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February 1, 2016

Erik T. Hoover
Corporate Secretary
E. I. du Pont de Nemours and Company
1007 Market Street
Wilmington, Delaware 19898

Dear Mr. Hoover:

As You Sow greatly appreciates the ongoing dialogue with E. I. du Pont de Nemours and Company (DuPont) regarding political lobbying disclosure. Following As You Sow's submission of the enclosed shareholder proposal for inclusion in the 2016 proxy statement, and subsequent discussions with the company, As You Sow and DuPont have agreed to the following actions.

As You Sow has agreed to withdraw the resolution, filed on behalf of Andrew Behar, in recognition of the additional information DuPont has provided to improve disclosure of its political lobbying and oversight and in consideration of DuPont's agreement to continue, through November 1, 2016, good-faith dialogues regarding this matter. As You Sow believes that expanded political lobbying disclosure will increase the ability of shareholders to determine if DuPont's political lobbying serves shareholders' best interests.

This agreement will become effective on the date the last party below executes this agreement. As You Sow confirms that it is authorized to act on behalf of Andrew Behar, the stockholder proponent, in this matter.

As You Sow:

2/1/16

Danielle R. Fugere
President and General Counsel
As You Sow

Date

COMPANY:

Erik T. Hoover
Corporate Secretary
DuPont

2.1.16

Date

Enclosure:



AS YOU SOW

- Shareholder Proposal

Whereas: We believe in full disclosure of our company's direct and indirect lobbying activities and expenditures to assess whether our company's lobbying is consistent with DuPont's expressed goals and in the best interests of shareowners.

Resolved: The shareowners of DuPont request 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 shareowners, we encourage transparency and accountability in the use of corporate funds to influence legislation and regulation, both directly and indirectly. Absent a system of accountability, company assets could be used for objectives contrary to DuPont's long-term interests.

DuPont is a member of the American Chemistry Council (ACC), which spent \$11.4 million lobbying in 2014. DuPont's lobbying through the ACC is controversial ("The Cancer Lobby," New York Times, 10/6/12; "Toxic Influence: How a Chemical Industry Trade Group You've Never Heard of Threatens Your Health," Huffington Post, 10/19/15). DuPont does not comprehensively disclose its trade association memberships, or payments, on its website.

DuPont spent \$9.2 million in 2014 on direct federal lobbying activities (opensecrets.org). 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, 9/3/14). The federal lobbying figure does not include lobbying expenditures to influence legislation in states where DuPont also lobbies, but disclosure is uneven or absent. For example, in 2014 DuPont spent \$164,000 lobbying in New Jersey, where disclosure is required (www.elec.state.nj.us), but disclosure of expenditures in other states may not be required. In addition, DuPont does not disclose membership in tax-exempt organizations that write and endorse model legislation, such as the American Legislative Exchange Council (ALEC).



AS YOU SOW

We encourage our Board to require comprehensive disclosure related to direct, indirect and grassroots lobbying.