

## **DOW INC.**

### **CORPORATE GOVERNANCE COMMITTEE CHARTER**

#### **I. PURPOSE**

The primary purpose of the Corporate Governance Committee (the “Committee”) is to (1) consider and report periodically to the Dow Inc. (the “Company”) Board of Directors (the “Board”) on matters relating to the selection, qualification and compensation of members of the Board and candidates nominated to the Board , (2) develop and recommend to the Board a set of corporate governance guidelines for the Company, (3) oversee the evaluation of the Board and management and (4) identify individuals qualified to become members of the Board.

#### **II. RESPONSIBILITIES**

The Committee’s duties and responsibilities shall be to:

##### Governance

- Develop and recommend to the Board Corporate Governance Guidelines and periodically review and recommend to the Board for approval any proposed changes to such guidelines in accordance with applicable law and listing rules of the New York Stock Exchange (the “NYSE”).
- Oversee the Company’s corporate governance practices, including reviewing and recommending to the Board for approval any changes to the Company’s Certificate of Incorporation, Bylaws, Board leadership and committee charters.
- Oversee the annual assessment of the Board and its committees.
- Assess the size and composition of the Board and recommend to the Board any appropriate changes.
- Review periodically the frequency and structure of meetings of the Board and recommend to the Board any appropriate changes.
- Monitor the functioning of the committees of the Board and recommend any appropriate changes.
- Recommend and nominate members and chairpersons of the committees.
- Recommend and nominate individuals for election as officers of the Company.

## Board Matters

- Determine the qualifications, qualities, skills and other expertise required to be a director, and develop, and recommend to the Board for approval, criteria (including experience, qualifications, attributes, diversity or skills in light of the Company's business and structure) used to evaluate Board membership and director independence to be considered in selecting director nominees.
- Recommend to the Board for approval, review the effectiveness of, recommend modifications as appropriate to, and review Company disclosures concerning:
  - the Company's policies 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 Company's Bylaws and other corporate governance documents;
  - the process and criteria (including qualifications, qualities, diversity, skills and other expertise experience in light of the Company's business and structure) used to evaluate Board membership and director independence; and
  - any policies with regard to diversity on the Board.
- Review annually the relationships between directors, the Company and members of management and recommend to the Board whether each director qualifies as "independent" under the applicable rules of the NYSE and the Company's Corporate Governance Guidelines.
- Recommend to the Board the slate of director nominees to be submitted for stockholder vote at the annual meeting of stockholders and, from time to time, recommend individuals to fill any vacancy on the Board, in each case, in accordance with the Company's Bylaws.
- Coordinate with the Compensation Committee in respect of the Compensation Committee's recommendation to the Board regarding non-employee directors' compensation.

## Risk Oversight

- In conjunction with the Audit Committee, review and recommend to the Board for approval any changes to the Company's code of business conduct and code of financial ethics (and any waivers as may be granted in accordance with such codes).
- Review and approve any transaction between the Company and any related person in accordance with the Company's related person transaction approval policy.

- Oversee the Company's orientation program for new directors and a continuing education program for current directors.

#### **IV. AUTHORITY, OUTSIDE CONSULTANTS AND FUNDING**

In discharging its role, the Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company, and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter it determines to be necessary or appropriate to the accomplishment of its purposes.

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.

The Company shall provide the Committee with the appropriate funding, as determined by the Committee in its capacity as a committee of the Board of Directors, for the Committee to carry out its responsibilities.

#### **IV. COMPOSITION**

The Committee shall be comprised of three or more independent directors. All of the Committee's members shall be independent as determined under the Company's Corporate Governance Guidelines and NYSE standards and shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

Except as otherwise directed by the Board, a director selected as a Committee member shall continue to be a member for as long as he or she remains a director or until his or her earlier resignation or removal from the Committee. Any member may be removed from the Committee by the Board, with or without cause, at any time.

The chairperson of the Committee ("Chairperson") shall be designated from among the Committee members by, and to serve at the pleasure of, the Board. The Chairperson shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee's information needs, except as otherwise provided by the Board or the Committee. In the absence of the Chairperson at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

#### **IV. MEETINGS**

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.

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.

The Committee shall report regularly to the Board on Committee findings, recommendations and any other matters the Committee deems appropriate. The Committee shall maintain minutes and other records of Committee activities.

#### **V. DELEGATION OF AUTHORITY**

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

#### **VI. REVIEW OF THE CHARTER AND PERFORMANCE**

The Committee Charter shall be reviewed at least annually and revised as appropriate. The Committee shall conduct an annual evaluation of its own performance.

Last Adopted February 13, 2020