

**E. I. du Pont de Nemours and Company**  
**Exchange of DuPont Common Stock for DowDuPont Inc. Common Stock**  
**Attachment to Form 8937**

**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 December 11, 2015, E. I. du Pont de Nemours and Company ("DuPont"), and The Dow Chemical Company ("Dow"), entered into an Agreement and Plan of Merger ("the Merger Agreement") to effectuate an all-stock, merger of equals strategic combination of their respective businesses. Pursuant to the Merger Agreement, Dow and DuPont formed DowDuPont Inc. (f/k/a Diamond-Orion Holdco, Inc.) ("DowDuPont"). DowDuPont, in turn, formed two subsidiaries: (i) Diamond Merger Sub, Inc. ("Diamond Merger Sub") and (ii) Orion Merger Sub, Inc. ("Orion Merger Sub").

On August 31, 2017 ("Exchange Date"), (i) Diamond Merger Sub merged with and into Dow, with Dow surviving (the "Dow Merger") and (ii) Orion Merger Sub merged with and into DuPont, with DuPont surviving (the "DuPont Merger" and, together with the Dow Merger, the "Mergers"). Pursuant to the Mergers, (i) each issued and outstanding share of Dow common stock was converted into one (1) share of DowDuPont common stock and (ii) each issued and outstanding share of DuPont common stock was converted into one point two eight two (1.2820) shares of DowDuPont common, with cash paid in lieu of fractional shares of DowDuPont common stock (the exchange of DuPont stock for DowDuPont stock is hereinafter referred to as the "Exchange").

**Shareholders are urged to refer to the *U.S. Federal Income Tax Consequences of the Merger* section of the Form S-4 filed with the Securities and Exchange Commission on March 1, 2016 (File No. 333-209869) and to consult with their own tax advisor regarding the consequences of the Exchange, including the applicability and effect of all U.S. federal, state and local, and foreign tax laws.**

**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.**

The DuPont Merger is intended to qualify for non-recognition of gain or loss under Section 351 of the Internal Revenue Code of 1986, as amended (the "Code"). The aggregate tax basis of the DowDuPont common stock received in the DuPont Merger (including fractional shares of DowDuPont common stock settled in cash) by a DuPont shareholder should be the same as the aggregate tax basis of the DuPont common stock surrendered in exchange therefor and should be allocated pro rata across the shares of DowDuPont common stock received such that each share of DowDuPont common stock received should have an identical, averaged basis, under Section 358(a) of the Code and Treas. Reg. §1.358-2(b)(2).

A DuPont shareholder who receives cash in lieu of a fractional share of DowDuPont common stock in the DuPont Merger should generally be treated as having received a fractional share of DowDuPont common stock in the DuPont Merger and then having sold such fractional share for cash.

**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.**

A DuPont shareholder should allocate the shareholder's aggregate tax basis in the DuPont common stock surrendered in exchange for the DowDuPont common stock between the whole shares and the fractional shares based on the relative fair market values at the time of the DuPont Merger.

As an example, assume a DuPont shareholder has an aggregate \$100 basis in 50 shares of DuPont stock (i.e., \$2 per share), and the fair market value of one share of DowDuPont stock is \$66.65 at the time of the DuPont Merger. Following the DuPont Merger, the DuPont shareholder should have an aggregate \$100 basis in 64.1 shares of DowDuPont stock (i.e., 50 shares x 1.2820, or \$1.56 per share), and should be treated as having sold 0.1 shares of DowDuPont stock with a tax basis of \$0.156 (i.e., \$1.56 x 0.1 shares) for \$6.67 (i.e., \$66.65 per share fair market value x 0.1 shares).

Although U.S federal income tax laws do not specify how to determine fair market value, given the 1:1 exchange ratio of Dow common stock for DowDuPont common stock, one approach is to utilize the closing price quoted on the New York Stock Exchange for Dow common stock on August 31, 2017, the Exchange Date. Using this approach, the fair market value of each share of DowDuPont common stock received in the DuPont Merger is \$66.65.

Shareholders should consult their own tax advisors regarding the appropriate method for determining fair market values and their specific tax treatment of the DuPont Merger (including but not limited to the computation of gain and tax basis).

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

The applicable Code sections upon which the tax treatment of the Dow Merger is based are Sections 351 and 358(a).

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

The DuPont Merger is intended to qualify for non-recognition of gain or loss under Section 351 of the Code. Accordingly, a DuPont shareholder generally should not recognize any loss upon receipt of the DowDuPont common stock in the Exchange (except for loss, if any, recognized by a DuPont shareholder who receives cash in lieu of fractional shares sold).

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

The stock basis adjustments are taken into account in the tax year of a DuPont shareholder during which the DuPont Merger occurred (e.g., 2017 for calendar year taxpayers).