

Transaction Overview

Transaction Structure	<ul style="list-style-type: none">• All-stock merger of equals transaction• Combined company will be named DowDuPont• Combined market capitalization of approximately \$130 billion at announcement• Anticipated separation into three independent, publicly traded companies expected to occur as soon as feasible
Shareholder Considerations	<ul style="list-style-type: none">• DuPont shareholders to receive 1.282 shares of DowDuPont for each DuPont share• Dow shareholders to receive 1.00 share of DowDuPont for each Dow share• Targeting an investment grade credit rating
Governance	<ul style="list-style-type: none">• Andrew N. Liveris will be named Executive Chairman• Edward D. Breen will be named CEO• DowDuPont Board of Directors to have 16 directors, consisting of eight current Dow directors and eight current DuPont directors, including Breen and Liveris, and two independent co-lead directors• Advisory Committees to be established for the Agriculture, Material Science and Specialty Products businesses at time of transaction closing
Location	<ul style="list-style-type: none">• Dual headquarters in Wilmington, Delaware and Midland, Michigan
Closing Considerations	<ul style="list-style-type: none">• Given current regulatory agency status, merger closing would be expected to occur in the first half of 2017, subject to satisfaction of customary closing conditions, including receipt of all regulatory approvals