

**DuPont de Nemours, Inc.**  
**Formerly known as DowDuPont Inc.**  
**Distribution of Corteva, Inc. Common Stock and 1-for-3 Reverse Stock Split**  
**Attachment to Form 8937**

**Disclaimer: The information in Form 8937 and this attachment does not constitute tax advice and does not purport to take into account the specific circumstances that may apply to particular categories of shareholders. Each holder is urged to consult his, her or its own tax advisor regarding the consequences of the transactions described herein, including the impact on tax basis resulting therefrom.**

**Part II**

**Line 14. Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action.**

On May 7, 2019, the Board of Directors of DuPont de Nemours, Inc. (formerly known as DowDuPont Inc.) ("DuPont") declared a pro rata dividend to DuPont common stockholders of record as of the close of business on May 24, 2019 (the "Record Date") of 100% of the outstanding shares of Corteva, Inc. ("Corteva") common stock payable on June 1, 2019 (the "Distribution Date"). On the Distribution Date, DuPont completed the spin-off of Corteva (the "Spin-off") and each such shareholder who held DuPont common stock on the Record Date and did not sell them in the "regular way"<sup>1</sup> prior to the Distribution Date received one (1) share of Corteva common stock for each three (3) shares of DuPont common stock owned on the Record Date.

On June 1, 2019, immediately after the Spin-off, DuPont effected a one (1) for three (3) reverse stock split (the "Reverse Stock Split") for all of its issued and outstanding shares of common stock. Pursuant to the Reverse Stock Split, every three (3) shares of issued and outstanding common stock of DuPont automatically converted into one (1) share of DuPont common stock. A shareholder who would have otherwise been entitled to a fractional share of DuPont common stock as a result of the Reverse Stock Split received cash in lieu thereof.

**Line 15. Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.**

As a result of the Spin-off, DuPont shareholders should allocate their aggregate tax basis in their DuPont common stock held immediately prior to the Spin-off among the shares of Corteva common stock received in the Spin-off (including any fractional share of Corteva common stock for which cash was received) and the DuPont common stock in respect of which such Corteva common stock was received in proportion to their fair market values immediately after the Spin-off.

Following the allocation described above to account for the Spin-off, as a result of the

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<sup>1</sup> Shares of DuPont common stock that traded in the "regular-way" market on the New York Stock Exchange prior to the Distribution Date traded with an entitlement to shares of Corteva common stock distributed on the Distribution Date.

Reverse Stock Split, each shareholder's basis in each DuPont share received in the Reverse Stock Split will be equal to such shareholder's basis in the three (3) shares surrendered in the Reverse Stock Split. A shareholder who received cash in lieu of a fractional share will generally recognize gain or loss equal to the difference between the cash received and the tax basis in the fractional share surrendered in exchange for the cash.

Because a shareholder may receive fewer shares than were surrendered in Reverse Stock Split, the basis in the surrendered shares must be allocated in a manner that reflects, to the greatest extent possible, the different blocks, if any, that such shareholder had in the shares surrendered (i.e., shares of stock that were acquired on the same date and at the same price).

Each shareholder should consult with their own tax advisors regarding the computation of gain or loss, if any, and the allocation of their aggregate basis in the shares surrendered in the Reverse Stock Split to the shares received in the Reverse Stock Split.

**Line 16. Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.**

The U.S. federal income tax laws provide that the allocation of the aggregate tax basis discussed under Line 15 above shall be allocated in the Spin-off based on the fair market value of the resulting DuPont and Corteva shares received. However, the tax law does not provide any further guidance on the determination of fair market value. One method to determine the fair market value is to use the average of the high and low trading prices of the DuPont and Corteva common stock. The average of the high and low trading prices of DuPont common stock, and of Corteva common stock on June 4, 2019 (the second trading day after the Spin-off) was \$24.98<sup>2</sup> and \$26.15, respectively. Using this as the fair market value, and the distribution ratio of one Corteva share per each three (3) DuPont shares, the pre-distribution tax basis in each DuPont share should be allocated 74.13195% to the DuPont share and 25.86805% to the Corteva share (including any Corteva fractional share) received with respect to the DuPont share.

The exchange ratio for the Reverse Stock Split was determined by the company's board of directors. Thus, following the allocation described above to account for the Spin-off, each share of DuPont common stock received in the Reverse Stock Split (or each share held following the Reverse Stock Split) would have a basis equal to the aggregate basis in three shares of DuPont common stock surrendered therefor.

**Line 17. List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.**

The applicable Internal Revenue Code sections upon which the tax treatment is based are sections 355, 354(a), 358(a)(1), 358(b), 358(c), 368(a), and 1001.

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<sup>2</sup> As discussed herein, immediately after the Spin-off, DuPont effected the Reverse Stock Split. As a result of the Reverse Stock Split, the average high and low trading price of DuPont common stock was increased. To avoid distortion in the basis allocation calculation, the DuPont stock price was adjusted to a pre-Reverse Stock Split amount by dividing the average high and low trading price of \$74.94 by 3.

**Line 18. Can any resulting loss be recognized?**

DuPont intends for the Spin-off to qualify as a “reorganization” under sections 355 and 368(a)(1)(D) of the Internal Revenue Code. Assuming that this characterization is respected, DuPont shareholders generally will not recognize any loss on the Spin-off for U.S. federal income tax purposes (except to the extent that a loss may be recognized with respect to any cash received in lieu of fractional shares of Corteva common stock).

The Reverse Stock Split is intended to be treated as a recapitalization for U.S. federal income tax purposes. Therefore, except as described above with respect to cash received in lieu of a fractional share, a shareholder may not recognize any gain or loss for U.S. federal income tax purposes on the exchange of shares pursuant to the Reverse Stock Split.

**Line 19. Provide any other information necessary to implement the adjustment, such as the reportable tax year.**

The Spin-off occurred on June 1, 2019. As a result, the basis adjustments in the shares of DuPont common stock and Corteva common stock should be reported in the taxable year that includes this date. In the case of shareholders who are calendar year taxpayers, the Spin-off is reportable in the tax year ending December 31, 2019.

The Reverse Stock Split also occurred on June 1, 2019. The adjustment to basis should also be reported in the taxable year in which the Reverse Stock Split was effected (e.g., 2019 for calendar year taxpayers).