

**DUPONT DE NEMOURS, INC.**  
**NOMINATION AND GOVERNANCE COMMITTEE CHARTER**

**Corporate governance is a system of principles, rules and processes through which a company is governed. This system assists DuPont de Nemours, Inc.'s (the "Company") board of directors (the "Board of Directors") in its decision-making by, among other items, promoting a culture of integrity, accountability and transparency consistent with the Company's core values.**

**I. PURPOSE**

The primary purposes of the Nomination and Governance Committee (the "Committee") are to:

- (a) Develop and recommend to the Board of Directors a set of corporate governance guidelines for the Company;
- (b) Identify individuals qualified to become members of the Board of Directors consistent with criteria approved by the Board of Directors and recommend to the Board of Directors nominees for election as directors of the Company, including nominees whom the Board of Directors proposes for election as directors at the annual meeting;
- (c) Oversee the Company's ethics and compliance programs;
- (d) Monitor and shape the culture of the Board of Directors; and
- (e) Exercise and perform all other duties and responsibilities delegated to the Committee by the Board of Directors.

**II. RESPONSIBILITIES**

The Committee's authority and responsibilities include the following:

- (a) Governance
  - (i) Developing and recommending to the Board of Directors a set of corporate governance guidelines and periodically reviewing such guidelines and recommending any proposed changes to the Board of Directors for approval in accordance with applicable law and listing rules of the principal exchange on which the Company's common stock is listed.
  - (ii) Regularly reviewing the Company's Corporate Governance Guidelines to assure that they (x) are appropriate for the Company and (y) comply with the requirements of the New York Stock Exchange (the "NYSE"), and recommending any proposed changes to the Board of Directors for approval.

- (iii) Reviewing regularly the adequacy of this Charter and recommending any proposed changes to the Board of Directors.
- (iv) Overseeing the Company's corporate governance practices, including reviewing and recommending to the Board of Directors for approval any changes to the Company's Code of Business Conduct and Ethics, Certificate of Incorporation, Bylaws and committee charters.
- (v) Conducting an annual assessment of the Committee's performance, overseeing the evaluation of the entire Board of Directors and its other committees (including an evaluation of the culture of the Board of Directors and its other committees) and reporting its findings to the Board of Directors.
- (vi) Reviewing periodically the size of the Board of Directors and recommending to the Board of Directors any appropriate changes.
- (vii) Making recommendations on the frequency and structure of meetings of the Board of Directors.
- (viii) Monitoring the functioning of the committees of the Board of Directors and making recommendations for any changes.
- (ix) Reviewing at least annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships, and reporting any recommendations to the Board of Directors.
- (x) Recommending that the Board of Directors establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board of Directors, or any individual director, to make such a recommendation at any time.

(b) Board Matters

- (i) Determining the qualifications, qualities, skills and other expertise required to be a director, and developing, and recommending to the Board of Directors for approval, criteria to be considered in selecting director nominees, including the following: integrity and character; sound, independent judgment; breadth of experience, insight and knowledge; business acumen; leadership skills; scientific or technology expertise; familiarity with issues affecting global businesses; prior government service; diversity; time availability in light of other commitments; dedication; compatibility with the Board's culture; conflicts of interest and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board.

- (ii) Establishing processes and procedures for identifying and evaluating director nominees, including director candidates recommended or submitted for inclusion in the Company's proxy statement for its annual meeting by the Company's stockholders, in each case, pursuant to the requirements and procedures set forth in the Company's Bylaws and other corporate governance documents.
  - (iii) Reviewing, and recommending to the Board of Directors for approval, the independence of each director.
  - (iv) Recommending to the Board of Directors the slate of director nominees to be submitted for stockholder vote at the annual meeting of stockholders and, from time to time, recommending individuals to fill any vacancy on the Board of Directors, in each case, in accordance with the Company's Bylaws.
  - (v) Reviewing and recommending to the Board of Directors committee structure, membership and leadership, including the appointment of an independent Lead Director.
  - (vi) Reviewing the suitability for continued service as a director of each member of the Board of Directors when his or her term expires and when he or she has a change in status, including but not limited to an employment change, and recommending whether or not the director should be re-nominated.
  - (vii) Reviewing annually with the Board of Directors the composition of the Board of Directors as a whole and recommending, if necessary, measures to be taken so that the Board of Directors reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board of Directors as a whole and contains at least the minimum number of independent directors required by the NYSE.
  - (viii) Making recommendations to the Board of Directors regarding the size and composition of each standing committee of the Board of Directors, including the identification of individuals qualified to serve as members of a committee, including the Committee, and recommending individual directors to fill any vacancy that might occur on a committee, including the Committee.
- (c) Risk Oversight
- (i) Providing oversight regarding the Company's policies on political contributions and lobbying expenses and reviewing an annual report on the Company's political contributions and lobbying expenses.
  - (ii) Overseeing the Company's orientation program for new directors and a continuing education program for current directors.

- (iii) Reviewing the Company's policies relating to the ethical handling of conflicts of interest and reviewing past or proposed transactions between the Company and any related person in accordance with the Company's related party transaction approval policy, as well as policies and procedures with respect to officers' expense accounts and perquisites, including the use of corporate assets. The Committee shall consider the results of any review of these policies and procedures by the independent registered public accounting firm.
  - (iv) Overseeing the Company's compliance programs, including code of business conduct and code of financial ethics, and, at least annually, meeting to review the implementation and effectiveness of the Company's legal and compliance programs with the Company's General Counsel, who shall have the authority to communicate promptly and directly to the Committee about any matters involving criminal or potential criminal conduct.
  - (v) Reviewing and recommending to the Board of Directors for approval any changes to the Company's Code of Conduct (and any waivers as may be granted in accordance with such code).
  - (vi) Meeting periodically with the General Counsel to review legal and regulatory matters, including any matters involving potential or ongoing material violations of law or breaches of fiduciary duty by the Company or any of its directors, officers, employees or agents or breach of fiduciary duty to the Company.
- (d) The Company shall provide the Committee with a level of funding appropriate for the Committee to carry out its responsibilities.
  - (e) The Committee shall have the authority to retain, at the Company's expense, search firms, outside counsel, experts and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have the sole authority to approve related fees and retention terms, such fees to be borne by the Company.

### **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 NYSE and any additional requirements that the Board deems appropriate.
- (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 frequently than three times per year. The Committee may request any person (including any other director of the Company, any officer or employee of the Company or any advisor) to attend a meeting of the Committee or to meet with any members of, or advisor to, the Committee.
- (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.

October 10, 2019