

2015 Shareholder Resolution DUPONT

Request: Report on Lobbying

WHEREAS:

Corporate lobbying exposes our company to risks that could adversely affect the company's stated goals, objectives, and ultimately shareholder value, and whereas, we rely on the information provided by our company to evaluate goals and objectives, and we, therefore, have a strong interest in full disclosure of our company's lobbying to assess whether it is consistent with its expressed goals and in the best interests of shareowners and long-term value.

THEREFORE BE IT RESOLVED:

Shareowners of DuPont request the Board authorize the preparation of a report, updated annually, disclosing:

- 1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
- 2. Payments by DuPont used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.
- 3. DuPont's membership in and payments to any tax-exempt organization that writes and endorses model legislation.
- 4. Description of the decision making process and oversight by management and the Board for making payments described in sections 2 and 3 above.

For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. "Indirect lobbying" is lobbying engaged in by a trade association or other organization of which DuPont is a member.

Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels.

The report shall be presented to the Audit Committee or other relevant oversight committees and posted on DuPont's website.

SUPPORTING STATEMENT:

As shareholders, we encourage transparency and accountability in the use of staff time and corporate funds to influence legislation and regulation both directly and indirectly. We believe such disclosure is in shareholders' best interests. DuPont is a member of the American Chemistry Council (ACC), which spent \$12.25 million lobbying in 2013. DuPont's lobbying through the ACC is controversial ("The Cancer Lobby," *New York Times*, October 6, 2012). DuPont does not comprehensively disclose its trade association memberships, nor payments on its website. Absent a system of accountability, company assets could be used for objectives contrary to DuPont's long-term interests.

DuPont spent approximately \$10.2 million in 2013 on direct federal lobbying activities (opensecrets.org), and is one of 30 companies that paid lobbyists more than it paid in taxes for 2008-2010 (Forbes). DuPont's lobbying around genetically modified organism labeling has drawn scrutiny ("U.S. GMO Labeling Foes Triple Spending in First Half of This Year over 2013," *Reuters*, Sept. 3, 2014). The federal lobbying figure does not include lobbying expenditures to influence legislation in states, where DuPont also lobbies. DuPont spent \$3.8 million in Washington on a single ballot initiative in 2013, and \$5.4 million on a single initiative in California in 2012 (votersedge.org).