and any other advisors and to carry out its responsibilities.
- (d) 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.
- (e) 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 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.

### **III. COMPOSITION**

- (a) The Committee shall be comprised of at least three independent directors, as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the New York Stock Exchange (the "NYSE") and any additional requirements that the Board deems appropriate. 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 Code.
- (b) The members of the Committee shall be elected by the Board of Directors at the annual organizational meeting of the Board of Directors. The members of the Committee shall serve until their successors shall be duly elected and qualified. The Board of Directors may remove any Committee member for any or no reason. The Board of Directors shall designate a member of the Committee as Chairperson.

### **IV. MEETINGS**

- (a) 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 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.

- (b) 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.
- (c) The Committee shall maintain minutes of its meetings and records relating to those meetings.
- (d) Unless otherwise restricted by the Company's Certificate of Incorporation or Bylaws or by the Board of Directors, any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of the proceedings of the Committee in accordance with applicable law.

April 1, 2019