

**DOWDUPONT INC.**  
**BOARD OF DIRECTORS CORPORATE GOVERNANCE GUIDELINES**

These Corporate Governance Guidelines (the “Guidelines”) serve as an important framework for the corporate governance practices of DowDuPont Inc.’s (the “Company”) board of directors (the “Board”) and shall assist the Board in carrying out its corporate governance responsibilities effectively. The Board reviews these Guidelines periodically and may modify them as appropriate to reflect the evolution of its governance practices.

**I. The Role of the Board**

(a) Responsibility

- (i) The Board is responsible for broad corporate policy and overall performance of the Company through oversight of management and stewardship of the Company to enhance the long-term value of the Company for its stockholders and the vitality of the Company for its other stakeholders.

(b) Role

- (i) In carrying out its responsibility, the Board has specific functions, in addition to the general oversight of management and the Company’s business performance, including providing input and perspective in evaluating alternative strategic initiatives; reviewing and, where appropriate, approving fundamental financial and business strategies and major corporate actions; ensuring processes are in place to maintain the integrity of the Company; evaluating and compensating the Chief Executive Officer (the “CEO”); and planning for CEO succession and monitoring succession planning for other key positions.

(c) Duties

- (i) Directors are expected to expend sufficient time, energy and attention to assure diligent performance of their responsibilities. Directors are expected to attend meetings of the Board, its committees on which they serve and any subcommittees thereof on which they serve, and the annual meeting of stockholders; review materials distributed in advance of the meetings; and make themselves available for periodic updates and briefings with management via telephone or one-on-one meetings.

(d) Leadership

- (i) The Chair shall be the chairperson of, and report to, the Board and shall have lead responsibility for chairing the Board. The Chair shall be responsible for the agenda and schedule of all meetings of the Board. The Chair, or, in the absence of the Chair, the independent Lead Director (if

any), or, in the absence of the Chair and independent Lead Director, a member of the Board selected by the directors present, shall preside at meetings of the Board. The Secretary or an Assistant Secretary of the Company shall act as secretary, but in the absence of the Secretary or an Assistant Secretary, the presiding officer may appoint a secretary.

(ii) If the Chair of the Board is an independent director, he or she shall be considered to be the independent Lead Director. If the Chair is not an independent director, another director shall be appointed to serve as the independent Lead Director by the independent Board members. The independent Lead Director shall be appointed to serve for at least one year and shall have the following responsibilities:

- (1) preside at all meetings of the Board at which the Chair is not present, including executive sessions of the Board's independent directors;
- (2) serve as liaison between any non-independent directors (including the Chair, if applicable), on the one hand, and the independent directors, on the other hand;
- (3) review and approve information sent to the Board;
- (4) review meeting agendas and schedules and consult with the Chair regarding the same;
- (5) if requested by major stockholders, ensure that he or she is available for consultation and direct communication;
- (6) serve as focal point for shareholder communications and requests for consultation that are, in each case, addressed to independent members of the Board;
- (7) review and approve meeting schedules to assure that there is sufficient time for discussion of all agenda items; and
- (8) have authority to call meetings of the Board's independent directors.

(e) Independence

(i) A substantial majority of the Board are independent directors in accordance with the standards of independence of the New York Stock Exchange (the "NYSE") and as described in these Guidelines. The Nomination and Governance Committee shall annually review, and make a recommendation to the Board for final determination, regarding the independence of each director.

(f) Qualifications

- (i) Directors are selected for their integrity and character; sound, independent judgment; breadth of experience, insight and knowledge; and business acumen. Leadership skills, scientific or technology expertise, familiarity with issues affecting global businesses in diverse industries, prior government service, diversity, time availability in light of other commitments, dedication and conflicts of interest are among the relevant criteria, which will vary depending on the needs of the Board. The Nomination and Governance Committee recommends to the Board the slate of director nominees to be submitted for stockholder vote at the annual meeting of stockholders and, from time to time, recommends individuals to fill any vacancy on the Board, in each case, in accordance with the Company's Bylaws.
- (ii) The Board limits the number of other public company boards that a director may serve on. No director who is an executive officer of a public company may serve as a director of the Company if he or she serves on more than a total of three public company boards, including the Board and the board of the company with which the director is employed. If a director is not an executive officer of a public company, he or she may serve on a maximum of four public company boards, including the Board. Directors are required to advise the Chair in advance of serving on another company's board.
- (iii) When a director's principal responsibilities or business association changes significantly, the director will tender his or her resignation to the independent Lead Director or, if there is no independent Lead Director, the Chair, for consideration by the Nomination and Governance Committee of such director's continued appropriateness for Board service.
- (iv) If a director otherwise wishes to tender his or her resignation, he or she must do so by providing written notice to the independent Lead Director or, if there is no independent Lead Director, the Chair.
- (v) No director may stand for reelection to the Board after reaching age 75. An employee director retires from the Board when retiring from employment with the Company, with the exception of the former CEO. The Board may in unusual circumstances and for a limited period of time ask a director to stand for reelection after the prescribed retirement date.

(g) Size of the Board

- (i) The Bylaws prescribe that the number of directors of the Company which shall constitute the entire Board shall not be less than six (6) nor more than sixteen (16), as fixed from time to time exclusively by resolution of a majority of the entire Board and that the term "entire Board" means the

total authorized number of directors that the Company would have if there were no vacancies.

## II. Election of Directors

- (a) Directors shall be elected by the vote of a majority of the stockholder votes cast at a meeting where there is a quorum of stockholders, as defined in the Bylaws; except that, notwithstanding the foregoing, directors shall be elected by a plurality of the stockholder votes cast at a meeting where there is a quorum of stockholders, as defined in the Bylaws, if as of the record date for such meeting the number of director nominees exceeds the number of directors to be elected. For purposes of the foregoing sentence, a majority of the stockholder votes cast means that the number of shares voted “for” a director nominee must exceed the number of shares voted “against” that director nominee.
- (b) The Board expects an incumbent director to tender his or her resignation if he or she fails to receive the required number of votes (as set forth in the Bylaws) for reelection. The Board shall nominate for election or reelection only director candidates who agree to tender, promptly following the annual meeting at which they are elected or reelected as a director, irrevocable resignations that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which they face reelection and (ii) Board acceptance of such resignation in accordance with the procedures specified in these Guidelines. In addition, the Board shall fill director vacancies and newly created directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same resignation tendered by other directors in accordance with these Guidelines.
- (c) In the event an incumbent director fails to receive the required vote for reelection, the Nomination and Governance Committee (or other committee of the Board designated by the Board) shall make a recommendation to the Board as to whether to accept or reject the resignation of the incumbent director. The Board shall act on the resignation, taking into account the recommendation of the Nomination and Governance Committee, and publicly disclose its decision within ninety (90) days following certification of the election results. The Nomination and Governance Committee, in making its recommendation, and the Board, in making its decision, may consider all facts and circumstances they consider relevant or appropriate in reaching their determinations. The Board expects any director whose resignation is under consideration pursuant to these Guidelines to abstain from participating in the Nomination and Governance Committee’s recommendation or the action of the Board regarding whether to accept the resignation.
- (d) Orientation and Continuing Education
  - (i) New directors participate in an orientation process to become familiar with the Company and its strategic plans and businesses, significant financial

matters, core values including ethics, compliance programs, corporate governance practices and other key policies and practices through a review of background materials, meetings with senior executives and visits to Company facilities. The Nomination and Governance Committee is responsible for providing guidance on directors' continuing education.

(e) Compensation

- (i) The Board believes that compensation for non-employee directors should be competitive and appropriate to ensure the Company's ability to attract and retain highly qualified directors. The Company's Common Stock is a key component of director compensation. Payment of a portion of director compensation may include the Company's stock, options or a similar form of equity-based compensation, each of which are subject to stock ownership guidelines. The stock ownership guidelines require non-employee directors to hold until retirement all annual equity awards. The People and Compensation Committee shall review periodically the level and form of non-employee director compensation and, if appropriate, propose changes for consideration by the full Board.

(f) Annual Self-Evaluation

- (i) The Board and each of its committees make an annual self-evaluation of its performance with a particular focus on overall effectiveness. The Nomination and Governance Committee is responsible for overseeing the self-evaluation process.

(g) Access to Management and Advisors

- (i) Directors have access to the Company's management and, in addition, are encouraged to visit the Company's facilities. As necessary and appropriate, the Board and, to the extent provided in their charters, its committees may retain outside legal, financial or other advisors.

### **III. Board Meetings**

(a) Selection of Agenda Items

- (i) In consultation with the independent Lead Director, the Chair shall establish the agenda for Board meetings. Directors are encouraged to suggest items for inclusion on the agenda and may raise subjects not specifically on the agenda.

(b) Executive Sessions

- (i) Regularly scheduled Board meetings include a session of all directors, the Chair, the CEO and the Secretary. In addition, the Board's independent

members meet in regularly scheduled executive sessions presided over by the independent Lead Director.

#### **IV. Standing Board Committees**

- (a) The Board currently has four standing committees: (i) Audit Committee, (ii) People and Compensation Committee, (iii) Nomination and Governance Committee and (iv) Sustainability, Public Policy, Environment and Health and Safety Committee. The Board designates a Chairperson for each standing committee and determines the appropriate number of members of each standing committee. As set forth in the Bylaws, the Board may also designate one or more additional committees.
- (b) Each standing committee shall adopt a written charter describing its duties and powers and its member qualifications. The charters of the standing committees shall be available on the Company's corporate governance website. Each standing committee shall periodically review its charter and recommend to the Board any changes it deems appropriate.

#### **V. Frequency of Board and Committee Meetings**

- (a) Regular meetings of the Board shall be held at such times and places as determined by the Board. The frequency of standing committee meetings shall be set forth in each committee's charter. Additional meetings of the Board and its committees shall be held in circumstances that create the need for a special meeting.

#### **VI. Communications with Stockholders**

- (a) Stockholders and other parties interested in communicating directly with the Board, the Chair, the independent Lead Director or other outside director may do so by writing in care of the Secretary (who shall provide such communications to the intended addressee). The Board's independent directors have approved procedures for handling correspondence received by the Company and addressed to the Board, the Chair, the independent Lead Director or other outside director. The Nomination and Governance Committee shall review and make recommendations to the Board regarding stockholder engagement with Board members.

#### **VII. Confidentiality**

- (a) Under the Company's Code of Conduct, directors are required to protect and hold confidential all non-public information obtained due to their positions as directors. Directors are also required to enter into non-disclosure agreements with the Company upon their election or appointment to the Board.

## **VIII. Chair and CEO Evaluation and Compensation**

- (a) Through an annual process overseen and coordinated by the People and Compensation Committee, independent directors evaluate the Chair's and the CEO's performance and set the Chair's and the CEO's compensation.

Guidelines for Determining the Independence of the Company's Directors

The Company's standards for determining Director Independence are the same as those set forth in the New York Stock Exchange Listed Company Manual.

April 1, 2019