DUPONT E I DE NEMOURS & CO
Form PREC14A
March 06, 2015

Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

ý Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

o Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material under §240.14a-12

E. I. du Pont de Nemours and Company

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

ý No fee required.

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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Table of Contents

PRELIMINARY PROXY SUBJECT TO COMPLETION

2015 ANNUAL MEETING
AND PROXY STATEMENT

Table of Contents

Ellen J. Kullman
Chair of the Board and
Chief Executive Officer

Annual Meeting [DATE], 2015

[Date], 2015

Dear Fellow DuPont Stockholder:

I cordially invite you to attend DuPont's 2015 Annual Meeting on [DAY], [DATE], 2015, in [•].

Your Board of Directors is recommending a highly qualified and experienced slate of director nominees for election to the Board of Directors at the Annual Meeting. At the Annual Meeting, we will ask you to: (1) elect twelve directors; (2) ratify the appointment of PricewaterhouseCoopers LLP, an independent registered public accounting firm, as our independent auditors for the fiscal year ending December 31, 2015; (3) consider an advisory vote on the compensation of our named executive officers; (4) vote on various stockholder proposals, if properly presented at the Annual Meeting; and (5) take action upon any other business as may properly come before the Annual Meeting.

The accompanying materials include the Notice of Annual Meeting of Stockholders and Proxy Statement. The Proxy Statement describes the business that we will conduct at the Annual Meeting. It also provides information about us that you should consider when you vote your shares.

You should have also received a **WHITE** proxy card and postage-paid return envelope. **WHITE** proxy cards are being solicited on behalf of our Board of Directors.

Your vote will be especially important at the meeting. As you may have heard, Trian Partners, L.P. and certain of its affiliates (together, "Trian") have notified the company that Trian intends to nominate a slate of four nominees for election as directors at the meeting in opposition to the nominees recommended by our Board of Directors and to present a proposal to repeal any bylaws adopted without stockholder approval since August 12, 2013. You may receive a proxy statement, Gold proxy card and other solicitation materials from Trian. The Company is not responsible for the accuracy of any information provided by or relating to Trian or its nominees contained in solicitation materials filed or disseminated by or on behalf of Trian or any other statements that Trian may make.

The Board of Directors does NOT endorse any Trian nominees and unanimously recommends that you vote FOR the election of each of the nominees proposed by the Board of Directors and AGAINST Trian's Proposal described above. The Board of Directors strongly urges you NOT to sign or return any proxy card sent to you by Trian. If you have previously submitted a Gold proxy card sent to you by Trian, you can revoke that proxy and vote for our Board of Directors' nominees and on the other matters to be voted on at the meeting by using the enclosed WHITE proxy card.

If your brokerage firm, bank, broker-dealer or other similar organization is the holder of record of your shares (i.e., your shares are held in "street name"), you will receive voting instructions from the holder of record. You must follow these instructions in order for your shares to be voted. Your broker is required to vote those shares in accordance with your instructions. **Because of the contested nature of the proposals, if you do not give instructions to your broker, your broker will not be able to vote your shares with respect to the election of directors (Proposal 1) or the stockholder proposals (Proposals 4, 5, 6 and 7). We urge**

Table of Contents

you to instruct your broker or other nominee, by following those instructions, to vote your shares for the WHITE proxy card.

Holders of shares as of the close of business on [DATE], the record date for voting at the Annual Meeting, are urged to submit a WHITE proxy card, even if your shares were sold after such date.

Your management team expects to provide you with further information during the course of the solicitation and at the Annual Meeting on the progress with regard to separation of Performance Chemicals business operations, our cost-cutting organizational redesign initiative and our continued transformation into a higher-growth, higher-value company with our focus centering on three areas: Agriculture & Nutrition, Advanced Materials and Bio-Based Industrials. At the Annual Meeting, we also will review our progress during the past year and answer your questions.

Thank you for your continued support. **For more information and up-to-date postings, please go to www.dupont.com**. If you have any questions, please contact Innisfree M&A Incorporated, our proxy solicitor assisting us in connection with the Annual Meeting. Stockholders may call toll free at (877) 750-9501. Banks and brokers may call collect at (212) 750-5833.

Thank you for your continued support, interest and investment in DuPont.

Sincerely,

Ellen J. Kullman
Chair & Chief Executive Officer

Table of Contents

DuPont
1007 Market Street
Wilmington, DE 19898

NOTICE OF ANNUAL MEETING

Meeting Date:	**[DAY], [DATE], 2015**
Time:	**[•] (EDT)**
Location:	**[•]**

AGENDA:

1. The election of twelve (12) directors

2. The ratification of the Company's independent registered public accounting firm

3. An advisory vote to approve executive compensation

4. Four stockholder proposals described in the Proxy Statement if properly presented at the Annual Meeting

5. Such other business as may properly come before the meeting

All stockholders are cordially invited to attend, although only holders of record of DuPont Common Stock at the close of business on [DATE], 2015, are entitled to vote at the meeting.

If you need special assistance, please call Innisfree M&A Incorporated, the firm assisting us in the solicitation. Stockholders may call toll free at (877) 750-9501. Banks and brokers may call collect at (212) 750-5833.

Please note that Trian Partners, L.P. and certain of their affiliates (together, "Trian") have stated their intention to propose four alternative director nominees for election at the Annual Meeting. You may receive solicitation materials from Trian seeking your proxy to vote for Trian's nominees. **THE BOARD UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF THE BOARD'S NOMINEES ON THE ENCLOSED WHITE PROXY CARD AND URGES YOU NOT TO SIGN OR RETURN OR VOTE ANY PROXY CARD SENT TO YOU BY TRIAN.** If you have already voted using a Gold proxy card sent to you by Trian, you can **REVOKE** it by signing and dating the enclosed **WHITE** proxy card and returning it in the postage-paid envelope provided or by voting via the Internet or by telephone by following the instructions provided on the enclosed **WHITE** proxy card. Only your last-dated proxy will count, and any proxy may be revoked at any time prior to its exercise at the Annual Meeting as described in the accompanying Proxy Statement.

YOUR VOTE IS VERY IMPORTANT. EVEN IF YOU PLAN TO ATTEND THE ANNUAL MEETING, WE REQUEST THAT YOU READ THE PROXY STATEMENT AND VOTE YOUR SHARES BY SIGNING AND DATING THE ENCLOSED WHITE PROXY CARD AND RETURNING IT IN THE POSTAGE-PAID ENVELOPE PROVIDED OR BY VOTING VIA THE INTERNET OR BY TELEPHONE BY FOLLOWING THE INSTRUCTIONS PROVIDED ON THE ENCLOSED WHITE PROXY CARD.

This notice and the accompanying proxy materials have been sent to you by order of the Board of Directors.

Erik T. Hoover
Secretary

Table of Contents

PRELIMINARY PROXY SUBJECT TO COMPLETION

2015 ANNUAL MEETING OF STOCKHOLDERS

PROXY STATEMENT

Table of Contents

PROXY SUMMARY

This proxy summary is an overview of information that you will find throughout this proxy statement. As this is only a summary, we encourage you to read the entire proxy statement, which was first distributed beginning on or about [DATE], 2015, for more information about these topics prior to voting.

ANNUAL MEETING OF STOCKHOLDERS

Time and Date:	[TIME], [DATE], 2015
Place:	[•]
Record Date:	Stockholders as of the close of business on [DATE], 2015
Admission:	Please follow the instructions contained in "How to Attend the Annual Meeting" on page 6.

STOCKHOLDER VOTING MATTERS

	Proposal	*Board's Voting Recommendation*	*Page References (for more detail)*
1.	Election of Directors	FOR EACH NOMINEE RECOMMENDED BY YOUR BOARD	26
2.	Ratification of Independent Registered Public Accounting Firm	FOR	33
3.	Advisory Vote on Executive Compensation	FOR	73
4.	Stockholder Proposal on Lobbying	AGAINST	74
5.	Stockholder Proposal on Grower Compliance	AGAINST	77
6.	Stockholder Proposal on Plant Closure	AGAINST	80
7.	Stockholder Proposal to Repeal Certain Bylaws Adopted without Stockholder Approval	AGAINST	82

YOUR VOTE IS EXTREMELY IMPORTANT THIS YEAR IN LIGHT OF THE PROXY CONTEST BEING CONDUCTED BY TRIAN.

You may receive solicitation materials from a dissident stockholder, Trian Partners, L.P. and certain of their affiliates (together, "Trian"), seeking your proxy to vote for Nelson Peltz, John H. Myers, Arthur B. Winkleblack and Robert J. Zatta to become members of the Board of Directors and for a proposal to repeal any bylaws adopted without stockholder approval since August 12, 2013 (the "Trian Proposal"). **THE BOARD OF DIRECTORS DOES NOT ENDORSE THE TRIAN NOMINEES AND URGES YOU NOT TO SIGN OR RETURN**

ANY PROXY CARD SENT TO YOU BY TRIAN. IF YOU HAVE PREVIOUSLY SIGNED A GOLD PROXY CARD SENT TO YOU BY TRIAN, YOU CAN REVOKE IT BY SIGNING, DATING AND MAILING THE ENCLOSED WHITE PROXY CARD IN THE ENVELOPE PROVIDED. ONLY YOUR LATEST DATED PROXY WILL BE COUNTED.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF THE BOARD'S NOMINEES LISTED ON THE ENCLOSED WHITE PROXY CARD.

In addition, the Board recommends that you vote against Trian's proposal on the enclosed **WHITE** proxy card.

For more information and up-to-date postings, please go to www.dupont.com. If you have any questions or need assistance in voting your shares, please call Innisfree M&A Incorporated, the firm assisting us in the solicitation. Stockholders may call toll free at (877) 750-9501. Banks and brokers may call collect at (212) 750-5833.

Table of Contents

PROXY STATEMENT

The enclosed proxy materials are being sent to stockholders at the request of the Board of Directors of E. I. du Pont de Nemours and Company to encourage you to vote your shares at the Annual Meeting of Stockholders to be held [DATE], 2015. This Proxy Statement contains information on matters that will be presented at the meeting and is provided to assist you in voting your shares.

DuPont's 2014 Annual Report on Form 10-K, containing management's discussion and analysis of financial condition and results of operations and the audited financial statements, and this Proxy Statement were distributed together beginning on or about [DATE], 2015.

GENERAL INFORMATION

Who Can Vote

Only holders of record of DuPont Common Stock at the close of business on [DATE], the record date for voting at the Annual Meeting, are entitled to vote at the Annual Meeting. On the record date, [•] shares of DuPont Common Stock were entitled to vote.

Determining the Number of Votes You Have

The enclosed **WHITE** proxy card indicates the number of shares of DuPont Common Stock that you own. Each share of DuPont Common Stock has one vote.

How to Vote

By Telephone Stockholders can vote their shares by a toll-free telephone number by following the instructions provided on the enclosed **WHITE** proxy card. The telephone voting procedures are designed to authenticate a stockholder's identity to allow stockholders to vote their shares and confirm that their instructions have been properly recorded. Voting by telephone authorizes the named proxies to vote your shares in the same manner as if you had submitted a validly executed proxy card.

By the Internet Stockholders can simplify their voting by voting their shares via the Internet as instructed on the enclosed **WHITE** proxy card. The Internet procedures are designed to authenticate a stockholder's identity to allow stockholders to vote their shares and confirm that their instructions have been properly recorded. Internet voting facilities for stockholders of record are available 24 hours a day. Voting via the Internet authorizes the named proxies to vote your shares in the same manner as if you had submitted a validly executed proxy card.

By Mail Stockholders may vote their shares by signing and dating the enclosed **WHITE** proxy card and returning it in the postage-paid envelope provided with this Proxy Statement. Proxy cards submitted by mail must be received by the time of the Annual Meeting for your shares to be voted.

At the Annual Meeting Only our stockholders and invited guests may attend the Annual Meeting.

You will need to bring picture identification to the meeting. If you own shares in street name (i.e., your

shares are held in street name through a broker, bank, trustee or other nominee), please bring your most recent brokerage statement, along with picture identification, to the meeting. We will use your brokerage statement to verify your ownership of DuPont Common Stock and admit you to the meeting. Shares held in your name as the stockholder of record may be voted by you in person at the Annual Meeting. Shares held beneficially in street name may be voted by you in person at the Annual Meeting only if you obtain a legal proxy from the broker or other agent that holds your shares giving you the right to vote the shares and bring such proxy to the Annual Meeting. If you vote by proxy and also attend the Annual Meeting, you do not need to vote again at the Annual Meeting unless you wish to change your vote. **Even if you plan to attend the Annual Meeting, we strongly urge you to vote in advance by proxy by signing and dating the enclosed WHITE proxy card and returning it in the postage-paid envelope provided or by voting via the Internet or by telephone by following the instructions provided on the enclosed WHITE proxy card. Directions to the Annual Meeting are available at: *www.[•].***

If you vote by telephone, via the Internet or by signing, dating and returning a proxy card, we will vote your shares as you direct. For the election of directors, you can specify whether your shares should be voted for all, some or none of the nominees for director listed. Your Board urges you to use the enclosed **WHITE** proxy card to vote based on its recommendations on page 1, including **FOR ALL** of the nominees for director listed and **AGAINST** the four stockholder proposals.

If you submit a proxy to us without indicating instructions with respect to specific proposals, we will vote your shares consistent with the recommendations of our Board of Directors as stated in this Proxy Statement, specifically for all our nominees for director, in favor of the ratification of the appointment of PricewaterhouseCoopers LLP as our independent auditors, in favor of the advisory vote on the compensation of our named executive officers, and against the stockholder proposals, if properly presented at the Annual Meeting. If any other matters are properly presented at the Annual Meeting for consideration, then the persons named on your proxy will have discretion to vote for you on those matters. As of the date of the Notice of Annual Meeting of Stockholders, we knew of no other matters to be presented at the Annual Meeting.

An independent inspector of elections will tabulate the proxies and certify the results.

Voting of Shares of DuPont Common Stock Held in Street Name

If your brokerage firm, bank, broker-dealer or other similar organization is the holder of record of your shares (i.e., your shares are held in "street name"), you will receive voting instructions from the holder of record. You must follow these instructions in order for your shares to be voted. Your broker is required to vote those shares in accordance with your instructions. **Because of the contested nature of the proposals, if you do not give instructions to your broker, your broker will not be able to vote your shares with respect to the election of directors (Proposal 1) or the stockholder proposals (Proposals 4, 5, 6 and 7). We urge you to instruct your broker or other nominee how to vote your shares by following those instructions.**

Notification of Trian Proposal for Alternative Directors

Trian, a stockholder of the Company, has filed a preliminary proxy statement indicating that it intends to propose four alternative director nominees for election at the Annual Meeting in opposition to the nominees recommended by your Board. The Trian nominees have NOT been endorsed by your Board, and your Board unanimously recommends a vote FOR each of your Board's nominees for director on the enclosed **WHITE** proxy card accompanying this proxy statement. **Your Board unanimously recommends that you disregard and do not return any Gold proxy card you receive from Trian. Voting to "withhold" with respect to any Trian nominee on a Gold proxy card sent to you by Trian is NOT the same as voting for your Board's nominees because a vote to "withhold" with respect to any Trian nominee on its Gold proxy card will revoke any proxy you previously submitted.** If you have previously submitted a Gold proxy card sent to you by Trian, you can revoke that proxy and vote for your Board's nominees and on the other matters to be voted on at the Annual Meeting by using the enclosed **WHITE** proxy card.

Receipt of Multiple Proxy Cards

Many of our stockholders hold their shares in more than one account and may receive separate proxy cards or voting instructions forms for each of those accounts. To ensure that all of your shares are

represented at the Annual Meeting, we recommend that you **vote every WHITE proxy card you receive**.

Additionally, please note that Trian has stated its intention to nominate four alternative director nominees for election at the Annual Meeting and propose the Trian Proposal. If Trian proceeds with its alternative nominations and proposal, you may receive proxy solicitation materials from Trian, including an opposition proxy statement and a Gold proxy card. **Your Board unanimously recommends that you disregard and do not return any Gold proxy card you receive from Trian. Voting to "withhold" with respect to any Trian nominee on a Gold proxy card sent to you by Trian is not the same as voting for your Board's nominees because a vote to "withhold" with respect to any Trian nominee on its Gold proxy card will revoke any proxy you previously submitted.**

If you have already voted using Trian's Gold proxy card, you have every right to change your vote and revoke your prior proxy by signing and dating the enclosed **WHITE** proxy card and returning it in the postage-paid envelope provided or by voting via the Internet or by telephone by following the instructions provided on the enclosed **WHITE** proxy card. **Only the latest dated proxy you submit will be counted. If you have any questions or need assistance voting, please call DuPont's proxy solicitor, Innisfree M&A Incorporated. Stockholders may call toll free at (877) 750-9501. Banks and brokers may call collect at (212) 750-5833.**

Revocation of Proxies

You can change your vote or revoke your proxy at any time before it is exercised at the Annual Meeting by doing any of the following: (1) you can submit a valid proxy with a later date; (2) you can notify our Secretary in writing at Secretary, E. I. du Pont de Nemours and Company, 1007 Market Street, Wilmington, Delaware 19898 that you have revoked your proxy; or (3) you can vote in person by written ballot at the Annual Meeting.

If you have previously signed a Gold proxy card sent to you by Trian, you may change your vote and revoke your prior proxy by signing and dating the enclosed WHITE proxy card and returning it in the postage-paid envelope provided or by voting via the Internet or by telephone by following the instructions on the enclosed WHITE proxy card. Submitting a Trian Gold proxy card even if you withhold your vote on the Trian nominees will revoke any votes you previously made via our **WHITE** proxy card. Accordingly, if you wish to vote pursuant to the recommendation of our Board, you should disregard any proxy card that you receive that is not a **WHITE** proxy card and not return any Gold proxy card that you may receive from Trian, even as a protest.

Required Vote

Proposal 1: Election of Directors. Under our Bylaws, because we have received notice from Trian that it intends to nominate persons for election to the Board, the provisions of our Bylaws relating to majority voting for directors will not be applicable to the Annual Meeting and, pursuant to our Bylaws, plurality voting will apply at the Annual Meeting.

The twelve nominees for director who receive the most votes of all votes cast for directors will be elected. If you do not vote for a particular nominee, or if you indicate on your proxy card, via the Internet or by telephone that you want to withhold authority to vote for a particular nominee, then your shares will not be voted for that nominee. In addition, if you hold shares of DuPont Common Stock through a broker-dealer, bank nominee, custodian or other securities intermediary, **the intermediary will not vote those shares for the election of any nominee for director unless you give the intermediary specific voting instructions on a timely basis directing the intermediary to vote for such nominee**. Abstentions and broker non-votes do not constitute a vote "for" or "against" a director.

It will NOT help elect your Board if you sign and return a proxy card sent by Trian, even if you withhold on their director nominees using Trian's proxy card. Doing so will cancel any previous vote you may have cast on our WHITE proxy card. The only way to support your Board's nominees is to vote FOR the Board's nominees on our WHITE proxy card and to disregard, and not return, any proxy card that you receive that is not a WHITE proxy card, including any proxy card that you receive from Trian.

Pursuant to our Bylaws, written notice by stockholders of qualifying nominations for election to our Board of Directors must have been received by our Secretary by January 23, 2015. We did not receive any such nominations other than the nominations from Trian, and no other nominations for election to our Board may be made by stockholders at the Annual Meeting.

If for some reason any of the Board's director nominees are unable to serve, or for good cause will not serve if elected, the persons named as proxies may vote for a substitute nominee recommended by the Board and, unless you indicate otherwise on the **WHITE** proxy card, your shares will be voted in favor of the Board's remaining nominees. As of the date of the Notice of Annual Meeting of Stockholders, we knew of no reason why any of the Board's nominees would be unable or for good cause unwilling to serve as a director if elected.

In the event Trian were to withdraw its nominees, such that there would no longer be a contested election, the majority voting provisions of our Bylaws would apply. While we have no reason to expect this

will occur, if it did, then pursuant to the majority voting provisions of our Bylaws, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election must promptly tender his or her resignation to the Chairman of the Board. The Governance Committee of our Board of Directors (or, under certain circumstances, another committee appointed by the Board) will promptly consider that resignation and will recommend to the Board whether to accept the tendered resignation or reject it based on all relevant factors. The Board must then act on that recommendation no later than 90 days following the date of an Annual Meeting of Stockholders. Within four days of the Board's decision, we must disclose the decision in a Current Report on Form 8-K filed with the Securities and Exchange Commission ("SEC") that includes a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the resignation.

Proposal 2: Ratification of the appointment of PricewaterhouseCoopers LLP, an independent registered public accounting firm, as our independent auditors for the fiscal year ending December 31, 2015. The votes cast "for" must exceed the votes cast "against" to approve the ratification of the appointment of PricewaterhouseCoopers LLP, an independent registered public accounting firm, as our independent auditors for the fiscal year ending December 31, 2015. Abstentions and broker non-votes do not constitute a vote "for" or "against" the proposal and will be disregarded in the calculation of "votes cast."

Proposal 3: Advisory vote on executive compensation. The votes cast "for" this proposal must exceed the votes cast "against" to approve the advisory vote on the compensation of our named executive officers as disclosed in the Compensation Discussion and Analysis section and accompanying compensation tables contained in this Proxy Statement. Abstentions and broker non-votes do not constitute a vote "for" or "against" the proposal and will be disregarded in the calculation of "votes cast."Although the outcome of this advisory vote on the compensation of our named executive officers is non-binding, the Compensation Committee and our Board will review and consider the outcome of this vote when making future compensation decisions for our named executive officers.

Proposals 4, 5, 6 and 7: Stockholder Proposals. The votes cast "for" a proposal must exceed the votes cast "against" such proposal for a stockholder proposal to pass. Abstentions and broker non-votes do not constitute a vote "for" or "against" the proposal and will be disregarded in the calculation of "votes cast." Each proposal must be properly presented at the Annual Meeting for such proposal to be voted upon.

Broker non-votes

A broker non-vote occurs when a beneficial owner of shares held by a broker, bank or other nominee fails to provide the record holder with specific instructions concerning how to vote on any "non-routine" matters brought to a vote at a stockholders meeting. Under the New York Stock Exchange (the "NYSE") rules, "non-routine" matters include the election of directors (Proposal 1) and the vote, on an advisory basis, of the compensation of the Company's named executive officers (Proposal 3). **Given the contested nature of the meeting, for any accounts to which brokers deliver competing sets of proxy materials, the NYSE rules governing brokers' discretionary authority will not permit such brokers to exercise discretionary authority regarding any of the proposals to be voted on at the Annual Meeting.**

If you hold your shares in street name, it is critical that you cast your vote by instructing your bank, broker or other nominee on how to vote if you want your vote to be counted at the Annual Meeting.

Voting by Employees Participating in DuPont Plans

If you are an employee of DuPont or one of our subsidiaries and participate in one of our employee plans, i.e., the DuPont 401(k) and Profit Sharing Plan, the DuPont Retirement Savings Plan, the Thrift Plan for Employees of Sentinel Transportation, LLC and the Solae Savings Investment Plan (the "Plans"), the enclosed **WHITE** voting instruction form indicates the aggregate number of shares of DuPont Common Stock credited to your account as of [DATE], the record date for voting at the Annual Meeting. If you timely submit your voting instructions to the Plan Trustee by following the instructions on the enclosed **WHITE** voting instruction form, your shares will be voted as you have directed. If you do not provide the Trustee with voting instructions, the Trustee may vote as directed by the plan fiduciary or by an independent fiduciary selected by the plan fiduciary all shares held in the plans for which no voting instructions are received. The Trustee must receive your voting instructions no later than [DATE]. Please note that Plan participants may vote their shares through the Trustee only and accordingly may not vote their Plan shares in person at the Annual Meeting.

How to Attend the Annual Meeting

Registered stockholders may be admitted to the meeting upon providing picture identification. If you own shares in street name (i.e., your shares are held in street name through a broker, bank, trustee or other nominee), please bring your most recent brokerage statement, along with picture identification, to the meeting. We will use your brokerage statement to verify your ownership of DuPont Common Stock and admit you to the meeting.

Please note that cameras, sound or video recording equipment, or other similar equipment, electronic devices, large bags or packages will not be permitted in the Annual Meeting.

Proxy Committee

The Proxy Committee is composed of directors of the Company who vote as instructed the shares of DuPont Common Stock for which they receive proxies. Proxies also confer upon the Proxy Committee discretionary authority to vote the shares on any matter which was not known to the Board a reasonable time before solicitation of proxies, but which is properly presented for action at the meeting.

Quorum

A quorum of stockholders is necessary to transact business at the 2015 Annual Meeting. A quorum exists if the holders of at least a majority of the shares of DuPont Common Stock entitled to vote are present either in person or by proxy at the meeting. Abstentions and broker non-votes will be counted in determining whether a quorum exists.

2016 Stockholder Proposals

At each annual meeting, stockholders are asked to elect directors to serve on the Board, to ratify the appointment of DuPont's independent registered public accounting firm for the year and to approve, by advisory vote, executive compensation. The Board or stockholders may submit other proposals to be included in the proxy statement. To be considered for inclusion in the 2016 Annual Meeting Proxy Statement, stockholder proposals must meet the requirements of SEC Rule 14a-8 and must be received no later than [DATE], 2015. Our Bylaws provide that a stockholder may otherwise propose business for consideration or nominate persons for election to the Board, in compliance with federal proxy rules, applicable state law and other legal requirements and without seeking to have the proposal included in our proxy statement pursuant to Rule 14a-8. Our Bylaws currently require that notice of such proposals or nominations for DuPont's 2016 Annual Meeting be received by us between [DATE] and [DATE]. Any such notice must satisfy the other requirements in our Bylaws applicable to such proposals and nominations.

Stockholder Nominations for Election of Directors

For stockholder director nominations, the notification to our Corporate Secretary must contain or be accompanied by the information required by our

Bylaws. The information requirements include, among other things:

the name, age, business address and residence address of each nominee;

the principal occupation or employment of each such nominee;

the number of shares of DuPont's capital stock which are owned of record and beneficially by each such nominee and any affiliates or associates of such nominee;

a detailed description of any compensatory, payment or other financial agreement, arrangement or understanding between the nominee and any person or entity other than the Company, or whether the nominee has received any compensation or other payment from any person or entity other than the Company, in each case in connection with the candidacy or service as a director of DuPont;

other information concerning each such nominee as would be required to be disclosed in a proxy statement soliciting proxies for the election of such nominee as a director in an election contest (even if an election contest is not involved) or that is otherwise required to be disclosed, under Section 14(a) of the Securities Exchange Act and the rules and regulations thereunder;

the consent of the nominee to being named in the proxy statement as a nominee and to serving as a director if elected and a representation by the nominee to the effect that, if elected, the nominee will agree to and abide by all policies of the Board as may be in place at any time and from time to time; and

certain information about the proposing stockholder.

A copy of the full text of the relevant Bylaw provisions, which includes the complete list of the information that must be submitted to nominate a director, may be obtained upon written request directed to our Corporate Secretary at our principal office.

A copy of our Bylaws is available on the "Investors" caption of our website (*www.dupont.com*) under "Corporate Governance."

In addition to a stockholder's ability to nominate candidates to serve on the Board as described above, stockholders also may recommend candidates to the Corporate Governance Committee (the "Governance Committee") for its consideration. The Committee will consider and evaluate candidates recommended by stockholders in the same manner that it considers and evaluates all other director candidates. To recommend a candidate, stockholders should follow the procedures set in the Director Nomination Process attached as Appendix A.

Cost of Solicitation

For information regarding the costs of this solicitation, please see the section titled "Cost of Solicitation" on page 83.

Householding Rules

The SEC's "householding" rules permit the Company to deliver only one set of proxy materials to stockholders who share an address unless otherwise requested. This procedure reduces printing and mailing costs. If you share an address with another stockholder and have received only one set of proxy materials, you may request a separate copy of these materials, and future materials, at no cost to you by writing to the DuPont Stockholder Relations Office at 1007 Market Street or calling (302) 774-3034. Alternatively, if you are currently receiving multiple copies of the proxy materials at the same address and wish to receive a single copy in the future, you may contact the Company by calling the telephone number given above.

If you are a beneficial owner (i.e., your shares are held in the name of a bank, broker or other holder of record), the bank, broker or other holder of record may deliver only one copy of the Notice of Annual Meeting and Proxy Statement to stockholders who have the same address unless the bank, broker or other holder of record has received contrary instructions from one or more of the stockholders. If you wish to receive a separate copy of the Notice of Annual Meeting and Proxy Statement, now or in the future, you may contact the Company at the telephone number above and you will promptly be sent a separate copy. Beneficial owners sharing an address who are currently receiving multiple copies of the Notice of Annual Meeting and Proxy Statement and wish to receive a single copy in the future, should contact their bank, broker or other holder of record to request that only a single copy be delivered to all stockholders at the shared address in the future.

Confidential Voting

As a matter of policy, proxies, ballots and voting tabulations that identify individual stockholders are held confidential. Such documents are available for examination only by the independent tabulation agents, the independent inspectors of election and certain employees associated with tabulation of the vote. The identity of the vote of any individual stockholder is not disclosed except as may be necessary to meet legal requirements.

BACKGROUND OF THE SOLICITATION

As part of their continuing review of the Company's performance, the Company's management and Board from time to time consider, among other things, potential changes to the Company's portfolio of businesses. Numerous changes in the Company's business mix have resulted from this review, including, among others, the acquisition of Danisco, a leading participant in the enzyme and specialty food ingredients industries, in 2011 and the disposition of the Company's Performance Coatings business in 2013. In late 2012, as a result of this continuing review process, the Company's management and, beginning in early 2013, the Board began to focus on the separation of the Company's Performance Chemicals segment.

On June 26, 2013, Mr. Edward Garden, Founding Partner and Chief Investment Officer of Trian, contacted the Company. The Company's director of investor relations returned Mr. Garden's call, and Mr. Garden then informed the Company that Trian had made an investment in the Company. At Mr. Garden's request, Ms. Kullman and Mr. Nicholas C. Fanandakis, Chief Financial Officer of the Company, agreed to a meeting on July 24, 2013 with Mr. Garden and other representatives of Trian to discuss Trian's investment.

On July 23, 2013, the Company publicly announced that it was exploring the spin-off or sale of its Performance Chemicals segment.

On July 24, 2013, Ms. Kullman and Mr. Fanandakis met with Mr. Garden and other representatives of Trian. At this meeting, Trian distributed and presented to Ms. Kullman and Mr. Fanandakis an initial "White Paper" presentation (the "First White Paper"), which centered on, among other things, a proposed four way break-up of the Company into an agriculture focused company, an industrial biosciences and nutrition and health based company, a TiO2 focused company and the remaining DuPont businesses, as a fourth company. Ms. Kullman and Mr. Fanandakis proceeded to analyze the First White Paper with the other members of management and the Company's financial and legal advisors and, shortly thereafter, provided a preliminary review of the presentation to the Board of Directors of the Company.

On August 4, 2013, pursuant to applicable U.S. antitrust laws, Trian provided a letter to the Company stating its intention to file notifications under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "HSR Act"), to enable certain Trian funds to acquire voting securities of the Company. On September 5, 2013, the Federal Trade Commission granted early termination of the waiting periods applicable under the HSR Act with respect to those notifications. As a result of those filings and clearances, as well as subsequent HSR filings and clearances with regard to certain additional Trian funds, Trian entities may acquire shares with a total aggregate value of approximately $2,745 million, including those shares that those entities collectively hold.

On August 14, 2013, Trian filed a Schedule 13F with the SEC disclosing beneficial ownership of 5,778,403 shares of the Company's outstanding common stock by certain Trian funds, representing beneficial ownership of approximately 0.65% of the Company's common stock. As of its most recent 13F filing on January 8, 2015, Trian disclosed beneficial ownership of 24,313,084 shares of the Company's outstanding common stock. As of Trian's preliminary proxy filing on February 12, 2015, Trian disclosed beneficial ownership of 24,563,084 shares of the Company's outstanding common stock representing beneficial ownership of approximately 2.7% of the Company's common stock.

On September 3, 2013, after a thorough search process, which included the engagement of a third-party search firm, and considered deliberation by the Governance Committee and the Board, including with regard to the Company's corporate governance guidelines and skills-based approach, the Company announced the appointment of Patrick J. Ward, Chief Financial Officer and Vice President of Cummins, Inc., to the Board, effective as of October 23, 2013.

During September 2013, representatives of the Company's financial advisors met with Trian to further discuss its proposed break-up plan for the Company.

Including the specific engagements described herein, at various times throughout 2013, 2014 and early 2015, members of the Company's senior management team and the Company's Lead Director, Alexander M. Cutler, had, collectively, more than 20 conference calls and/or in-person meetings with representatives of Trian, which included Mr. Garden and/or Mr. Nelson Peltz, Founding Partner and Chief Executive Officer of Trian. These meetings focused on a wide range of topics, which included the Company's business and results of operations, our earnings performance, and our long-term strategies, including our capital allocation strategy and the composition of our Board, as well as discussions of Trian's plan to break up the Company.

On October 15, 2013, less than five months after Trian notified the Company of its initial investment and on the day before a scheduled follow up meeting between Trian and the Company's financial advisors, Mr. Garden contacted Ms. Kullman by telephone and informed her that the Company had three choices: (1) accept and implement Trian's proposal to break-up the Company, (2) add Mr. Garden and an unidentified industry executive to be chosen by Trian to the Board of Directors of the Company or (3) face a public proxy campaign by Trian. In light of this ultimatum, the Company did not believe having its previously scheduled meeting with Trian the following day would be productive and cancelled it.

On October 24, 2013, the Company announced that the Board had unanimously determined to proceed with the separation of its Performance Chemicals segment.

On October 25, 2013, Mr. Kullman and Mr. Fanandakis informed Mr. Garden that the Board of Directors had carefully considered and unanimously rejected the analysis and conclusions set forth in Trian's First White Paper, including Trian's plan to break-up the Company. Ms. Kullman and Mr. Fanandakis also informed Mr. Garden that the Board of Directors, after considered deliberation, including with regard to the Company's corporate governance guidelines, had determined not to nominate him for service on the Board of Directors.

On December 5, 2013, Ms. Kullman and Mr. Cutler met with Mr. Garden, other representatives of Trian and representatives of the California State Teachers' Retirement System ("CalSTRS"), which Trian has publicly disclosed as employing Trian to manage certain of its funds, at the request of Mr. Garden, who informed Ms. Kullman that Trian wanted to meet in advance of "deadlines for stockholder proposals and director nominations," to discuss the Company's performance. At this meeting, Mr. Garden delivered and presented to Ms. Kullman and Mr. Cutler a revised "White Paper" presentation (the "Second White Paper"), which applauded the Company's decision to separate its Performance Chemicals business and, in addition proposed, among other things, a new, second break-up plan, this time focused on a two way break-up of the remaining businesses of DuPont into a "GrowthCo," consisting of the Company's agriculture, industrial biosciences and nutrition and health based businesses, and a "CyclicalCo," consisting of the Company's performance materials, electronics and safety and protection businesses. At the end of the meeting, Mr. Garden reiterated Trian's ultimatum: (1) accept and implement Trian's proposal to break-up the Company, (2) add Mr. Garden and an unidentified industry executive to be chosen by Trian to the Board of Directors of the Company or (3) face a public proxy campaign by Trian. Notwithstanding this ultimatum, Trian did not provide the Company with the notice required under the Company's Bylaws that it intended to nominate any Trian representatives to the Board.

During February 2014, the Company's Board carefully evaluated the Second White Paper and, after receiving input from the Company's financial advisors, determined that it was in the best interest of the Company's stockholders to continue to pursue the Company's strategic plan and not to implement the proposals in the Second White Paper.

During the next few months, the Company and Trian continued their dialogue regarding the Company's earnings performance and strategic plan. During this period, Trian issued no new ultimatums with regard to participation on the Company's Board.

In fact, reflective of the open engagement between the Company and Trian, on May 9, 2014, Mr. Garden, in a speech at the Council of Institutional Investors conference, stated that Ms. Kullman "has basically been an activist within DuPont to get that business to best-in-class operating metrics, separate the Coatings business, separated the Performance Chemicals business, she's buying back $5B in shares."[(1)]

On June 27, 2014, Mr. Garden called Ms. Kullman and Mr. Fanandakis to discuss the Company's earnings performance and earnings guidance. At the end of the call, in an abrupt return to earlier ultimatums, Mr. Garden once again informed Ms. Kullman and Mr. Fanandakis that the Company had three options: (1) accept and implement Trian's proposal to break-up the Company, (2) add Mr. Garden to the Board of Directors of the Company or (3) face a public proxy campaign by Trian.

On August 4, 2014, in anticipation of the upcoming retirement under the Company's age 72 mandatory retirement policy of Bertrand P. Collomb following the 2015 Annual Meeting and after a thorough search process, which included the engagement of a third-party search firm, and considered deliberation by the Governance Committee and the Board, including with regard to the Company's corporate governance

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(1) Permission to use quote neither sought nor obtained.

Proxy Statement for 2015 Annual Meeting of Stockholders 9 guidelines and skills-based approach, the Company announced the appointment of Ulf M. "Mark" Schneider, President and CEO of Fresenius SE & Co. KGaA to the Board, effective as of October 22, 2014.

On August 6, 2014, Mr. Cutler discussed Trian's Second White Paper with Mr. Garden, informing Mr. Garden that the Board, after fully reviewing the proposal, had carefully considered and unanimously rejected the analysis and conclusions in Trian's Second White Paper, including Trian's second plan to break-up the Company, and determined that its current course of action, which included cost cutting and the Performance Chemicals separation, was the appropriate course of action for the Company at such time. Mr. Garden then informed Mr. Cutler that Trian viewed itself and the Company as having only two options: DuPont would either appoint Mr. Garden to the Board or Trian would take the matter to DuPont's stockholders. Mr. Cutler replied that there was, in his view, a third option continued constructive dialogue of the type in which the Company and Trian were already engaging but, in response, Mr. Garden reiterated his position.

On August 12, 2014, Mr. Cutler called Mr. Garden to inform him that the Board of Directors had again determined not to nominate him for service on the Board of Directors.

On September 16, 2014, Trian sent a letter and a summary of its Second White Paper to the Board and publicly filed both documents.

On October 16, 2014, Mr. Cutler contacted Mr. Peltz by telephone, at the request of Mr. Peltz, to discuss, among other things, the performance of the Company and the progress regarding the separation of its Performance Chemicals segment. At the end of the call, Mr. Peltz stated that unless the Company agreed to appoint two Trian executives and one unidentified industry executive to be chosen by Trian to its Board, Trian would initiate a proxy fight with the goal of electing a majority of Trian-nominated directors to the Board.

On October 29, 2014, Ms. Kullman met with Mr. Peltz. The discussion at the meeting focused on, among other things, the performance of the Company. At the conclusion of the meeting, Mr. Peltz not only reiterated the ultimatum presented at the October 16th meeting, but also indicated that if Trian were to go public with its nominees, it would not thereafter agree to any settlement with the Company. Ms. Kullman expressed a willingness to continue discussions with Mr. Peltz and Trian as a stockholder, but reiterated that the Board had determined that the Company's current course of action was in the best interest of the Company's stockholders.

On November 5, 2014, the Board, after careful deliberation, including with regard to the Company's corporate governance guidelines, unanimously determined not to appoint Mr. Peltz or Mr. Garden to the Board and such determination was communicated to Trian by Ms. Kullman.

During the fall of 2014, the Company's management and the Board began the search for two new, highly-qualified directors to fill the vacancies to be created by the departures of Messrs. Richard H. Brown and Curtis J. Crawford, who were expected to leave the Board to join the board of directors of The Chemours Company ("Chemours") upon its separation from the Company. In connection with the process, the Board hired a third-party search firm to help assist them in identifying candidates that had the requisite skills and experience to meet the Board's and Governance Committee's criteria.

After the consideration and review of numerous candidates by the Governance Committee, including with regard to the Company's corporate governance guidelines, the Company's Board search process culminated with the identification of Messrs. Edward D. Breen and James L. Gallogly as the candidates who possessed, to the highest degree, the skills and experience sought by the Governance Committee and typified by the Company's existing Board members. For additional information on the criteria utilized by the Board, see "Proposal 1: Election of Directors Director Skills and Qualifications."

On December 10, 2014, representatives from the Company's financial advisors met with representatives from Trian, including Messrs. Peltz and Garden. At the meeting, Messrs. Peltz and Garden reiterated that if Trian were to go public with its nominees, it would not thereafter agree to any settlement with the Company.

On January 8, 2015, Trian delivered a notice to the Company nominating four individuals (with Mr. Garden as an alternative nominee), including Mr. Peltz, to stand for election to the Board of Directors of the Company at the Annual Meeting, and stating that Trian would solicit proxies in support of such election. The notice also included a proposal to repeal any provisions or amendments to the Company's Bylaws adopted without stockholder approval after August 12, 2013 and prior to the Company's 2015 Annual Meeting.

On January 9, 2015, the Company publicly issued a statement confirming that it had received Trian's nomination notice and indicating that the Governance Committee would review Trian's proposed director nominees and make a recommendation regarding such nominees that it believed was in the best interest of all stockholders.

At the end of January 2015, in response to the notice received on January 8, 2015 and in connection with a process established by the Governance Committee for the consideration of new directors, members of the Governance Committee, including Mr. Cutler and Marillyn A. Hewson, interviewed each of the Trian nominees, including Mr. Peltz. Ms. Kullman participated in the interviews with respect to all Trian nominees other than Mr. Peltz, whom she had previously spoken with on numerous occasions.

On February 4, 2015, Ms. Kullman and Mr. Cutler met with Mr. Peltz to discuss the results of the Governance Committee's process with regard to the Trian nominees and the topic of Board composition. After explaining to Mr. Peltz that the Governance Committee, in considering how to fill the expected vacancies on the Board of Directors left by the planned departures of two members of the Board to join the Chemours Board, had determined that the Company's two previously identified candidates were superior candidates to each of Trian's candidates, Ms. Kullman and Mr. Cutler attempted to present Mr. Peltz with a proposal for resolving Trian's proxy contest.

The Company's proposed resolution centered around the possibility of appointing one of Trian's nominees, who had been selected by the Governance Committee as a viable candidate and was not Mr. Peltz, to the Board of Directors of the Company under circumstances in which Trian would withdraw its slate and support the Company's nominees at the Annual Meeting, thus avoiding a time consuming and costly proxy contest. Mr. Peltz both refused to hear the details of the Company's proposal, specifically declining to be informed of either the names of the Company's two candidates or the potential viable Trian nominee candidate, and insisted that any settlement would require appointing Mr. Peltz personally to the Company's Board.

On February 5, 2015, in connection with the separation of Chemours, the Company announced that Messrs. Crawford and Brown would transition off of the Board immediately to initially serve as consultants to Chemours, and then as directors upon completion of the separation and that Messrs. Breen and Gallogly had been appointed as independent directors to its Board. Later that day, Trian released a statement that, among other things, applauded the appointment of Messrs. Breen and Gallogly, but continued to insist that Mr. Peltz personally be added to the Board.

On February 11, 2015, Trian publicly filed its preliminary proxy statement with regard to its nominees and proposal.

Subsequent to February 11, 2015, Trian and the Company each issued numerous press releases and sent various letters and presentations to the Company's stockholders.

As of the date hereof, the Company and Trian have had no other material contacts.

We are not responsible for the accuracy of any information provided by or relating to Trian contained in any proxy solicitation materials filed or disseminated by, or on behalf of, Trian or any other statements that Trian may otherwise make. Trian chooses which of our stockholders will receive Trian's proxy solicitation materials.

OUR DIRECTOR NOMINEES

You are being asked to vote on the election of 12 directors. All directors are elected annually. Detailed information about each Director's background, skills and expertise can be found in Proposal 1 Election of Directors.

ne rs of Service; (as of the Annual Meeting) rent Position	*Independent(1)*	**Committee Memberships** *Audit*	*Compensation*	*Governance*	*Environment*	*Science & Technology*	*Other Curre Public Board*
nberto Andreotti ector since 2012; Age 64 D, Bristol-Myers Squibb npany	YES	X				X	1
vard D. Breen ector since 2015; Age 59 irman, Tyco International plc	YES		X				2
bert A. Brown ector since 2007; Age 63 sident, Boston University	YES	X				Chair	
xander M. Cutler ector since 2008; Age 63 irman and CEO, Eaton	YES		X	Chair			2
uthère I. du Pont ector since 2006; Age 48 sident, Longwood Foundation	YES	Chair				X	1
nes L. Gallogly ector since 2015; Age 62 mer Chairman of nagement Board and CEO, ndellBasell Industries NV	YES	X		X			

rillyn A. Hewson ector since 2007; Age 61 irman, President and CEO, kheed Martin Corporation	YES		X	X			1
s D. Juliber ector since 1995; Age 66 red Vice Chairman, gate-Palmolive Corporation	YES		Chair			X	1
en J. Kullman ector since 2008; Age 59 ir and CEO, DuPont	NO						1
M. Schneider ector since 2014; Age 49 sident and CEO, senius SE & Co. KGaA	YES	X		X			1
M. Thomas ector since 2011; Age 70 red Chairman and CEO, onier Inc.	YES		X		X		2
rick J. Ward ector since 2013; Age 51), Cummins, Inc.	YES	X			X		

(1) Each of Messrs. Richard H. Brown and Curtis J. Crawford, prior to their resignation on February 5, 2015, and Mr. Bertrand P. Collomb, prior to his retirement effective immediately prior to the Annual Meeting, were also independent. None of Messrs. R.H. Brown, Crawford or Collomb are being nominated for re-election.

OUR PROGRESS IN 2014

In 2014, DuPont continued to deliver value to shareholders through volume, margin, and earnings growth in a majority of our segments, despite macroeconomic headwinds. We continued to successfully transform DuPont to focus on commercial opportunities in Agriculture and Nutrition, Bio-Based Industrials and Advanced Materials, where we expect our science, engineering and innovation capabilities can deliver the greatest value. We continued to reduce costs and improve efficiency and effectiveness, which translates into better operating margins. And importantly, we continued our commitment to return capital to shareholders.

Through volume, margin, and earnings growth across the majority of our operating segments, we grew 2014 operating earnings per share ("EPS")[(1)] by 3.0% from 2013 despite significant market and macroeconomic challenges, including an overall weaker economy in the agriculture sector and a stronger dollar. These results include our Performance Chemicals segment, which is in the process of being separated from the Company, where full year operating earnings[(1)] were down 8% primarily due to lower pricing and the negative impacts of portfolio and currency. We continued to achieve significant margin improvement, with segment adjusted operating margin expansion of 740 basis points between 2008 and 2014[(1)].

DuPont is in the midst of a multi-year transformation of our portfolio to focus on the highest potential commercial opportunities where we expect our science and engineering capabilities can deliver the greatest value. As part of this process, the spin-off of The Chemours Company, our Performance Chemicals segment, remains on track for completion in mid-2015. In connection with the separation of Chemours, we undertook a comprehensive review of our business and cost structure, with the assistance of a leading management consulting firm, to ensure that the post-spin DuPont would be as efficient as possible. We exceeded our cost savings targets for the initial phase of implementation and have accelerated our originally announced schedule. We expect annual run-rate savings of approximately $1 billion and $1.3 billion by the end of 2015 and 2017, respectively, and continue to look for additional savings. In 2014, savings from these redesign initiatives contributed $0.07 per share to operating earnings.

Our goal for the next generation DuPont is to connect the laboratory and the marketplace more closely than ever before, resulting in faster delivery of creative, science-based solutions for customers around the world. We are enabling safer, more nutritious food; creating high performance, cost effective, energy efficient materials; and increasingly delivering renewably sourced, bio-based materials and fuels. DuPont launched nearly 1,600 new products and filed more than 1,650 US patents in 2014 alone, including innovations like Dermacor® seed treatment for soybeans, Kapton® polyimide films for handheld electronic devices, and Tyvek® 800J for chemical protective garments. Excluding Performance Chemicals, new products introduced in the past four years delivered 32% of sales in 2014.

In 2014, we also continued the tradition of returning capital to shareholders. We executed $2 billion in share repurchases against our $5 billion share repurchase program and delivered a 4% increase in our common stock dividend for a total of $3.7 billion returned to shareholders in 2014. Going back the past six years, we have returned approximately $14 billion to shareholders through dividend growth (12% growth since 2009) and share repurchases.

We also expect to return all or substantially all of the one-time dividend proceeds from Chemours, currently estimated at $4 billion (based on a target BB credit rating for Chemours and pending the final credit ratings and underlying business conditions for Chemours), to DuPont shareholders via share repurchases over the 12 to 18 months following the separation, with a portion expected to be returned in 2015.

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(1) See Appendix B for non-GAAP reconciliation.

CAPITAL RETURNED TO STOCKHOLDERS

(DOLLARS IN MILLIONS)

EXECUTIVE COMPENSATION   ALIGNING PAY WITH PERFORMANCE

We design our executive compensation programs to attract, motivate, reward and retain the high quality executives necessary to lead the Company and to accomplish our strategies. The following key principles guide the design and administration of those compensation programs:

There should be a strong link between pay and performance.

Executives' interests should be aligned with stockholders' interests.

Programs should reinforce business strategies and drive long-term sustained stockholder value.

Summary of Our 2014 Compensation Actions

Linking Pay with Performance

Pay actions for our named executive officers in 2014 reflected our Company's performance.

2014 SHORT-TERM PERFORMANCE AND INCENTIVE COMPENSATION

The NEO average payout factor under our short-term incentive program ("STIP") was 54% of target in 2014, down from 87% in 2013, which is based on a combination of (i) the Company's performance (the Company's Operating EPS), (ii) the applicable business units' performance (based upon after-tax operating income, revenue, cash flow from operations and certain other relevant metrics), and (iii) individual performance. For further discussion, please see the section entitled "Compensation Discussion and Analysis   2014 Compensation Decisions   Our Annual Compensation Program" beginning on page 50 of this proxy statement.

LONG-TERM PERFORMANCE AND INCENTIVE COMPENSATION

Performance-based restricted stock units ("PSUs") for the 2012 to 2014 performance period were paid out at [•]%. The payout with respect to PSUs is based on a combination of the Company's percentile ranking for both revenue growth and TSR over the prior three year period, in each case, against its Peer Group. For further discussion, please see the section entitled "Compensation Discussion and Analysis   2014 Compensation Decisions   Our Long-Term Incentive Program" beginning on page 54 of this proxy statement.

Total 2014 NEO Compensation Summary

Total Direct Compensation ("TDC") for our NEOs in 2014 is shown in the table below.

Name	*2014 Base Salary*	*2014 Final STIP*	*2014 LTI*	*TDC*	*2014 TDC vs 2013 TDC (% change)*
E. J. Kullman	$1,485,000	$1,310,000	$9,250,000	$12,045,000	3%

N. C. Fanandakis	765,000	422,000	2,500,000	3,687,000	16%[(1)]
T. M. Connelly, Jr.	776,000	414,000	2,000,000	3,190,000	6%
J. C. Borel	720,000	376,000	2,100,000	3,196,000	2%
M. P. Vergnano	720,000	376,000	2,100,000	3,196,000	2%

This table is not intended to be a substitute for the Summary Compensation Table ("SCT") or Grants of Plan-Based Awards Table ("GPBAT"). Base salary is shown as of December 31, 2014. STIP awards and Long-term Incentive ("LTI") awards for 2014 are reflected in the SCT and GPBAT. The value of LTI awards reflected in this table differs from the value of equity awards shown in the SCT and GPBAT because those tables reflect the probable outcome of the performance conditions for PSUs. The LTI amounts shown in this table value PSUs at the closing price of DuPont Common Stock on the date of grant, and reflect the value the Human Resources and Compensation Committee considered when making LTI awards for 2014.

(1) Year-over-year change for Mr. Fanandakis is related primarily to an increase in his 2014 LTI grant value, bringing his target TDC closer to, but still below, market median.

CORPORATE GOVERNANCE

CORPORATE GOVERNANCE FACTS

Board and Governance Information

13	Size of Board(1)
12	Number of Independent Directors(2)
61	Average Age of Directors(3)
15	Board Meetings Held in 2014
	Annual Election of Directors
	Majority Voting For Directors
	Independent Lead Director
	Independent Directors Meet Without Management Present
	Director Stock Ownership Guidelines Hold until Retirement from Board
72	Mandatory Retirement Age for Directors
	Code of Business Conduct for Directors, Officers and Employees
	Stockholder Ability to Call Special Meetings (25% Threshold)
	Succession Planning and Implementation Process
	Comprehensive Sustainability Program

(1) The size of the Board will be 12 directors upon the retirement of Mr. Collomb under the Company's age 72 mandatory retirement policy, effective immediately prior to the Annual Meeting.

(2) The number of Independent Directors will be 11 upon the retirement of Mr. Collomb under the Company's age 72 mandatory retirement policy, effective immediately prior to the Annual Meeting.

(3) The average age of directors on the Board will be 60 upon the retirement of Mr. Collomb under the Company's age 72 mandatory retirement policy, effective immediately prior to the Annual Meeting.

GOVERNANCE OF THE COMPANY

Strong corporate governance is an integral part of DuPont's core values, and is part of the foundation for our sustainable growth mission. DuPont is committed to having sound corporate governance principles and practices. Within this section you will find information about our Board of Directors and our governance structure and processes. More information about our corporate governance principles, guidelines and practices and other related information can be found on our website at *www.dupont.com* under the "Investors" caption.

CORPORATE GOVERNANCE GUIDELINES

The DuPont Board of Directors Corporate Governance Guidelines form an important framework for the Board's corporate governance practices and assist the Board in carrying out its responsibilities. The Board reviews these guidelines periodically to consider the need for amendments or enhancements. Among other things, these guidelines delineate the Board's responsibilities, leadership structure, independence, qualifications, election, annual self-evaluation, and access to management and advisors.

We invite you to visit our website at *www.dupont.com*, under the "Investors" caption to review the following governance documents:

Corporate Governance Guidelines, including Guidelines for Determining the Independence of DuPont Directors

Charters for the following committees:

Audit Committee

Human Resources and Compensation Committee

Corporate Governance Committee

The Code of Business Conduct and Ethics for the DuPont Board of Directors; the Code of Ethics for the Chief Executive Officer, Chief Financial Officer and Controller; and the DuPont Code of Conduct

Bylaws

Political Contributions Policy and Report

Copies of these documents may also be obtained free of charge by writing to the Corporate Secretary.

BOARD LEADERSHIP STRUCTURE

The Board has determined that having the same person hold the Chair and chief executive officer ("CEO") positions is the best board leadership structure for DuPont at this time. The Board appreciates that any advantages gained by having a single CEO/Chair must be weighed against any associated independence concerns, and has implemented adequate safeguards to address such concerns. The Board has implemented a robust independent Lead Director structure that is consistent with the best industry practices, including Institutional Shareholder Services ("ISS"). This leadership structure provides DuPont with the benefit of a combined Chair/CEO balanced by a strong independent Lead Director. A.M. Cutler is our independent Lead Director.

Role of the Independent Lead Director

The independent Board members elect the independent Lead Director annually. The Lead Director serves for at least one year and has the following responsibilities:

chairs all meetings of the Board at which the Chair is not present, including executive sessions of the independent directors;

serves as liaison between the Chair and the independent directors;

reviews and approves information sent to the Board;

reviews and approves meeting agendas for the Board;

reviews and approves meeting schedules to assure that there is sufficient time for discussion of all agenda items;

has the authority to call meetings of the independent directors; and

if requested by major stockholders, ensures that he or she is available for consultation and direct communication.

Regularly scheduled Board meetings include a session of all directors and the CEO. Each director is an equal participant in each decision made by the full Board. In addition, the Board meets in regularly scheduled executive sessions without the participation of the CEO or other senior executives. We believe executive sessions promote frank and open discussions among nonmanagement directors.

All directors have access to DuPont's management. As necessary and appropriate, the Board and its committees may also retain outside legal, financial or other advisors.

Director Independence

Twelve of the Board's thirteen current directors are independent directors in accordance with the standards of independence of the NYSE and as described in the Corporate Governance Guidelines. The Governance Committee as well as the Board annually reviews relationships that directors may have with the Company to make a determination of whether there are any material relationships that would preclude a director from being independent.

All members of the Audit, Human Resources and Compensation and Governance Committees are independent directors under the Board's Corporate Governance Guidelines and applicable regulatory and listing standards. The Board and each committee undertake an annual self-evaluation of performance with a particular focus on overall effectiveness. The Governance Committee is responsible for overseeing the self-evaluation process. Through an annual process overseen and coordinated by the Human Resources and Compensation Committee, independent directors evaluate the CEO's performance and set the CEO's compensation.

BOARD'S ROLE IN THE OVERSIGHT OF RISK MANAGEMENT

The Board has an active role, directly and through the Board's committee structure, in the oversight of our risk management efforts. The Board has identified the key risks to be monitored by them on a recurring basis, and regularly reviews and discusses with members of management information regarding the Company's business disruption, economic, environmental, legal, process safety, regulatory, reputational, strategic, technological and other risks, their potential impact, and our risk mitigation efforts.

Each Board committee plays a key role in overseeing the management of risks that are within the committee's area of focus.

Board Committee	***Risk Management Oversight***
The Human Resources and Compensation Committee	responsible for overseeing the management of risks relating to the Company's executive compensation practices
Audit Committee	oversees management of accounting, auditing, external reporting and internal control risks
Corporate Governance Committee	addresses risks associated with director independence and potential conflicts of interest
Environmental Policy Committee	focuses on risks associated with emerging regulatory developments related to the environment
Science and Technology Committee	considers key research and development initiatives and the risks related to those programs

Although each committee is responsible for overseeing the management of certain risks, the full Board is regularly informed by its committees about these risks. This enables the Board and its committees to coordinate risk oversight and the relationships among the various risks.

COMMITTEES OF THE BOARD

Audit Committee

Responsibilities include:

Employs the Company's independent registered public accounting firm, subject to stockholder ratification, to audit the Company's Consolidated Financial Statements.

Pre-approves all services performed by the Company's independent registered public accounting firm.

Provides oversight on the external reporting process and the adequacy of the Company's internal controls.

Reviews effectiveness of the Company's systems, procedures and programs designed to promote and monitor compliance with applicable laws, regulations, and the Company's business conduct and ethics policies.

Reviews the scope of the audit activities of the independent registered public accounting firm and the Company's internal auditors and appraises audit efforts of both.

Reviews services provided by the Company's independent registered public accounting firm and other disclosed relationships as they bear on the independence of the Company's independent registered public accounting firm.

Establishes procedures for the receipt, retention and resolution of complaints regarding accounting, internal controls or auditing matters.

All members of the Audit Committee are independent directors under the Board's Corporate Governance Guidelines and applicable regulatory and listing standards. The Board has determined that all members of the Audit Committee (L. Andreotti, R. A. Brown, E. I. du Pont, J. L. Gallogly, U. M. Schneider, P. J. Ward and, prior to his resignation from the Board on February 5, 2015, R.H. Brown) are audit committee financial experts within the meaning of applicable Securities and Exchange Commission rules.

A Summary of the Audit Committee Policy on Pre-approval of Services Performed by the Independent Registered Public Accounting Firm is included as part of Proposal 2

Ratification of Independent Registered Public Accounting Firm in this Proxy Statement.

Human Resources and Compensation Committee

Responsibilities include:

Assesses current and future senior leadership talent, including assisting the Board in CEO succession planning.

Reviews and approves DuPont's programs for executive development, performance and skill evaluations.

Oversees the performance evaluation of the CEO based on input from other independent directors.

Recommends, for approval by the independent directors, CEO compensation.

Recommends and approves the principles guiding DuPont's executive compensation and benefits plans.

Reviews DuPont's incentive compensation arrangements to determine whether they encourage excessive risk-taking, and evaluates compensation policies and practices that could mitigate any such risk.

Works with management to develop the CD&A.

Considers the voting results of any say-on-pay or related stockholder proposals.

All members of the Human Resources and Compensation Committee are independent directors under the Board's Corporate Governance Guidelines and applicable regulatory and listing standards.

Corporate Governance Committee	Responsibilities include:
	Determines the qualifications, qualities, skills and other expertise required to be a director.
	Establishes the process for identifying and evaluating director nominees.
	Recommends to the Board nominees for election to the Board of Directors.
	Reviews and recommends to the Board committee structure, membership and leadership, including the independent Lead Director.
	Regularly reviews principles, policies and procedures affecting directors and the Board's operation and effectiveness.
	Provides oversight regarding DuPont's policies on political contributions and lobbying expenses.
	Oversees evaluation of the Board and its effectiveness.
	All members of the Corporate Governance Committee are independent directors under the Board's Corporate Governance Guidelines and applicable regulatory and listing standards.
Environmental Policy Committee	Responsibilities include:
	Reviews DuPont's environmental policies and practices.
	Provides support for our sustainable growth mission.
Science and Technology Committee	Responsibilities include:

Monitors state of science and technology capabilities within the Company.

Oversees the development of key technologies essential to DuPont's long-term success.

Committee Membership

The following chart shows the current committee membership and the number of meetings that each committee held in 2014.

Director	*Audit Committee*	*Human Resources and Compensation Committee*	*Corporate Governance Committee*	*Environmental Policy Committee*	*Science and Technology Committee*
Lamberto Andreotti	X				X
Edward D. Breen(1)		X		X	
Richard H. Brown(2)	X			X	
Robert A. Brown	X				C
Bertrand P. Collomb(4)			X	C	
Curtis J. Crawford(2)			X	X	
Alexander M. Cutler		X	C		
Eleuthère I. du Pont	C				X
James L. Gallogly(1)	X		X		
Marillyn A. Hewson		X	X		
Lois D. Juliber		C			X
Ellen J. Kullman					
Ulf M. Schneider(3)	X		X		
Lee M. Thomas		X		X	
Patrick J. Ward	X			X	
Number of Meetings in 2014	10	7	6	3	3

C = Chair

(1)
Messrs. Breen and Gallogly joined the Board on February 5, 2015.

(2)

Messrs. R.H. Brown and Crawford resigned from the Board on February 5, 2015.

(3) Mr. Schneider became a director in October 2014.

(4) Mr. Collomb is retiring effective immediately prior to the Annual Meeting under the Company's age 72 mandatory retirement policy.

Directors fulfill their responsibilities not only by attending Board and committee meetings but also through communication with the Chair and CEO and other members of management relative to matters of mutual interest and concern to the Company.

In 2014, fifteen (15) meetings of the Board were held. Each director attended at least 79% of the aggregate number of meetings of the Board and the committees of the Board on which the director served during his or her tenure as a director.

As provided in the Board's Corporate Governance Guidelines, directors are expected to attend the Company's Annual Meeting of Stockholders. Ten directors attended the 2014 Annual Meeting.

OTHER PRACTICES AND POLICIES

Review and Approval of Transactions with Related Persons

The Board of Directors has adopted written policies and procedures relating to the approval or ratification of "Related Person Transactions." Under the policies and procedures, the Governance Committee (or its Chair, under some circumstances) reviews the relevant facts of all proposed Related Person Transactions and either approves or disapproves of the entry into the Related Person Transaction, by taking into account, among other factors it deems appropriate:

the commercial reasonableness of the transaction;

the materiality of the Related Person's direct or indirect interest in the transaction;

whether the transaction may involve a conflict of interest, or the appearance of one;

whether the transaction was in the ordinary course of business; and

the impact of the transaction on the Related Person's independence under the Corporate Governance Guidelines and applicable regulatory and listing standards.

No director may participate in any discussion or approval of a Related Person Transaction for which he/she or any of his/her immediate family members is the Related Person. Related Person Transactions are approved or ratified only if they are determined to be in the best interests of DuPont and its stockholders.

If a Related Person Transaction that has not been previously approved or previously ratified is discovered, the Related Person Transaction will be presented to the Governance Committee for ratification. If the Governance Committee does not ratify the Related Person Transaction, then the Company either ensures all appropriate disclosures regarding the transaction are made or, if appropriate, takes all reasonable actions to attempt to terminate the Company's participation in the transaction.

Under DuPont's policies and procedures, a "Related Person Transaction" is generally any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships in which:

DuPont was, is or will be a participant;

the aggregate amount involved exceeds $120,000 in any fiscal year; and

any Related Person had, has or will have a direct or indirect material interest.

A "Related Person" is generally any person who is, or at any time since the beginning of DuPont's last fiscal year was:

a director or an executive officer of DuPont or a nominee to become a director of DuPont;

any person who is known to be the beneficial owner of more than five percent of any class of DuPont's outstanding Common Stock; or

any immediate family member of any of the persons mentioned above.

Certain Relationships and Related Transactions

As discussed above, the Governance Committee is charged with reviewing issues involving independence and all Related Person Transactions. DuPont and its subsidiaries purchase products and services from and/or sell products and services to companies of which certain of the directors and executive officers of DuPont, or their immediate family members, are employees. The Governance Committee and the Board have reviewed such transactions and relationships and do not consider the amounts involved in such transactions material. Such purchases from and sales to each company involve less than either $1,000,000 or two percent of the consolidated gross revenues of each of the purchaser and the seller and all such transactions are in the ordinary course of business. Some such transactions are continuing and it is anticipated that similar transactions will occur from time to time.

Restrictions on Certain Types of Transactions

The Company has a policy that prohibits directors and officers from engaging in the following types of transactions with respect to DuPont's stock: short-term trading; short sales; hedging transactions; margin accounts and pledging securities. This policy also strongly recommends that all other employees refrain from entering into these types of transactions.

Code of Business Conduct and Ethics

The Board has adopted a Code of Business Conduct and Ethics for Directors. In addition, the Company has a Code of Conduct applicable to all DuPont employees, including executive officers, and a Code of Ethics for the Chief Executive Officer, Chief Financial Officer and Controller.

Board's Consideration of Diversity

The Board does not have a formal policy with respect to diversity. However, the Board and the Governance Committee each believe that it is essential that the Board members represent diverse viewpoints, with a broad array of experiences, professions, skills, geographic representation and backgrounds, as well as diversity of race, gender, national origin and age, that, when considered as a group, provide a sufficient mix of perspectives to allow the Board to best fulfill its responsibilities to the long-term interests of our stockholders. For additional information regarding diversity, see our Corporate Governance Guidelines, under "Qualifications" and the Director Nomination Process at Appendix A.

Communications with the Board and Directors

Stockholders and other parties interested in communicating directly with the Board, Chair, Lead Director or other outside director may do so by writing in care of the Corporate Secretary, DuPont Company, 1007 Market Street, D-9058, Wilmington, DE 19898. The Board's independent directors have approved procedures for handling correspondence received by the Company and addressed to the Board, Chair, Lead Director or other outside director. Concerns relating to accounting, internal controls, auditing or ethical matters are immediately brought to the attention of DuPont's internal audit function and handled in accordance with procedures established by the Audit Committee with respect to such matters, which include an anonymous toll-free hotline (1-800-476-3016) and a website through which to report issues (*https://reportanissue.com/dupont/welcome*).

OFFICE OF THE CHIEF EXECUTIVE

The Office of the Chief Executive (OCE) has responsibility for the overall direction and operations of all of DuPont's businesses and broad corporate responsibility in such areas as corporate financial performance, environmental leadership and safety, development of global talent, research and development and global effectiveness. All members are executive officers.

SUSTAINABILITY AND CORPORATE CITIZENSHIP

We are driving a new era of sustainable growth as we continue to transform DuPont. We're building a higher value, sustainable growth company focused on providing solutions to large global issues. Our sustainability efforts create stockholder and societal value while reducing our environmental footprint along the value chains in which we operate.

We announced in 2013 that we had achieved our 2015 market-facing and footprint goals ahead of schedule. We continue to track our progress in key areas as we are working on a new set of goals appropriate for DuPont after the spin-off of Chemours. Our 2014 Sustainability Progress Report noted the following achievements by the end of 2013:

Reduced our greenhouse gas emissions by 19 percent and lowered our global water usage by 8 percent since 2004.

Produced an additional $2.5 billion in revenue from products that reduce greenhouse gas emissions and $12.8 billion in revenue from products based on non-depletable resources.

Reduced non-renewable energy intensity by 4.4% since 2010.

Invested $2.5 billion in research and development in global food security and introduced 1,700 new products since 2012.

We will continue to challenge ourselves with sustainability goals that create value for all of our stakeholders, and through our product innovation, business strategy, and operations we will meet them. Please visit our website *http://www.dupont.com/corporate-functions/our-approach/sustainability.html* to view our latest Sustainability Progress Report. For more about our Corporate Citizenship and Outreach programs visit *http://www.dupont.com/corporate-functions/our-company/outreach.html*.

Awards and Recognition

DuPont is proud to have been recognized on the following indices, lists and awards in 2014:

North America Dow Jones Sustainability Index (DJSI)

27 Companies that Changed the World: Fortune Magazine

FORTUNE Magazine World's Most Admired Companies

Working Mother Magazine 100 Best Companies

Top 50 companies for Executive Women

HRC Corporate Equality Index

Table of Contents

DIRECTORS' COMPENSATION

Nonemployee directors receive compensation for Board service, which is designed to fairly compensate them for their Board responsibilities and align their interests with the long-term interests of stockholders.

The Human Resources and Compensation Committee, which consists solely of independent directors, has the primary responsibility to review and consider any revisions to directors' compensation. The process for setting director pay is guided by the following principles:

DIRECTOR COMPENSATION PRINCIPLES

Transparency

The Human Resources and Compensation Committee reviews director compensation annually, and makes recommendations to the full Board, which approves changes to director pay.

Details of director compensation are disclosed in the proxy statement annually.

Fair and competitive compensation that aligns director behavior with the best interests of stockholders

A significant portion of the annual retainer is paid in restricted stock units ("RSUs"), which, with respect to grants made in 2012 and beyond, must be held until retirement. For grants prior to 2012, the restrictions lapse over a three-year period.

Stock Ownership Guidelines exist to encourage ownership. See Stock Ownership Guidelines for additional information.

DuPont's goal is to assure competitive levels of director pay, reflective of the significant time commitment expected, through a director compensation program built upon an annual retainer.

Directors must act in the best interests of the Company and its stockholders. DuPont's Stock Ownership Guidelines and use of RSUs support and reinforce this commitment.

Director compensation is monitored closely against market trends and external practices, as well as against changes at the peer group companies. "Market" and "peer group" are defined on page 45.

With the assistance of its independent compensation consultant, Frederic W. Cook & Co., Inc., the Human Resources and Compensation Committee closely monitors trends in director compensation in the marketplace. The chart below describes the compensation program for nonemployee directors for 2014:

Compensation Element	*2014*
Annual Retainer (Total)	$230,000
Cash Retainer	$100,000
Equity Retainer	$130,000 Delivered in the form of time-vested RSUs 1,940 RSUs granted on April 23, 2014; provide for dividend-equivalent units; restrictions lapse at separation from service; payable in stock
Annual Committee Chair Fee	Audit Committee Chair $25,000 Human Resources and Compensation Committee Chair $25,000 All Other Committee Chairs $20,000
Lead Director Fee	$30,000
Stock Ownership Guideline	Time-vested RSUs required to be held until retirement

DuPont does not pay meeting fees, but does pay for or reimburse directors for reasonable travel expenses related to attending Board, committee, educational and Company business meetings. The table below reflects details regarding total director compensation for 2014. E. J. Kullman, Chair and CEO, receives no additional compensation for her service as a director.

2014 DIRECTORS' COMPENSATION

Name	*Fees Earned or Paid in Cash*(1)	*Stock Awards*(2)	*Change in Pension Value and Nonqualified Deferred Compensation Earnings*(3)	*All Other Compensation*(4)	*Total*
L. Andreotti	$100,000	$130,640		$300	$230,940
R. H. Brown(5)	100,000	130,640		26,164	256,804
R. A. Brown	120,000	130,640		30,883	281,523
B. P. Collomb(6)	120,000	130,640		22,201	272,841
C. J. Crawford(5)	100,000	130,640	$7,495	26,987	265,122
A. M. Cutler	150,001	130,640		29,861	310,502
E. I. du Pont	125,000	130,640		33,527	289,167
M. A. Hewson	100,000	130,640		20,771	251,411
L. D. Juliber	125,000	130,640	11,278	21,080	287,998
U. M. Schneider	25,000	65,161		75	90,236
L. M. Thomas	100,000	130,640		300	230,940
P. J. Ward	100,000	130,640		300	230,940

(1) The term of office for directors who are elected at our Annual Meeting of Stockholders begins immediately following the election and ends upon the election of directors at the Annual Meeting held the following year. In addition to the annual cash retainer, the amount in this column includes lead director (A. M. Cutler) and committee chair fees (a full year for R. A. Brown, B. P. Collomb, A. M. Cutler, E. I. du Pont, and L. D. Juliber). U. M. Schneider joined our Board in October 2014 and his amount represents three months of the annual retainer.

(2) Represents the grant date fair value of the annual equity retainer, which was delivered in the form of 1,940 time-vested RSUs. For U. M. Schneider, the amount represents the grant date fair value of 950 RSUs issued in connection with his election to the Board in October 2014. The grant date fair values were computed in accordance with the Financial Accounting Standards Board Accounting Standards Codification Topic 718

Compensation Stock Compensation ("FASB ASC Topic 718").

Outstanding equity awards for individual directors are noted below:

Name	*Outstanding Stock Awards at December 31, 2014(a)*
L. Andreotti	6,967
R. H. Brown	7,347
R. A. Brown	7,347
B. P. Collomb	7,347
C. J. Crawford	7,347
A. M. Cutler	7,347
E. I. du Pont	7,347
M. A. Hewson	7,347
L. D. Juliber	7,347
U. M. Schneider	956
L. M. Thomas	7,347
P. J. Ward	3,078

(a)
Includes dividend-equivalent units. Does not include deferred units.

(3)
This column reports (i) the estimated change in the actuarial present value of a director's accumulated pension benefits under the Company's discontinued retirement income plan for nonemployee directors, and (ii) above-market earnings on nonqualified deferred compensation balances. The interest rate used to credit earnings on deferrals under the DuPont Stock Accumulation and Deferred Compensation Plan for Directors is the 30-year Treasury rate. For 2014, there were no above-market earnings on deferrals.

(4)
Includes Company-paid accidental death and disability insurance premiums ($300 per director) and accruals made in 2014 for nonemployee directors under the discontinued Director's Charitable Gift Plan. For more information on the Directors' Charitable Gift Plan, see the narrative discussion below. U. M. Schneider joined our Board in October 2014 and his amount represents three months of the annual insurance premium.

(5)

Messrs. R.H. Brown and Crawford resigned from the Board on February 5, 2015. They are expected to initially serve as consultants to Chemours, and then as directors of Chemours upon completion of the spin-off.

(6)

Mr. Collomb is retiring effective immediately prior to the Annual Meeting under the Company's age 72 mandatory retirement policy and is not standing for re-election.

Stock Ownership Guidelines

Our stock ownership guidelines require directors to hold until retirement all annual equity awards granted after 2011. Stock ownership guidelines prior to 2012 required each nonemployee director to hold DuPont Common Stock equal to a multiple of two times the full Annual Retainer. Directors had up to five years from date of election to achieve the required ownership.

Deferred Compensation

Under the DuPont Stock Accumulation and Deferred Compensation Plan for Directors, a director may defer all or part of the Board retainer and committee chair fees in cash or stock units until retirement as a director or until a specified year after retirement. Interest accrues on deferred cash payments and dividend equivalents accrue on deferred stock units. This deferred compensation is an unsecured obligation of the Company.

As part of the retention requirements, equity grants will be held until retirement. However, a director may defer payments beyond retirement.

Retirement Income Plan

DuPont's retirement income plan for nonemployee directors was discontinued in 1998. Nonemployee directors who began their service on the Board before the plan's elimination continue to be eligible to receive benefits under the plan. Upon retirement, annual benefits payable under the plan equal one-half of the annual Board retainer (up to $85,000 and exclusive of any committee compensation and stock, RSU or option grants) in effect at the director's retirement. Benefits are payable for the lesser of life or ten years.

Directors' Charitable Gift Plan

In October 2008, DuPont discontinued its Charitable Gift Plan with respect to future directors. The Directors' Charitable Gift Plan was established in 1993. After the death of a director, we will donate five consecutive annual installments of up to $200,000 each to tax-exempt educational institutions or charitable organizations recommended by the director and approved by DuPont.

A director is fully vested in the plan after five years of service as a director or upon death or disability. The plan is unfunded. DuPont does not purchase insurance policies to satisfy its obligations under the plan. The directors do not receive any personal financial or tax benefit from this program because any charitable, tax-deductible donations accrue solely to the benefit of the Company. Employee directors may participate in the plan if they make a required annual contribution.

Accidental Death and Disability Insurance

DuPont maintains $300,000 accidental death and disability insurance on nonemployee directors.

Table of Contents

Proposal 1 ELECTION OF DIRECTORS

Our Board's twelve nominees for election as directors are identified below. All of the Board's nominees are current members of the Board of Directors.

The Board has determined that, except for E. J. Kullman, Chair and CEO, each of the Board's nominees and each other person who served as director during 2014 is or was, independent within the independence requirements of the NYSE listing standards and in accordance with the Guidelines for Determining the Independence of DuPont Directors set forth in the Board's Corporate Governance Guidelines.

The Board knows of no reason why any of the Board's nominees would be unable to serve as a director. If any of the Board's nominees should for any reason become unable to serve, the shares represented by all valid proxies will be voted for the election of such other person as the Board may designate following recommendation by the Governance Committee, or the Board may reduce the number of directors to eliminate the vacancy.

The Board unanimously recommends using the enclosed WHITE proxy card to vote FOR each of the Board's twelve nominees for Director. Trian has provided DuPont with notice that it intends to nominate four nominees for election as directors at the Annual Meeting. As a result, the election of directors is considered a contested election as defined in the Company's Bylaws, and the twelve nominees receiving the largest pluralities of the votes cast will be elected.

The Board unanimously recommends that you disregard any proxy card that may be sent to you by Trian. Voting AGAINST Trian's nominees on its proxy card is NOT the same as voting FOR our Board's nominees, because a vote against Trian's nominees on its proxy card will revoke any previous proxy submitted by you. If you have already voted using a proxy card sent to you by Trian, you have every right to change it and we urge you to revoke that proxy by voting in favor of our Board's nominees by using the enclosed WHITE proxy card. Only the latest validly executed proxy that you submit will be counted.

DIRECTOR SKILLS AND QUALIFICATIONS

Directors are selected for their integrity and character; sound, independent judgment; breadth of experience, insight and knowledge; business acumen; and significant professional accomplishment. Leadership skills, scientific or technological expertise, familiarity with issues affecting global businesses in diverse industries, prior government service, and diversity are among the relevant criteria, which will vary over time depending on the needs of the Board. Additionally, directors are expected to be willing and able to devote the necessary time, energy and attention to assure diligent performance of their responsibility. For additional information, see our Board's Corporate Governance Guidelines describing qualifications for directors.

When considering candidates for nomination, the Governance Committee takes into account these factors to assure that new directors have the highest personal and professional integrity, have demonstrated exceptional ability and judgment and will be most effective, in conjunction with other directors, in serving the long-term interest of all stockholders. The Governance Committee will not nominate for election as a director a partner, member, managing director, executive officer or principal of any entity that provides accounting, consulting, legal, investment banking or financial advisory services to the Company. The evaluation process does not vary based on whether or not a candidate is recommended by a stockholder.

Messrs. Breen and Gallogly were identified by Board members and advisors to the Company and vetted through the use of a third party search firm. After a period of consultation, the Committee recommended the nomination of Messrs. Breen and Gallogly to the Board who subsequently unanimously approved their nominations. All of the Board's nominees, including Messrs. Breen and Gallogly, have been interviewed by members of the Governance Committee prior to their nomination to the Board.

In connection with Trian's nomination notice, members of the Governance Committee, including Mr. Cutler and Ms. Hewson, interviewed each of the Trian nominees. Ms. Kullman participated in the interviews with respect to all Trian nominees other than Mr. Peltz, with whom she had spoken on numerous occasions.

OUR DIRECTOR NOMINEES

The following material contains information concerning the Board's nominees, including their period of service as a director, their recent employment, other directorships, including those held during the past five years with a public company or registered investment company, and age as of the 2015 Annual Meeting.

In addition to the information set forth below, Appendix C sets forth information relating to our directors, nominees for directors and certain of our officers and employees who may be considered "participants" in our solicitation under the applicable Securities and Exchange Commission rules by reason of their position as directors of the Company, as nominees for directors or because they may be soliciting proxies on our behalf.

The Board unanimously recommends using the enclosed WHITE proxy card to vote FOR each of the Board's twelve nominees for Director. Trian has provided DuPont with notice that it intends to nominate four nominees for election as directors at the Annual Meeting. As a result, the election of directors is considered a contested election as defined in the Company's Bylaws, and the twelve nominees receiving the largest pluralities of the votes cast will be elected.

The Board unanimously recommends that you disregard any proxy card that may be sent to you by Trian. Voting AGAINST Trian's nominees on its proxy card is not the same as voting FOR our Board's nominees, because a vote against Trian's nominees on its proxy card will revoke any previous proxy submitted by you. If you have already voted using a proxy card sent to you by Trian, you have every right to change it and we urge you to revoke that proxy by voting in favor of our Board's nominees by using the enclosed WHITE proxy card. Only the latest validly executed proxy that you submit will be counted.

LAMBERTO ANDREOTTI

Age 64
Director since April 2012

Chief Executive Officer, since May 2010, of Bristol-Myers Squibb Company, a global biopharmaceutical company

He formerly served as chief operating officer from March 2008 to May 2010, and executive vice president of Bristol-Myers Squibb and president of Worldwide Pharmaceuticals, a division of Bristol-Myers Squibb, from September 2005 until March 2008. Mr. Andreotti is also on the board of directors for Bristol-Myers Squibb (since 2009). He has also held roles with other pharmaceutical companies, including Farmitalia Carlo Erba and Pharmacia. Mr. Andreotti serves on the board of directors of PhRMA Pharmaceutical and Research Manufacturers of America. He formerly served as a Vice Chairman of Mead-Johnson Nutrition Company (2009).

Skills and Expertise

As Chief Executive Officer of Bristol-Myers Squibb, Mr. Andreotti has a strong track record of leading a science and technology-based corporation and offers significant insight to the Board in the areas of innovation, global business, corporate governance and investor relations. He also provides the Board with a broad perspective on human resources, finance, marketing and government relations from his experience in various senior leadership roles with Bristol-Myers Squibb.

EDWARD D. BREEN

Chairman, since July 2002, and former Chief Executive Officer, from July 2002 to September 2012, of Tyco International plc, a leading global provider of security products and services, fire detection and suppression products and services and life safety products

Prior to joining Tyco, Mr. Breen held senior management positions at Motorola, including as President and Chief Operating Officer, and General Instrument Corporation, including as Chairman, President and Chief Executive Officer. Mr. Breen was a director of McLeod USA Incorporated (2001 to 2005) and Comcast Corporation (2005 to 2011 and since 2014). Mr. Breen is a member of the Advisory Board of New Mountain Capital LLC, a private equity firm.

Age: 59
Director since February 2015

Skills and Expertise

As a Chair and former CEO of Tyco, Mr. Breen brings valuable global business, portfolio assessment, business transformation, executive leadership and finance background to the Board.

ROBERT A. BROWN

Age 63
Director since 2007

President of Boston University since September 2005

He previously was provost and professor of chemical engineering at the Massachusetts Institute of Technology from July 1998 through July 2005. Dr. Brown is a member of the National Academy of Sciences, the American Academy of Arts and Sciences, the National Academy of Engineering and a former member of the President's Council of Advisors on Science and Technology. He is a trustee of the University Research Association, and is a member of the Council on Competitiveness. Dr. Brown is chairman of the Academic Research Council of the Ministry of Education of the Republic of Singapore, and also serves on the Research Innovation and Enterprise Council chaired by the Prime Minister of Singapore.

Skills and Expertise

With his science and engineering background and from his positions at Boston University and the Massachusetts Institute of Technology, Dr. Brown provides the Board with an invaluable science and technology perspective combined with senior management capabilities.

ALEXANDER M. CUTLER

Age 63
Director since 2008

Chairman and Chief Executive Officer, since 2000, of Eaton, a global diversified industrial manufacturer

He formerly served as Eaton's president and chief operating officer, executive vice president and chief operating officer-Controls and executive vice president-Operations. He serves on the boards of KeyCorp (since 2000), The Greater Cleveland Partnership, United Way Services of Greater Cleveland, and the Musical Arts Association. He is also a member of the Executive Committee of the Business Roundtable and a member of The Business Council.

Skills and Expertise

As Chair and chief executive officer of Eaton, Mr. Cutler gives the Board a wealth of global business management, finance, investor relations, marketing and supply chain and logistics experience in a multinational manufacturing company. Through his other board roles and his past position as Chair of The Business Roundtable Corporate Governance Committee, Mr. Cutler also provides the Board with important insights in the areas of corporate governance and government relations.

ELEUTHÈRE I. DU PONT

Age 49
Director since 2006

President, since 2008, of the Longwood Foundation, a private foundation principally supporting charitable organizations

He served as senior vice president, operations and chief financial officer of drugstore.com, a leading online provider of health, beauty, vision and pharmacy products from 2007 through 2008. Prior to that, Mr. du Pont served as president and chief financial officer of Wawa, Inc., a chain of food markets in the mid-Atlantic region with sales of $5 billion. He also serves on the boards of WSFS Financial Corporation (since 2013) and Burris Logistics (since 2014).

Skills and Expertise

From his experiences as president, chief financial officer and director, Mr. du Pont brings to the Board expertise on corporate governance, accounting, finance, human resources, information technology, investment management, investor relations and procurement. He also brings a unique perspective from his roles leading safety, supply chain and operations.

JAMES L. GALLOGLY

Age 62
Director since February 2015

Former Chairman of the Management Board (2010-2015) and CEO (2009-2015), LyondellBasell Industries N.V., a premier plastics, chemicals and refining company

Prior to joining LyondellBasell, Mr. Gallogly held senior management positions at ConocoPhillips, including as Executive Vice President of Exploration and Production, and Chevron Phillips Chemical Company LLC, including as President and Chief Executive Officer. Mr. Gallogly is a member of the University of Oklahoma College of Engineering Board of Visitors, the University of Colorado Engineering Advisory Council and the University Cancer Foundation Board of Visitors at the University of Texas M.D. Anderson Cancer Center. Mr. Gallogly also presides as Chairman of Junior Achievement of Southeast Texas.

Skills and Expertise

From his roles as Chair and CEO at LyondellBasell and other public company executive roles, Mr. Gallogly adds to the Board strong capital market, environmental management, global business, and portfolio assessment and business transformation experience.

MARILLYN A. HEWSON

Age 61
Director since 2007

Chairman, President and Chief Executive Officer since January 2014 of Lockheed Martin Corporation, a global security and aerospace company principally engaged in the research, design, development, manufacture, integration and sustainment of advanced technology systems, products and services

She was CEO and President of Lockheed Martin from January to December 2013 and served as director since 2012. Having served 32 years at Lockheed Martin, she has previously held the positions of President and Chief Operating Officer from November 2012 to December 2012; Executive Vice President of Electronic Systems from 2010 to 2012; President of Systems Integration from 2008 to 2009; Executive Vice President of Global Sustainment for Aeronautics from 2007 to 2008. Ms. Hewson previously chaired the Sandia Corporation's Board of Directors from 2010 to 2013. She serves on the President's Export Council, is Vice Chairman of the Aerospace Industries Association, an Associate Fellow of the American Institute of Aeronautics and Astronautics, and a member of the Business Roundtable and the Business Council. She serves on the Board of Directors of the Congressional Medal of Honor Foundation, the Board of Governors of the USO, the Board of the National Geographic Education Foundation, the Board of Catalyst and the Board of Visitors of the University of Alabama's Culverhouse College of Commerce and Business Administration.

Skills and Expertise

Through experience gained in leadership roles and as chairman and chief executive of Lockheed Martin, Ms. Hewson provides the Board broad insight and knowledge on global business management, human resources, finance, supply chain, leveraged services and systems, internal audit and government contracting. In addition, Ms. Hewson offers expertise in government relations.

LOIS D. JULIBER

Age 66
Director since 1995

Retired Vice Chairman, a position she held from October 2004 to March 2005, of Colgate-Palmolive Company, the principal business of which is the production and marketing of consumer products

She was chief operating officer of Colgate-Palmolive from 2000 to 2004. She formerly served as executive vice president-Developed Markets, president, Colgate-Palmolive North America and chief technology officer of Colgate-Palmolive. Ms. Juliber is a director of Mondelez International, formerly Kraft Foods Inc. (since 2007). She also serves as Chairman of the MasterCard Foundation, a Trustee Emeritae of Wellesley College and a member of the President's Council at Olin College. Ms. Juliber formerly served as a director of Goldman Sachs (2004-2012).

Skills and Expertise

As the former Vice Chairman, Chief Operating Officer and Chief Technology Officer of Colgate Palmolive, one of the world's top science-driven consumer products companies, Ms. Juliber brings to the Board deep and broad experience leading and profitably growing global businesses. Her expertise in marketing, R&D / product development, supply chain management, information technology, human resource development and business development strongly complements DuPont's strategic priorities. In addition, she has extensive experience growing U.S.-based businesses in emerging markets such as China and India. With over 20 years of corporate and not-for-profit Board experience, Ms. Juliber also provides unique insight in governance, audit and compensation issues.

ELLEN J. KULLMAN

Age 59
Director since 2008

Chair, since December 2009, and Chief Executive Officer of DuPont since January 2009

She served as president of DuPont from October 2008 to December 2008. From June 2006 through September 2008, she served as executive vice president. Prior to that, Mrs. Kullman was group vice president-DuPont Safety & Protection. She is chair of the US-China Business Council, and a member of the US-India CEO Forum, and the executive committee of the Business Council. She is also a member of the board of directors of Catalyst and the board of directors of Change the Equation. She is a member of the National Academy of Engineering and co-chair of its Committee on Changing the Conversation: From Research to Action. Mrs. Kullman is a director of United Technologies Corporation (since 2011). She is a member of the board of trustees of Tufts University and serves on the board of overseers at Tufts University School of Engineering.

Skills and Expertise

As Chief Executive Officer of DuPont, Mrs. Kullman is best suited to ensure that critical business issues are brought before the Board, enhancing the Board's ability to consider, evaluate and maintain oversight over business strategies and DuPont's risk management efforts. The Board believes that the Company is typically best served by combining the role of Chair and Chief Executive Officer. For a discussion of the Board's leadership structure, refer to page 16 of this Proxy Statement.

ULF M. ("MARK") SCHNEIDER

Age 49
Director since 2014

President and Chief Executive Officer (since May 2003) of Fresenius Group, a global health care company

He served as chief financial officer of Fresenius Medical Care, a Fresenius Group company from November 2001, when he joined Fresenius, to May 2003. Previously, he was Group Finance Director for Gehe UK plc, a pharmaceutical wholesale and retail distributor. He also held several senior executive positions since 1989 with Gehe's majority shareholder, Franz Haniel & Cie. GmbH, a diversified German multinational company. Mr. Schneider is also a member of the board of directors of Fresenius Medical Care (since 2003).

Skills and Expertise

With over thirteen years of experience as CFO and CEO of two large publicly traded companies, Mr. Schneider brings a depth of experience in finance and accounting, corporate governance, global business and capital markets, business transformation, new business development, investor relations and science and technology.

LEE M. THOMAS

Age 70
Director since 2011

Retired chairman (June 2007 May 2012) and chief executive officer (March 2007 December 2011), of Rayonier Inc., a global forest products company

He was also president of Rayonier from March 2007 through August 2010. Previously, Mr. Thomas was president and chief operating officer of Georgia-Pacific Corp. Prior to joining Georgia-Pacific, he was chairman/CEO of Law Companies Environmental Group Inc., and administrator of the U.S. Environmental Protection Agency. Mr. Thomas also serves on the boards of Airgas Inc. (since 1998), the Regal Entertainment Group (since 2006) and the World Resources Institute.

Skills and Expertise

From his experiences as president/CEO of two public companies, Mr. Thomas provides the Board with a deep understanding of corporate governance, finance, global business and investor relations. He also offers the Board key insights on government relations and environmental management from his tenure as administrator of the Environmental Protection Agency and his senior leadership roles. He brings to the Board valuable organizational management skills through his experiences as an independent consultant and as CEO of a consulting firm.

PATRICK J. WARD

Age 51
Director since 2013

Chief Financial Officer, since May 2008, of Cummins Inc., a global power leader that designs, manufactures, distributes and services engines and related technologies.

He has held a broad range of financial leadership positions since joining Cummins in 1987, including serving as vice president, engine business controller, and executive director, power generation business controller.

Skills and Expertise

From his experiences as Chief Financial Officer and in management of a global public company, Mr. Ward brings a depth of experience in management, financial reporting, global business, capital markets, investment management, investor relations and public accounting and finance.

PROPOSAL 1:

ELECTION OF DIRECTORS

The Board of Directors recommends that you vote "FOR" all twelve director nominees

Please cast your vote for these twelve director nominees following the instructions on your proxy card, via the internet or over the phone.

AUDIT COMMITTEE REPORT

The Audit Committee of the Board of Directors (the "Committee") assists the Board in fulfilling its oversight responsibilities with respect to the external reporting process and the adequacy of the Company's internal controls. Specific responsibilities of the committee are set forth in the Audit Committee Charter adopted by the Board and last amended effective March 3, 2015. The Charter is available on the Company's website (*www.dupont.com*) under Investors   Corporate Governance.

The Committee is comprised of six directors, all of whom meet the standards of independence adopted by the NYSE and the Securities and Exchange Commission. Subject to stockholder ratification, the Committee appoints the Company's independent registered public accounting firm. The Committee approves in advance all services to be performed by the Company's independent registered public accounting firm in accordance with the Committee's Policy on Pre-approval of Services Performed by the Independent Registered Public Accounting Firm. A summary of the Policy is included with this Proxy Statement as part of the proposal seeking ratification of the independent registered public accounting firm.

Management is responsible for the Company's financial statements and reporting process, for establishing and maintaining an adequate system of internal control over financial reporting, and for assessing the effectiveness of the Company's internal control over financial reporting. PricewaterhouseCoopers LLP ("PwC"), the Company's independent registered public accounting firm, is responsible for auditing the Company's Consolidated Financial Statements and for assessing the effectiveness of internal control over financial reporting. The Committee has reviewed and discussed the Company's 2014 Annual Report on Form 10-K, including the audited Consolidated Financial Statements of the Company and Management's Report on Internal Control over Financial Reporting, for the year ended December 31, 2014 with management and representatives of PwC.

The Committee has also discussed with PwC matters required to be discussed by Statement on Auditing Standards No. 61, as amended (Communications with Audit Committees), and as adopted by the Public Company Accounting Oversight Board ("PCAOB"). The Committee has received from PwC the letter and written disclosures that are required by applicable requirements of the PCAOB regarding the independent accountant's communications with the Committee concerning independence and has discussed with PwC its independence.

The Committee has considered whether the provision to the Company by PwC of limited non-audit services is compatible with maintaining the independence of PwC. The Committee has satisfied itself as to the independence of PwC.

Based on the Committee's review of the audited Consolidated Financial Statements of the Company, and on the Committee's discussions with management of the Company and with PwC, the Committee recommended to the Board of Directors that the audited Consolidated Financial Statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2014.

AUDIT COMMITTEE[1]

Eleuthère I. du Pont, Chair
Lamberto Andreotti
Robert A. Brown
Patrick J. Ward

(1) At the time of the Audit Committees' determination, Mr. R. H. Brown had resigned from the Board and Messrs. Gallogly and Schneider had yet to be appointed to the Audit Committee.

Table of Contents

Proposal 2 RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Article III, Section 4, of the Bylaws provides that it shall be the duty of the Audit Committee to employ, subject to stockholder ratification at each annual meeting, independent public accountants to audit the books of account, accounting procedures and financial statements of the Company for the year and to perform such other duties as prescribed from time to time by the Audit Committee. On April 23, 2014, the stockholders ratified the appointment by the Audit Committee of PricewaterhouseCoopers LLP (PwC) to perform the functions assigned to it in accordance with the Bylaws.

PwC, an independent registered public accounting firm, has served as the Company's independent accountants continuously since 1954. The Audit Committee believes that the knowledge of the Company's business PwC has gained through this period of service is valuable. While from time to time, the Audit Committee considers whether there should be a rotation of the independent registered public accounting firm in order to assure continuing auditor independence, it and the Board believe that the continued retention of PwC is in the best interests of the Company and its investors.

Pursuant to the SEC rules, the lead partner must be rotated after five years giving the Company the benefit of new thinking and approaches. The Audit Committee and its chairperson are involved in the selection of the lead partner.

To assure that the audit and non-audit services performed by the independent registered public accounting firm do not impair its independence in appearance and/or fact, the Audit Committee has established policies and procedures requiring its pre-approval of all such services and associated fees.

The independent registered public accounting firm submits a report annually regarding the audit, audit-related, tax and other services it expects to render in the following year and the associated, forecasted fees to the Audit Committee for its approval. Audit services include the audit of the Company's Consolidated Financial Statements, separate audits of its subsidiaries, services associated with regulatory filings and attestation services regarding the effectiveness of the Company's internal controls over financial reporting. Audit-related services are assurance services that are reasonably related to the audit of the Company's Consolidated Financial Statements or services traditionally provided by the independent registered public accounting firm. Audit-related services include employee benefit plan audits; audits of carve-out financial statements related to divestitures; due diligence services regarding potential acquisitions or dispositions, including tax-related due diligence; and agreed-upon or expanded audit procedures related to regulatory requirements. Tax services include selected non-U.S. tax compliance services, advice and recommendation with respect to issues such as tax audits and appeals, restructurings, mergers and acquisitions, and assistance regarding appropriate handling of items on the returns, required disclosures, elections and filing positions available to the Company. Other services include non-financial attestation, assessment and advisory services.

If a service has not been included in the annual pre-approval process, it must be specifically pre-approved by the Audit Committee. In situations where the cost of services is likely to exceed the approved fees, excluding the impact of currency, specific pre-approval is required. Requests for specific pre-approvals will be considered by the full Audit Committee. If that is not practical, then the Chair may grant specific pre-approvals when the estimated cost for the service or the increase in fees for a previously pre- approved service does not exceed $500,000. Any such pre-approvals are reported to the full Audit Committee at its next meeting.

Table of Contents

The Audit Committee pre-approved all services rendered by and associated fees paid to PwC for fiscal years 2014 and 2013. These are shown by category in the following table.

	2014 (in millions)	***2013 (in millions)***
Audit Fees	$15.0	$15.1
Audit-Related Fees[1]	14.2	3.9
Tax Fees	0.6	2.2
All Other Fees[2]	9.3	0.1
TOTAL	39.1	21.3

(1) The Company intends to spin-off its Performance Chemicals segment in mid-2015, subject to customary closing conditions. The increase in Audit-Related Fees in 2014 is primarily attributable to the audit of the historical combined financial statements of the Performance Chemicals business in connection with the proposed spin-off.

(2) The increase in All Other Fees in 2014 is primarily attributable to supply chain consulting services provided by Booz and Co., which was acquired by PwC in March of 2014. In 2012 the Company retained Booz and Co. in connection with the Company's strategic review of its end-to-end supply chains ("E2E"). At the time of the acquisition, Booz and Co. was actively involved in E2E projects. The Audit Committee pre-approved using Booz and Co. to complete the E2E work because the knowledge spillover from prior E2E work enhanced Booz and Co.'s effectiveness and efficiency.

Subject to ratification by the holders of DuPont Common Stock, the Audit Committee has reemployed PwC as the independent registered public accounting firm to audit the Company's Consolidated Financial Statements for the year 2015 and to render other services as required of them. The Audit Committee actively oversees the fee negotiations and approves the fees associated with the reemployment of PwC. Representatives of PwC are expected to be present at the meeting and will have an opportunity to address the meeting and respond to appropriate questions.

PROPOSAL 2:

RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors recommends that you vote "FOR" the following resolution:

RESOLVED: That the action of the Audit Committee in employing PricewaterhouseCoopers LLP as the independent registered public accounting firm for the year 2015 to perform the functions assigned to it in accordance with Article III, Section 4, of the Bylaws of E. I. du Pont de Nemours and Company hereby is ratified.

Table of Contents

OWNERSHIP OF COMPANY STOCK

As of February 19, 2015, set forth below is certain information concerning beneficial owners known to DuPont of more than five percent of DuPont's outstanding Common Stock:

Name and Address of Beneficial Owner	*Number of Shares Beneficially Owned*	*Percent of Shares Outstanding*
Blackrock, Inc. 55 East 52nd Street New York, NY 10022	57,240,194(1)	6.30(1)
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	50,112,269(2)	5.53(2)

(1) Based solely on a Schedule 13G/A filed with the Securities and Exchange Commission on February 9, 2015, Blackrock, Inc. reported that it has sole voting power with respect to 47,600,976 shares and sole dispositive power with respect to 57,240,194 shares as of December 31, 2014.

(2) Based solely on a Schedule 13G/A filed with the Securities and Exchange Commission on February 11, 2015, The Vanguard Group reported it has sole voting power with respect to 1,573,045 shares, sole dispositive power with respect to 48,621,621 shares, and shared dispositive power with respect to 1,490,648 shares as of December 31, 2014.

Table of Contents

SECURITY OWNERSHIP BY DIRECTORS AND EXECUTIVE OFFICERS

The following table includes shares of DuPont Common Stock beneficially owned by each director, by each of the Board's nominees, by each executive officer named in the 2014 Summary Compensation Table and by all directors and executive officers as a group as of February 23, 2015. Under rules of the Securities and Exchange Commission, "beneficial ownership" includes shares for which the individual, directly or indirectly, has or shares voting or investment power, whether or not the shares are held for the individual's benefit.

	Amount and Nature of Beneficial Ownership (Number of Shares)			
Name	***Direct*[1]**	***Indirect*[2]**	***Right to Acquire*[3]**	***Percent of Class***
L. Andreotti	0	0	6,968	*
E. D. Breen[4]	13,000	0	0	*
R. H. Brown[5]	0	0	52,030	*
R. A. Brown	0	110	22,926	*
B. P. Collomb[6]	16,440	0	7,347	*
C. J. Crawford[5]	150	235	43,170	*
A. M. Cutler	5,000	0	42,554	*
E. I. du Pont	769	1,601	23,878	*
J. L. Gallogly[4]	3,000	0	0	*
M. A. Hewson	2,896	0	32,850	*
L. D. Juliber	0	600	60,202	*
E. J. Kullman	293,777	9,745	756,933	*
U. M. Schneider	0	0	956	*
L. M. Thomas	6,254	2,000	7,347	*
P. J. Ward	0	0	3,078	*
J. C. Borel	99,302	12,727	206,495	*
T. M. Connelly, Jr.	60,461	29,044	406,359	*
N. C. Fanandakis	102,771	0	155,534	*
M. P. Vergnano	111,094	0	111,986	*

Directors and Executive Officers as a Group	770,221	56,062	2,128,199	*

* Less than one percent.

(1) These shares are held individually or jointly with others, or in the name of a bank, broker or nominee for the individual's account.

(2) This column includes other shares over which directors and executive officers have or share voting or investment power, including shares directly owned by certain relatives with whom they are presumed to share voting and/or investment power, and shares held under the RSP.

(3) This column includes shares which directors and executive officers had a right to acquire beneficial ownership of within 60 days from February 23, 2015, through the exercise of stock options or through the conversion of RSUs or deferred stock units granted or held under DuPont's equity-based compensation plans.

(4) Messrs. Breen and Gallogly joined the Board on February 5, 2015.

(5) Messrs. R.H. Brown and Crawford resigned from the Board on February 5, 2015.

(6) Mr. Collomb is retiring effective immediately prior to the Annual Meeting and is not standing for re-election

Section 16(a) Beneficial Ownership Reporting Compliance

Directors and executive officers are required to file reports of ownership and changes in ownership of DuPont Common Stock with the Securities and Exchange Commission. Based on our review of copies of reports we have received, and written representations received from our directors and executive officers with respect to

Table of Contents

filing of reports on Forms 3, 4 and 5, we believe that during 2014 all such required reports were filed on a timely basis.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

No individual who served on the Human Resources and Compensation Committee in 2014 was at any time during the year an officer or employee of DuPont or any of its subsidiaries nor was any such person a former officer of DuPont or any of its subsidiaries. No individual who served on the Human Resources and Compensation Committee in 2014 had any relationship requiring disclosure under the Securities and Exchange Commission's rules for disclosure of related party transactions. In addition, no member of the Board of Directors is an executive officer of another entity at which one of DuPont's executive officers serves on the board of directors.

COMPENSATION COMMITTEE REPORT

The Human Resources and Compensation Committee (the "Compensation Committee") of the Board of Directors has reviewed the Compensation Discussion and Analysis ("CD&A") section included in this Proxy Statement.

The Compensation Committee has also reviewed and discussed the CD&A with management.

Based on this review and discussion, the Compensation Committee recommended to the Board of Directors that the CD&A be included in DuPont's Annual Report on Form 10-K for the year ended December 31, 2014 and in this Proxy Statement.

The members of the Compensation Committee of the Board of Directors have provided this report.

HUMAN RESOURCES AND COMPENSATION COMMITTEE
Lois D. Juliber, Chair
Alexander M. Cutler
Marillyn A. Hewson
Lee M. Thomas

Table of Contents

COMPENSATION DISCUSSION AND ANALYSIS

In this section, we review the objectives and elements of DuPont's executive compensation program and discuss and analyze the 2014 compensation decisions regarding our Named Executive Officers ("NEOs"):

Ellen J. Kullman, *Chair and Chief Executive Officer*

Nicholas C. Fanandakis, *Executive Vice President and Chief Financial Officer*

Thomas M. Connelly, Jr., *Executive Vice President and Chief Innovation Officer (retired on December 31, 2014)*

Mark P. Vergnano, *Executive Vice President*

James C. Borel, *Executive Vice President*

COMPENSATION DISCUSSION AND ANALYSIS ("CD&A") TABLE OF CONTENTS

EXECUTIVE SUMMARY

DuPont is a science company. We work collaboratively to find sustainable, innovative, market-driven solutions to meet some of the world's biggest challenges, making lives better, safer and healthier for people everywhere.

We design our executive compensation programs to attract, motivate, reward and retain the high-quality executives necessary for Company leadership and accomplishment of our strategies.

Our compensation programs are designed and administered to follow these core principles:

Establish a strong link between pay and performance

Align executives' interests with stockholders' interests

Reinforce business strategies and drive long-term sustained stockholder value

We regularly review best practices in governance and executive compensation to ensure that our programs align with our core principles. Here are some of the compensation practices we follow:

2014 COMPENSATION PRACTICES AND POLICIES

What We Do	Use performance metrics to align pay with performance Balance short- and long-term incentives using multiple performance metrics Put caps on incentive compensation Set rigorous stock ownership requirements for NEOs (values equal to a target multiple of base salary) Implement a compensation recovery policy (clawbacks) Employ an independent compensation consultant to review and advise on executive compensation Use tally sheets Regularly review the Human Resources and Compensation Committee (the "Committee") Charter to ensure best practices and priorities
What We Don't Do	Enter into employment agreements Sign severance agreements except in the event of a change in control (double trigger) or limited-duration agreements for newly hired executives when there is a demonstrated business need Establish or allow excessive compensation practices that encourage excessively risky business decisions Allow short sales, hedging, margin accounts, or securities pledging of DuPont stock Reload, reprice, or backdate stock options Grant stock options with an exercise price less than fair market value Tax gross-ups on benefits and perquisites (except for mobility benefits) Pay dividends on unvested or unearned performance share units

CLEAR STRATEGY > STRONGER COMPANY > SUPERIOR RETURN TO STOCKHOLDERS

DuPont's higher-growth and higher-value strategy includes strengthening our world-leading position in three strategic areas:

Agriculture & Nutrition: Extend our leadership position across the high-value, science-driven segments of the agriculture-to-food value chains.

Bio-Based Industrials: Build transformational new businesses based on our world-leading biotechnology capabilities.

Advanced Materials: Strengthen and grow our leading position in differentiated, high-value materials businesses by leveraging new technologies.

To deliver on these strategies, we have been relentless in the pursuit of the fundamentals, three operational priorities that guide our day-to-day activities innovating and further increasing our return on research and development, leveraging our global reach, especially in fast growing markets, and maintaining a cadence that demands strong execution and ongoing productivity gains. By leveraging our integrated capabilities in biology, chemistry, materials science and engineering, we can deliver faster, better, even transformational solutions, to our customers. This unique combination, together with our proven R&D engine, global reach and market penetration, creates distinctive competitive advantages for DuPont.

Our Performance in 2014

In 2014, DuPont continued to make progress against its strategic plan, overcoming significant market and macroeconomic challenges by taking decisive actions across the Company and delivering volume, margin, and earnings growth in the majority of our segments. These actions included ongoing portfolio refinement, the continued implementation of our organizational redesign and related cost reductions, and innovative new product launches.

Portfolio Refinement

Portfolio changes reduced our top line by 2% but these actions were the right strategic choices for our stockholders and allowed us to reduce cyclicality and focus on building a higher-growth, higher-value company for stockholders. Our stronger and optimized portfolio will allow us to fully leverage our advantaged science and to advance our strategic priorities. The spin-off of The Chemours Company, our Performance Chemicals segment, remains on track for completion in mid-2015.

Redesign Initiative

We have announced the $1.3 billion cost redesign initiative to optimize effectiveness and efficiency post-separation of Performance Chemicals. The redesign initiative will help improve organizational agility, redesign, simplify and standardize company-wide processes, and align the new operating model with the refined portfolio. The Company expects to achieve annual run-rate savings of approximately $1 billion and $1.3 billion by the end of 2015 and 2017, respectively, and continues to look for additional savings. In 2014, savings from the redesign initiative contributed $0.07 per share to operating earnings. The actions taken will enable DuPont to continue its focus on three strategic priorities.

Innovation

Our innovation system delivered important new products across our strategic priorities. Excluding Performance Chemicals, new products introduced in the past 4 years delivered 32% of sales in 2014. DuPont's scientific power was evident as we had another strong year of new-product introductions, and we received about 1,040 U. S. Patent grants. DuPont also advanced its strong positions in growth markets, and continued to redeploy capital and resources into targeted, science-based growth opportunities. We were again successful by achieving greater-than-targeted productivity gains through streamlining and lowering of our cost structure and working capital levels.

Financial Highlights

Net sales were down 3% to $34.7 billion due to overall weakness in agriculture sector and negative currency impacts. Through volume, margin, and earnings growth across the majority of our operating segments, we grew 2014 operating earnings per share ("EPS")(1) to $4.01 per share, an improvement of 3.0% from 2013 despite significant market and macroeconomic challenges. These results include our Performance Chemicals segment, which is the process of being separated from the Company, where full year operating earnings(1) were down 8% primarily due to lower pricing and the negative impacts of portfolio and currency. We continued to achieve significant margin improvement, with segment adjusted operating margin expansion of 740 basis points between 2008 and 2014.(1) In 2014, we also repurchased $2 billion of our common stock and increased our dividend by 4%.

NET SALES (dollars in billions)

OPERATING EARNINGS PER SHARE (dollars)

(1) See Appendix B for additional information regarding these and other non-GAAP financial measures.

Table of Contents

We will continue to execute against our strategic and operational priorities, all part of our clear strategy to build a higher-growth, higher-value company for stockholders. Through innovation, disciplined capital allocation and execution, global reach, and continuous portfolio refinements, we will continue our track record of delivering superior value.

CAPITAL RETURNED TO STOCKHOLDERS

(DOLLARS IN MILLIONS)

FIVE-YEAR CUMULATIVE TOTAL SHAREHOLDER RETURN VS S&P 500 AND DOW JONES INDUSTRIAL AVERAGE

The graph assumes that the values of DuPont Common Stock, the S&P 500 Stock Index and the Dow Jones Industrial Average were each $100 on December 31, 2009, and that all dividends were reinvested.

Summary of Our 2014 Compensation Actions

Linking Pay with Performance

Pay actions for our NEOs in 2014 reflected our Company performance.

2014 SHORT-TERM PERFORMANCE AND INCENTIVE COMPENSATION

The NEO average payout factor under our short-term incentive program ("STIP") was 54% of target in 2014, down from 87% of target in 2013, which is based on a combination of (i) the Company's performance (the Company's Operating EPS), (ii) the applicable business units' performance (based upon after-tax operating income, revenue, cash flow from operations and certain other relevant metrics), and (iii) individual performance. For further discussion, please see the section entitled "2014 Compensation Decisions Our Annual Compensation Program" beginning on page 50 of this proxy statement.

LONG-TERM PERFORMANCE AND INCENTIVE COMPENSATION

Performance-based restricted stock units ("PSUs") for the 2012 to 2014 performance period were paid out at [ ]%. The payout with respect to PSUs is based on a combination of the Company's percentile ranking for both revenue growth and TSR over the prior three year period, in each case, against its Peer Group. For further discussion, please see the section entitled "2014 Compensation Decisions Our Long-Term Incentive Program" beginning on page 54 of this proxy statement.

Table of Contents

TARGET COMPENSATION PAY MIX

To reinforce our pay-for-performance philosophy, at least 80% of targeted total direct compensation ("TDC") is at risk and, therefore, fluctuates with our financial results and share price. We believe this approach motivates our executives to consider the impact of their decisions on stockholder value.

2014 TARGET COMPENSATION MIX

CONSIDERATION OF OUR 2014 SAY ON PAY RESULTS

Last year, our stockholders were given the opportunity to participate in an advisory vote on the compensation of our NEOs. Approximately 98% of stockholders approved the compensation of our NEOs. This vote outcome indicated a high level of support for our practices and was consistent with shareholder support in recent years.

OUR EXECUTIVE COMPENSATION PHILOSOPHY

We design our executive compensation programs to attract, motivate, reward and retain the high-quality executives necessary to lead the Company and to accomplish our strategies. The following key principles guide the design and administration of those compensation programs:

There should be a strong link between pay and performance

Executives' interests should be aligned with stockholders' interests

Programs should reinforce business strategies and drive long-term sustained stockholder value

DuPont Leadership Advancing the Company Through Innovation

For more than 200 years, DuPont leaders have guided the Company through great changes, maintaining our position as a market leader fueled by science and innovation.

At DuPont, our executive compensation programs are dependent on achieving strategic operating goals and financial performance that ultimately drive stockholder returns.

HOW WE DETERMINE EXECUTIVE COMPENSATION

The Committee determines compensation for our NEOs and other executive officers. The NEOs are the Company's Chair and CEO, the Chief Financial Officer, and the three next most highly compensated executive officers.

For 2014, the Committee again retained Frederic W. Cook & Co., Inc. ("Cook"), as its independent compensation consultant on executive compensation matters. Cook performs work at the direction and under the supervision of the Committee, and provides no services to DuPont other than those for the Committee.

Oversight Responsibilities for Executive Compensation

Summarized in the table below are responsibilities for executive compensation.

Human Resources and Compensation Committee	Establishes executive compensation philosophy Approves incentive compensation programs and target performance expectations for STIP and PSU

	Approves all compensation actions for the executive officers, other than the CEO, including base salary, target and actual STIP, LTI grants and target and actual PSU awards Recommends to the full Board compensation actions for the CEO, including base salary, target and actual STIP, LTI grant, and target and actual PSU award
All Independent Board Members	Assess performance of the CEO Approve all compensation actions for the CEO, including base salary, target and actual STIP, LTI grant, and target and actual PSU award
Independent Committee Consultant Cook	Provides independent advice, research, and analytical services on a variety of subjects to the Committee, including compensation of executive officers, nonemployee director compensation and executive compensation trends Participates in Committee meetings as requested and communicates with the Chair of the Committee between meetings
CEO	Provides a performance assessment of the other executive officers Recommends compensation targets and actual awards for the other executive officers

In addition to Company and individual performance, the Committee considers a broad number of facts and circumstances in finalizing executive officer pay decisions, including competitive analysis, pay equity multiples and tally sheets.

Table of Contents

We Conduct a Competitive Analysis

To ensure a complete and robust picture of the overall compensation environment and consistent comparisons for the CEO and other NEOs, compensation is assessed primarily against published compensation surveys. These surveys represent large companies with median revenue comparable to DuPont's "market," including surveys by Towers Watson and Aon Hewitt.

Peer Group Analysis

We also use a select group of peer companies ("peer group") to:

- Benchmark pay design including mix and performance criteria
- Measure financial performance for the PSU program
- Test the link between pay and performance

Because of the smaller number of companies, we periodically find volatility in peer group compensation levels year over year. Therefore, we use market survey information as the primary source of competitive data. Peer group compensation data is used only for the CEO and only as a secondary data point as described above.

The peer group reflects the diverse industries in which we operate, represents the multiple markets in which we compete including markets for executive talent, customers and capital and comprises large companies with a strong scientific focus and/or research intensity and a significant international presence.

To help guide the selection process in an objective manner, the Committee established the following criteria for peer group companies:

- Publicly traded U.S. companies and select European companies traded on the New York Stock Exchange to facilitate pay design and performance comparisons
- Direct business competitors
- Companies similar in revenue size to DuPont As there are limited potential peers within a typical one-half to double revenue-size criterion, we established a broader one-third to triple range, which also ensures the inclusion of some direct competitors that would otherwise be excluded
- Meaningful international presence At least one-third of revenues earned outside of the United States

Scientific focus/research intensity The criterion of a minimum of two percent research and development expense as percent of revenue results in the inclusion of several pharmaceutical companies. DuPont's research and development expense tends to be higher than that of industry peers

The 2014 peer group did not change from 2013 and consists of the following companies:

2014 PEER GROUP

3M Company	Emerson Electric Co.	Merck & Co., Inc.
Air Products & Chemicals, Inc.	Honeywell International Inc.	Monsanto Company
Baxter International Inc.	Ingersoll-Rand plc	The Procter & Gamble Company
The Boeing Company	Johnson & Johnson	Syngenta AG
Caterpillar Inc.	Johnson Controls, Inc.	United Technologies Corporation
Dow Chemical Company	Kimberly-Clark Corporation	

Tally Sheets

For each NEO, the Committee annually reviews tally sheets that include all aspects of total compensation and the benefits associated with various termination scenarios. Tally sheets provide the Committee with information on all elements of actual and potential future compensation of the NEOs, as well as data on wealth accumulation. This helps the Committee confirm that there are no unintended consequences of its actions.

Table of Contents

COMPONENTS OF OUR EXECUTIVE COMPENSATION PROGRAM

The components of our executive compensation program align with our compensation philosophy and core principles.

DIRECT COMPENSATION COMPONENTS

Pay Element	*Role in Program/Objectives*	*How Amounts Are Determined*
Base salary	Provides regular source of income for NEOs Provides foundation for other pay components	Based on range of factors, including market pay surveys, business results, and individual performance Targeted at approximately market median
STIP awards	Align executives with annual goals and objectives Create a direct link between executive pay and annual financial and operational performance	Actual payout is based on performance of Company, business units and individual Target award is approximately market median
LTI awards	Link pay and performance accelerate growth, profitability and stockholder return Align the interests of executives with stockholders Balance plan costs, such as accounting and dilution, with employee-perceived value, potential wealth creation opportunity and employee share ownership expectations	Actual value realized is based on company performance over a three-year time frame or linked to stock price Targeted to market median

Target Compensation Pay Mix

To reinforce our pay-for-performance philosophy, at least 80% of targeted TDC is at risk and fluctuates with our financial results and share price. We believe this approach motivates executives to consider the impact of their decisions on stockholder value.

To lessen the possible risk inherent in the greater focus on long-term incentives, executives receive a mix of different forms of stock compensation:

PSUs (rewards key financial performance in relation to the peer group in revenue growth and TSR). Overlapping performance cycles in the PSU program assure sustainability of performance

Stock options (rewards for stock price appreciation and direct link to stockholder experience)

RSUs (intended as retention tool and linked to stock price)

2014 TARGET COMPENSATION MIX AND "PAY AT RISK"

89% of TDC for the CEO is at risk

20% of the amount at risk is tied to achievement of annual incentive goals, and 80% is tied to achievement of share price or financial goals over a longer period

On average, 80% of TDC for the other NEOs is at risk

25% of the amount at risk is tied to achievement of annual incentive goals, and 75% is tied to achievement of share price or financial goals over a longer period

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Benefits, Retirement and Other Compensation Components

In addition to the annual and long-term direct compensation programs designed to align pay with performance, we provide our executives with benefits, retirement plans, and limited perquisites.

Pay Element	***Role in Program/Objectives***	***How Amounts Are Determined***
Standard benefits and retirement plans	Same tax-qualified retirement, medical, dental, vacation benefit, life insurance, and disability plans provided to other employees Nonqualified retirement plans that restore benefits above the Internal Revenue Code ("IRC") limits for tax-qualified retirement plans as provided to other employees	Tax-qualified plans are targeted to peer group median Nonqualified retirement plans are provided to restore benefits lost due to IRC limits

	Nonqualified deferred compensation plan that allows for deferral of base salary, STIP and LTI awards	
Change in Control Severance benefits	Severance benefits upon a change in control and termination (double-trigger) to ensure continuity of management in a potential change in control environment A change in control does not automatically entitle an executive to this severance benefit. An executive must lose his/her job within two years of a change in control (see "Change in Control Severance Benefits" below for more details)	Cash payment of two times base salary and target annual incentive (three times for the CEO) Pro-rated payment of the target annual incentive for the year of termination. Financial counseling and outplacement services for two years (three for the CEO)
Limited perquisites	Very limited perquisites or personal benefits Personal financial counseling (excluding tax preparation) at a cost of generally less than $10,000 per NEO For security reasons, the CEO travels on Company aircraft for business and personal travel. Commercial travel is permitted when security risk is considered minimal and the Office of the Director of Corporate Security approves such travel For security reasons, the CEO travels in a Company automobile for business and limited personal travel	

Because we use only compensation practices that support our guiding principles, we do **NOT** offer our executives:

Employment agreements

Severance agreements except in the event of a change in control (double-trigger) or limited-duration agreements for newly hired executives when there is a demonstrated business need

Tax gross-ups on benefits and perquisites other than relocation benefits

Supplemental executive retirement benefits

Retirement plans that grant additional years of service or include long-term incentives in the benefit calculation

Repricing of stock options/repurchases of underwater stock options for cash

Change in Control Severance Benefits

To ensure that executives remain focused on Company business during a period of uncertainty, in 2013, DuPont adopted the Senior Executive Severance Plan. For any benefits to be earned, a change in control must occur and the executive's employment must be terminated within two years following the change in control, either by the Company without cause or the executive for good reason (often called a "double trigger"). The plan does not provide tax gross-ups. Payments and benefits to the executive will be reduced to the extent necessary to result in the executive's retaining a larger after-tax amount, taking into account the income, excise and other taxes imposed on the payments and benefits. For additional information, see "Potential Payments Upon Termination or Change in Control."

Benefits provided under the program include:

Lump sum cash payment equal to two times (three times for the CEO) the sum of the executive's base salary and target annual bonus;

A lump sum cash payment equal to the pro-rated portion of the executive's target annual bonus for the year of termination; and

Continued health and dental benefits, financial counseling and outplacement services for two years (three years for the CEO) following the date of termination.

The Senior Executive Severance Plan includes a 12-month non-competition, non-solicitation, non-disparagement and confidentiality provisions (18 months for the CEO).

HOW WE MANAGE COMPENSATION RISK

The Committee regularly monitors our compensation programs to assess whether those programs are motivating the desired behaviors while delivering on DuPont's performance objectives and encouraging appropriate levels of risk-taking. In 2014, the Committee asked Cook to test whether the Company's compensation programs encourage the appropriate levels of risk-taking given the Company's risk profile. Cook's review encompassed an assessment of risk pertaining to a broad range of design elements, such as mix of pay, performance metrics, goal-setting and payout curves, payment timing and adjustments, and the presence of maximum payments, as well as other mitigating program attributes. Cook's analysis determined, and the Committee concurred, that our compensation programs do not encourage behaviors that would create undue material risk for DuPont.

Payout Limitations or Caps

Payout limitations, or "caps," play a vital role in risk mitigation, and all metrics in the STIP and PSU programs are capped at 200% payout to protect against excessive payouts. Our performance/payout leverage is slightly less than competitive practice, reflecting our risk profile as a Company, and our rigor in setting performance targets. Clawback provisions, stock ownership guidelines and insider trading policies that prohibit executives from entering into derivative transactions also protect against excessive risk in the Company's incentive programs.

Stock Ownership Guidelines

The Company requires that NEOs accumulate and hold shares of DuPont Common Stock with a value equal to a specified multiple of base pay.

Stock ownership guidelines include a retention ratio requirement. Under the policy, until the required ownership is reached, executives are required to retain 75% of net shares acquired upon any future vesting of stock units, after deducting shares used to pay applicable taxes.

The multiples for specific executive levels are shown below. Each NEO exceeds the ownership goal.

Multiple of Salary	***2014 Target***	***2014 Actual***
CEO	6x	23x
Other NEOs average	4x	16x

For purposes of the stock ownership guidelines, we include direct ownership of shares and stock units held in employee plans. Stock options and PSUs are not included in determining whether an executive has achieved the ownership levels.

Compensation Recovery Policy (Clawback)

The Company has a compensation recovery policy that covers each current and former employee of DuPont or an affiliated company who is, or was, the recipient of incentive-based compensation ("Grantee"). If a Grantee engages in misconduct, then:

He/she forfeits any right to receive any future awards or other equity-based incentive compensation

The Company may demand repayment of any awards or cash payments already received by a Grantee

The Grantee will be required to provide repayment within ten (10) days following such demand

"Misconduct" means any of the following:

The Grantee's employment or service is terminated for cause

There has been a breach of a noncompete or confidentiality covenant set out in the employee agreement

The Company has been required to prepare an accounting restatement due to material noncompliance, as a result of fraud or misconduct, with any financial reporting requirement under the securities laws, and the Committee has determined, in its sole discretion, that the Grantee (a) had knowledge of the material noncompliance or the circumstances that gave rise to such noncompliance and failed to take reasonable steps to bring it to the attention of appropriate individuals within the Company or (b) personally and knowingly engaged in practices which materially contributed to the circumstances that enabled a material noncompliance to occur

Awards granted prior to March 2, 2011, are subject to the clawback provisions that were in effect at the time of the grant, as disclosed in prior years' proxy statements.

2014 COMPENSATION DECISIONS

Our Annual Compensation Program

Annual Base Salary

In setting 2014 NEO salaries, the Committee took a wide range of facts and circumstances into consideration. These included a corporate base salary merit increase budget of 3% for 2014, business results, market competitiveness, peer group competitiveness (CEO only), internal relationships, tally sheets and individual performance. Merit increases were effective March 1, 2014.

The table below shows the base salary rate as of December 31 for the applicable year. This information is different from the base salary provided in the 2014 Summary Compensation Table ("SCT"), which reflects the actual base pay received for the year.

Name	***2013 Base Salary***	***2014 Base Salary***	***Change in Base Salary***	***Primary Rationale***
E. J. Kullman	$1,442,000	$1,485,000	3.0%	Standard merit increase
N. C. Fanandakis	725,000	765,000	5.5%	Reflects adjustment to bring base salary closer to market median (2.5%) and standard merit increase (3.0%)
T. M. Connelly, Jr.	776,000	776,000		
J. C. Borel	700,000	720,000	2.9%	Standard merit increase
M. P. Vergnano	700,000	720,000	2.9%	Standard merit increase

Table of Contents

Annual Short-Term Incentives

Our annual incentive plan design ensures that our executives maintain a strong focus on those financial metrics (e.g., revenue growth and earnings growth) that have been shown to be closely linked to stockholder value creation over time. For 2014, STIP awards were based on the following formula, measures and weightings. The Committee approves these factors at the beginning of each fiscal year. Each element is discussed in greater detail below.

1. Target Short-Term Incentive Program

Our STIP targets are set as a percentage of base salary, consistent with market practice. The target STIP percentage for each level is reviewed regularly against market and approved annually by the Committee (or in the case of the CEO, by the Board). The actual calculation of the 2014 target STIP amount for Mrs. Kullman and the other NEOs is detailed in the table below.

Name	***2014 Base Salary***	***X***	***2014 Target STIP %***	***=***	***2014 Target STIP $***
E. J. Kullman	$1,485,000		160%		$2,376,000
N. C. Fanandakis	765,000		100%		765,000
T. M. Connelly, Jr.	776,000		95%		737,200
J. C. Borel	720,000		100%		720,000
M. P. Vergnano	720,000		100%		720,000

2. STIP Payout Factor:

The weighted average payout factor for the STIP is based on actual performance on each measure and the weighting of that performance measure.

Table of Contents

STIP PERFORMANCE MEASURES

	Metric	*Weighting*	*Rationale for Use*
Corporate performance	Operating EPS (Operating EPS compared to an internal target (Profit Objective))	20%	Most effective and common metric in measuring stockholder value Closely aligns stockholder and executive interests Provides insight with respect to ongoing operating results
Business unit performance Because NEOs work across all businesses,	1. After-tax operating income (ATOI) (Business unit ATOI (excluding significant items) versus budget for the year)	15%	Measures profitability at the business unit level leading to corporate EPS results
their payout factor is based on the total business performance compared to aggregate	2. Revenue (Business unit revenue versus budget for the year)	15%	Reflects top-line growth critical to Company success
targets in the four categories shown to the right. Payout factors are	3. Cash flow from operations (CFFO) (Business unit CFFO versus budget for the year)	20%	Measures our ability to translate earnings into cash, indicating the health of our business and allowing the Company to invest for the future
determined separately for each business and based on actual business performance compared to its objective for the year.	4. Dynamic planning factor (Business units are assessed, both qualitatively and quantitatively, on a number of items, such as external factors, currency fluctuations, raw material fluctuations, and core values)	10%	Assesses how well a business unit anticipates and responds to the business environment in a way that creates value for the Company Assures that our plan payouts are relevant to the current business strategy and recognizes the external economic environment
Individual performance	Individual performance assessment (Based on the executive's performance versus personal, predetermined critical operating tasks or objectives, e.g., attainment of key strategic growth goals, specific revenue and earnings goals, achievement of fixed cost reduction targets, successful acquisitions/divestitures and integration efforts, and fulfillment of core values)	20%	Takes individual performance into consideration in finalizing STIP payout factors

Table of Contents

2014 STIP PERFORMANCE AND PAYOUT FACTORS

Corporate and business unit performances are converted to a corresponding payout factor based on the concept of "leverage," i.e., the relationship between performance for a given metric and its payout factor. The leverage in our plan is consistent with competitive practice. For example, Operating EPS, business unit ATOI, business unit revenue, and business unit CFFO leverage is 2:1 below target and 5:1 above target. So, participants have two percentage points in payout deducted for each one percent change in performance below target, and receive five percentage points in payout for each one percent change in performance above target. In addition to steeper slopes, performance ranges were narrowed, resulting in a threshold performance requirement of 70% (80% for revenue metric) and a maximum payout at 120% performance or above. All metrics are capped at 200% payout.

2014 Results

Total Company	***Payout Factor % (Unweighted)***	***X***	***Weight***	***=***	***Payout Factor % (Weighted)***
Corporate performance (Operating EPS)*	0%		20%		0%
Business unit performance	60%		60%		36%
Individual performance	80 100%		20%		16 20%
Overall payout factor					52 56%

* Actual Operating EPS would have resulted in some payout. Consistent with our pay-for-performance philosophy and financial performance in 2014, the Committee chose to exercise negative discretion and reduced the payout factor to zero for that portion of the final award.

3. Final STIP Payout

As illustrated in the table below, the final 2014 STIP payout is determined by multiplying the target STIP amount by the final total payout factor.

Name	*2014 Target STIP $*	*X*	*TOTAL Payout Factor %*	*=*	*2014 Final STIP $*	*2013 Final STIP $*	*% Difference*
E. J. Kullman	$2,376,000		55%		$1,310,000	$2,014,000	-35%
N. C. Fanandakis	765,000		55%		422,000	542,000	-22%
T. M. Connelly, Jr.	737,200		56%		414,000	634,000	-35%
J. C. Borel	720,000		52%		376,000	536,000	-30%
M. P. Vergnano	720,000		52%		376,000	530,000	-29%

The 2014 STIP awards are limited to 0.25% of adjusted net income of the Company for the CEO and 0.15% for other executive officers.

Our Long-Term Incentive Program

In 2014, our LTI program for NEOs consisted of a mix of stock options, PSUs, and RSUs, all based on fair value on the grant date. For 2014, the Committee revised the mix to increase PSUs to 50%, and decreased stock options and RSUs to 25% each. This shift reinforces our emphasis on pay for performance.

The following table summarizes the performance drivers, mix, and objectives for the various LTI components as they relate to NEOs:

	PSUs	*Stock Options*	*RSUs*
2014 LTI mix	50%	25%	25%