

Conference Title: Dow Inc. 2021 Annual Meeting of Stockholders

Date: April 15, 2021

Attendance: Jim Fitterling, Chairman and Chief Executive Officer, all of the independent Director nominees: Samuel R. Allen, Gaurdie Banister Jr., Wesley G. Bush, Richard K. Davis, Debra L. Dial, Jeff M. Fettig, Jacqueline C. Hinman, Luis Alberto Moreno, Jill S. Wyant and Daniel W. Yohannes; members of senior management including Howard Ungerleider, President and Chief Financial Officer, and Amy Wilson, General Counsel and Corporate Secretary; and Deloitte and Touche (the Company's auditor) and the Peter W. Descovich, the Independent Inspector of Election, all attended the virtual meeting which started at 8:00 AM Eastern Time on April 15, 2021. These attendees were present for all items on the agenda, including the shareholder proponent's presentation and the Q&A.

Operator: Good morning, and welcome to the webcast of the 2021 Annual Meeting of Stockholders of Dow Inc. We do not expect any technical difficulties today. However, in the event we lose audio or webcast connection and we are unable to provide any updates, please wait 10 minutes for resolution. Please refer to the company's Investors website for updates. The polls are open. To vote, click on the Vote Here button on your webcast screen. The polls will remain open until the conclusion of the Matters to be Voted On portion of the meeting.

I would like to introduce Dow's General Counsel and Corporate Secretary, Amy Wilson to begin the webcast.

Amy Wilson: Thank you. During the webcast today, the company may make forward-looking statements about our expectations or predictions about the future. Because these statements are based on current assumptions and factors that involve risks and uncertainties, the company's actual performance and results may differ materially from what is said here today. Please refer to Dow's 2020 Annual Report on Form 10-K filed with the SEC on 5th February 2021, and our

subsequent SEC filings for detailed discussions of principal risks and uncertainties that could cause such differences.

With that, I'll turn the call over to Dow's Chairman and Chief Executive Officer, Jim Fitterling to share a few opening remarks before we call the business meeting to order.

Jim Fitterling: Thank you, Amy. And welcome, everyone. Before we open Dow's 2021 Annual Meeting, I will provide a few opening remarks and business highlights. I'd like to begin with a thank you to all my Dow colleagues around the world for everything they accomplished in 2020.

The year was a difficult one for all of us, but I was truly impressed with the way the team persevered among all of its challenges from COVID-19 to historic floods in our hometown of Midland to other natural disasters around the world. Team Dow remained agile to adjust manufacturing, adjust shipping, adjust customer service. In fact, we adjusted just about every part of our business to align production with customer demand and continue effectively serving our customers around the globe.

We worked safely with more than 14,000 working on site throughout the pandemic and tens of thousands working virtually. And we advanced our goals and targets. Our team's hard work allowed us to pivot quickly to changing markets in 2020 and make fundamental shifts to protect and enhance Dow's financial position. Even as we implemented new technologies to successfully serve our customers, we also reduced our capital expenditures and structural costs, improved our working capital and delivered unique cash tailwinds to strengthen our company.

By the end of 2020, we implemented nearly \$500 million in structural improvements to working capital; generated free cash flow of \$5 billion; achieved more than \$2.6 billion in net debt reduction; and continued more than \$2 billion of cash returns to our shareholders through our industry-leading dividend. We achieved all of this while making significant progress toward our ambition to be the

most innovative, customer-centric, inclusive and sustainable materials science company in the world.

Among other things, we launched new aggressive sustainability targets to build on our track record of leadership and action to help eliminate plastic waste and reduce carbon emissions. We are targeting carbon neutrality by 2050 and enabling 100% of Dow products sold into packaging applications to be reusable or recyclable by 2035.

We launched Dow's MobilityScience platform to better serve an attractive market vertical and capture higher margin growth opportunities in electric, hybrid and autonomous vehicles global mega trend. And we reinforced Dow's commitment to inclusion and diversity through a bold framework to address systemic racism and inequality and have begun implementing actions aligned to that framework.

In short, we exited 2020 with increasing momentum. And in spite of the unexpected disruption from winter storm Uri, underlying market conditions continued to improve. Dow is uniquely positioned to capture new value-creating growth in 2021. Demand for packaging applications remains resilient, and construction, automotive and manufacturing production continue trending positively, with new US housing starts and existing home sales at levels not seen since the economic up cycle of 2005.

In polyethylene, we achieved multiple price increases through the first quarter of the year as a result of the continued solid demand momentum, disrupted supply conditions and tight chain inventory levels. We are seeing strengthening demand in industrial and consumer durable goods end markets, combined with tight industry supply and low inventory levels, to support margin strength in polyurethane applications.

Our silicones business is benefiting from industry demand improvement in consumer end markets such as electronics, home care and mobility, especially in our higher margin offerings. And do-it-yourself architectural coatings demand remains high as consumer home improvement trends continue through the first half of the year.

We were able to begin bringing Dow's US Gulf Coast assets impacted by winter storm Uri back up within a week of the storms and reached pre-winter storm operating rates by the end of March. The winter storm further tightened supply/demand fundamentals in light of order backlogs and pent-up demand in customer value chains. And we expect tight fundamentals to continue for the near to mid-term.

Looking ahead slightly, we expect the consumer behaviors that emerged during the pandemic to continue, expanding economic recovery and benefiting our consumer-led portfolio. More broadly, the addressable market verticals that we've selected match our capabilities and offer \$650 billion of opportunity and are forecasted to grow well above GDP to support our growth in the near to mid-term.

Dow is well positioned to capture this growth. For example, we have already completed our large capital-intensive investments ahead of many of our peers and the COVID-induced downturn. All in all, we added approximately 3 billion pounds of polyethylene capacity and over 4 billion pounds of ethylene capacity, in addition to ongoing downstream expansions in silicones and ethylene oxide and propylene oxide derivatives.

Combined with our continued focus on lower capital, higher return investments, Dow is poised to capture upside value growth in the post-COVID global economic expansion cycle. And further supporting Dow's financial flexibility, in March, Sadara successfully completed its debt re-profiling and is expected to be cash flow self-sufficient going forward.

At the same time, we have continued to advance our important ESG-focused ambition. This year's proxy statement and annual report highlight our environmental, sustainability and governance accomplishments. And our recently launched ESG Resources section on our investor website is designed to help increase transparency and ease of access to our ESG metrics.

As part of our Board's succession planning and refreshment actions, we have two new Directors up for election at this Annual Meeting, further bolstering the strength and diversity of our Board. I'd like to say a special thank you to Directors Jacqueline Barton, James Bell and Ajay Banga for their exemplary service to Dow, its Board and all of our stakeholders. Each of these Directors helped lead Dow through several transformational events, including the Dow-DuPont transaction.

And I'd also like to thank Jeff Fettig for his 10 years of excellent leadership in both Non-Executive Chair and Independent Lead Director roles and value his continued service on the Dow Board.

In 2021, we plan to expand our accountability of our inclusion, diversity and equity performance award targets to all people leaders, increasing shared ownership of these important performance metrics. In addition, Dow continues to make progress on our sustainability targets. Our packaging business, for example, recently launched AFFINITY RE, a new sustainable hot-melt adhesive polyolefin elastomer made using 100% bio-based feedstock. It delivers a 45% lower carbon footprint and allows us to capitalize on the strong growth in consumer packaging and e-commerce growth without compromising on adhesion performance.

Our commitment to continuing to develop sustainable innovations like AFFINITY RE is a cornerstone of growth for Dow. These ESG advancements serve as powerful growth catalysts when added to our lower-risk, higher-return, faster payback growth investments. We recently started up a new polyethylene glycols unit on the US Gulf Coast, positioning us for further growth in pharmaceutical and consumer product applications, which are growing at 2 to 3 times GDP.

In January, we brought online our new specialty resins unit in Zhangjiagang, China. It produces high-value resin for differentiated silicone products in the home and personal care and pressure-sensitive adhesives markets. We recently announced an MoU for a multi-year \$250 million project to construct specialty polyurethanes and alkoxylates facilities in China, providing customers local access to high-value products and technologies.

And our recent investments to pilot and scale up FCDh technology in Louisiana and expand our cracker in Fort Saskatchewan are already enabling us to capture growth as the market recovery expands. When combined with our digital acceleration investments, our global scale, our low-cost structure, our industry-leading feedstock flexibility and our financial strength and flexibility, strategic investments like these further position Dow well for near and long-term growth that continues to reward our shareholders and broader stakeholders.

Thank you for your continued support, ownership and interest in Dow. I now call this Annual Meeting of stockholders to order. It is my intent to chair and conduct the meeting in the manner stated on the agenda and the rules of conduct and procedures. In addition to Amy and me, the Director nominees are in attendance at today's meeting through this webcast. Amy will now address some of the formalities for the meeting.

Amy Wilson: Thank you, Jim. The agenda and the rules of conduct and procedures are posted on the webcast screen. The procedures we follow are simple and designed to ensure that we have a fair and orderly meeting. As noted, the polls are open. If you have not already voted your shares or wish to change your vote, you may do so by clicking on the Vote Here button on your webcast screen. The polls will remain open until the conclusion of the Matters to be Voted On portion of the meeting.

Given the virtual nature of the meeting, we want to have adequate time to hear the shareholder proposal as well as address stockholder questions. As such, we have asked the shareholder

proposal presenter to respect the three-minute time allocation. To facilitate this, there will be two audible notifications to remind the presenter at the end of the allotted time.

The first sound will be heard when 30 seconds remain, and a second and final notification will be heard when 10 seconds remain. At the end of the three minutes, the operator will intervene. Stockholders may submit questions electronically during the meeting by typing a question in the Ask-a-Question field located on the webcast screen. These questions will not be visible to other participants.

Questions received during the meeting will not be answered live but we will consider a response to such questions following the conclusion of the meeting in accordance with the procedural rules. Select questions previously submitted via the proxy vote website will be addressed during the question and answer session at the end of the meeting. A list of questions asked in compliance with our stated rules will be provided to the Directors.

Please note that this meeting is being recorded. However, participants are not permitted to use any recording device. A replay of today's meeting and a list of answers to stockholder questions will be made available on the company's Investors website.

Notice of the Annual Meeting was distributed to all of our common stockholders of record as of 22nd February 2021. Proof of notice will be incorporated into the minutes of this meeting. The Board appointed Broadridge Financial Solutions to act as the Inspector of Election for the meeting. We are informed by our Inspector that a quorum is deemed present for the purposes of conducting the business of the meeting.

Representatives of Deloitte & Touche, our independent auditors, are attending today's meeting through this webcast. We will now review the matters to be voted on. Under the company's bylaws, the only matters properly before our stockholders today are those set forth in the notice of Annual

Meeting and proxy statement. The bylaws also provide the procedures the stockholder must follow to nominate Directors. The period in which stockholders can nominate Directors at this meeting has passed.

The first item on the agenda is the election of Directors. The Board presents 11 nominees for election as Directors. The information set forth in the proxy statement supports the conclusion that these individuals are highly qualified to serve on the Board. The Director nominees are Samuel Allen, Gaurdie Banister, Wesley Bush, Richard Davis, Debra Dial, Jeff Fettig, Jim Fitterling, Jacqueline Hinman, Luis Moreno, Jill Wyant, Daniel Yohannes. Your Board recommends a vote for these nominees.

The next items on the agenda are for management proposals. Agenda item two is a stockholder advisory vote to approve executive compensation. Agenda item three is an amendment to the company's stock incentive plan, authorizing an increase of shares authorized for issuance under the plan from \$75 million to \$125 million. Agenda item four is approval of the company's employee stock purchase plan. Agenda Item five concerns the ratification of the selection of Deloitte & Touche as the company's independent registered public accounting firm for the current year. Your Board recommends a vote for these agenda items.

The next order of business is agenda item six, which is a stockholder proposal on shareholder right to act by written consent. I understand we have a representative attending today via audio to present the proposal. The need for a second is waived by the company. The presenter will have up to three minutes to present the proposal as provided in the procedural rules.

Operator, please open the line.

Operator: John Chevedden is on the line to present the shareholder proposal. Mr. Chevedden, please begin.

John Chevedden: Hello. This is John Chevedden. Can you hear me okay?

Amy Wilson: Yes, Mr. Chevedden, we can hear you.

John Chevedden: Proposal six, shareholder right to act by written consent. Shareholders request that our Board of Directors take the steps to permit written consent by shareholders entitled to cast the minimum number of votes that would be necessary to authorize an action at a meeting at which all shareholders entitled to vote thereon were present and voting. This proposal topic won 95% support at Dover Corporation shareholder meeting and 88% support at an AT&T shareholder meeting.

This proposal has captured the attention of management. Management has produced extra opposition statements at shareholder expense, put management's hand on the scale and exert extra influence on the shareholder vote today. The management opposition is misguided. Contrary to the management's statement in the Annual Meeting materials, with a shareholder right to act by written consent, shareholders are super enfranchised.

If a shareholder is opposed to the topic of written consent, the shareholder simply does nothing and it is the same as a no vote. It could not be easier for our shareholders to oppose the topic of written consent and have a vote. Taking action by written consent in place of a meeting is a means shareholders can use to raise important matters outside the normal Annual Meeting cycle, like the election of a new Director.

Candidates for replacements could include Samuel Adam – Allen and Richard Davis, who each received more than 42 million negative votes at the 2020 Annual Meeting. And Chairman, Jeff Fettig, who received more than 61 million negative votes. Ajay Banga and Jacqueline Barton, who each received 42 million negative votes in 2020, are not on the ballot today.

A shareholder right to act by written consent affords Dow management's strong protection. Due to the low shareholder participation in Annual Meeting elections, any action taken by written consent would still need more than 70% approval from the shares that normally cast ballots at the Annual Meeting to equal a majority from the Dow shares outstanding. Written consent has become more important due to the near extinction of in-person shareholder meetings during the pandemic, plus it takes 35% of the shares that normally vote at the Dow Annual Meeting to call for a special shareholder meeting.

With the near universal use of tightly controlled online Annual Shareholder meetings, which can only be 10 minutes of stilted formalities, shareholders are unable to engage with management and make their views known because all challenging questions and comments directed to management can be screened out.

Management suggests the existence of a shareholder engagement program is a substitute for a shareholder right to act by written consent, but shareholder engagement is a process that has no rules and management is perfectly free to turn it on and turn it off at will. Please vote yes to shareholder right to act by written consent proposal.

Operator: This concludes the shareholder proposal presentation.

Amy Wilson: Thank you. The Board recommends a vote against this proposal for the reasons set out in the proxy statement. This concludes the review of the matters to be voted on. The polls are now closed. The Inspector of Election will collect and tabulate all of the proxies and ballots. Subject to the final tabulation, we're pleased to report that all of the Director nominees were elected. The final voting results for the election and the other agenda items will become part of the record of the meeting and will be reported in a Form 8-K.

With that, I'll turn it back to Jim.

Jim Fitterling: Thank you, Amy. All items of business have now been completed, and the meeting is now adjourned. Amy, please continue with the question and answer session.

Amy Wilson: Thank you, Jim. As noted, we will now address select stockholder questions received in advance of the meeting. Where we received multiple questions on the same topic, we've grouped them together and provided one answer. If your question is not addressed today, a response will be posted on our investor website.

First, we received multiple questions related to Dow's participation in political activity, including decisions on political giving. The political process can significantly impact Dow through government policies, legislation and regulatory decisions. Dow actively participates in the political process with the highest standard of ethical conduct. There are two ways Dow and its employees and retirees are involved in political contributions, which are separate and distinct: Dow corporate donations, which come from the company and are subject to oversight by the Environment, Health, Safety and Technology Committee of the Dow Board; and separately, through DowPAC contributions, which come from Dow's voluntary employee supported political action committee.

DowPAC has a separate oversight process by a national steering team comprised of employees and retirees, not Dow Board members. Dow's corporate political contributions are publicly disclosed on dow.com on an annual basis. And DowPAC contributions are disclosed to the Federal Election Commission as required by law. Details on our corporate political contributions policy and an annual consolidated report of Dow's corporate political contributions are available on our website as is information about DowPAC and its contribution guidelines.

We received questions regarding Dow's actions to prepare for and help address climate change and sustainability. For more than 30 years, Dow has been a leader in our industry, establishing

and performing against clear sustainability goals. As Jim noted, last year, we articulated a new set of ambitious sustainability targets, aligned with our commitment to support a net zero future, which include our intent to achieve carbon neutrality by 2050 in alignment with the Paris Agreement.

Dow is proud to be the top purchaser of renewable power in the chemicals industry and among the top 15 global corporations. These efforts have helped us achieve a 15% reduction in our net annual carbon emissions over the past 15 years while growing our business globally. Looking ahead, we are committed to achieving another 15% net annual carbon emissions reduction by 2030, for which we have a viable pathway. In addition to protecting the climate through carbon neutrality, our targets also include actions to advance a circular economy for plastics.

By focusing on the two closely linked issues, we aim to increase our positive impact on our business, customers, the environment and society. More information on our targets and progress on our 2025 sustainability goals can be found in our annual sustainability report on our corporate website.

Next, a stockholder asked a question about Dow's plans for its global headquarters. Dow continues to invest in its global headquarters in Midland, Michigan, and has no plans to significantly alter its local footprint.

A few stockholders requested more information on how Directors are nominated for Board membership, composition of the Board and corporate governance guidelines. Among the Corporate Governance Committee's most important functions is the selection of Directors who are recommended to the Board as candidates for election. Recommendations may be received by the Corporate Governance Committee from various sources, including shareholders.

Regarding the number of Boards on which a Director may serve, it is the policy of the Board that an Independent Director may not serve on more than four public company Boards, including Dow's.

And if an active public company executive, no more than two public company Boards. Our bylaws and corporate governance guidelines, which can be found on our investor website, contain additional information, including the maximum number of Board members and qualifications required to serve on our Board as well as how to nominate a Director.

We also received several inquiries about our executive compensation programs. Dow's compensation program is designed and administered following the core principles of a strong link between pay and performance, aligning executives' interest with stockholders' interest, particularly over the longer term. Dow's pay for performance compensation practices are regularly reviewed to ensure best practices and benchmark to a compensation peer group or the general market, as applicable, to be equitable and fair. Detailed disclosures of our executive compensation programs are also available in our proxy statement.

Stockholders also submitted questions regarding the performance of our global manufacturing operations. Dow's manufacturing operations have an outstanding reputation for being safe and reliable, and our commitment to our customers and our communities were clearly demonstrated in our ability to operate throughout the COVID-19 pandemic and to even convert some manufacturing sites to produce much needed products such as hand sanitizers and protective equipment for medical staff.

The last question for today concerns Dow's position and actions to impact social justice. Dow is committed to being our industry's leader in inclusion and diversity. As Jim noted, last year, we strengthened our commitment to inclusion and diversity by launching Dow ACTs, which stands for advocacy, community and talent, a bold framework designed to address systemic racism and inequality within our company and communities.

We originally pledged \$5 million to help accelerate change and have raised it to approximately \$10 million over the next five years. While we recognize there is more work to be done, we are proud

of our progressive efforts on these important issues and are honored to be recently named to the 2021 Fortune 100 Best Companies to Work For list and be part of the 2021 Bloomberg Gender Equality Index. We have continued to place on DiversityInc's Top 50 Companies for Diversity list, the Human Rights Coalition Foundation's Corporate Equality Index and on Disability Equality Index's Best Places to Work for Disability Inclusion list.

This concludes the question and answer session. As mentioned, any questions received from stockholders that were not answered today will be addressed following the meeting in accordance with procedural rules. A list of answers will be made available on the company's investor website. Thank you for your continued support and your investment in Dow. This concludes today's webcast. A replay of today's meeting will be made available on the company's investor website. Have a great day.