

## YOUR BENEFIT SUMMARY

# Retirement Savings Plan

*September 2018*

This document also constitutes part of a prospectus covering securities that have been registered under the Securities Act of 1933. The date of the prospectus is September 1, 2018.



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**About This Summary**

*This Summary Plan Description (SPD) provides a concise description of the Retirement Savings Plan (RSP, or the Plan). This summary is intended to help you understand your benefits, how the Plan operates, how to file claims, and your rights and responsibilities as a participant. While the SPD contains detailed and important information about your benefits, we've tried to make it clear and easy to understand. To receive benefits, you will need to satisfy the requirements that are described in this summary.*

*This summary does not describe every feature in the Plan and it is not intended to be a full statement of the official plan document. In the event of a discrepancy between the SPD and the official plan document, the official plan document will govern and the Plan Administrator has full discretion to interpret those documents.*

*While the Company intends to continue the Plan described in this summary, the Company reserves the right to change, modify or discontinue the Plan at its discretion at any time. If the Plan is terminated or contributions are completely discontinued, you will automatically become fully vested in your account. The Plan Administrator will direct the distribution of the Plan's assets to provide benefits under the Plan as prescribed by law. No events, other than those special circumstances permitted by the Plan, will cause any assets in participants' accounts to be returned to the Company.*

*This summary does not constitute a contract of employment or guarantee any particular benefit.*

*This summary constitutes part of a prospectus covering securities that have been registered under the Securities Act of 1933.*

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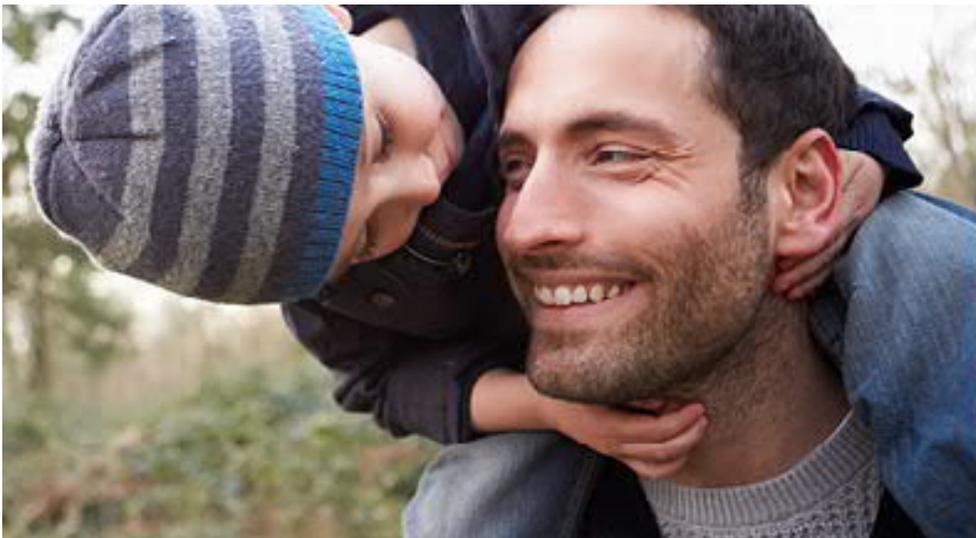
*YOUR BENEFIT SUMMARY*

# Retirement Savings Plan

SEPTEMBER 2018

This document has two parts:

- the "[Retirement Savings Plan SPD](#)" starting on page 5, which is the summary plan description (SPD) for the DuPont Retirement Savings Plan (RSP), a 401(k) plan; and
- the "[Prospectus Information](#)" starting on page 41, which, together with the SPD, is part of a prospectus covering securities that have been registered under the Securities Act of 1933.



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# Retirement Savings Plan SPD

The Retirement Savings Plan (RSP, or the Plan), offers:

- an easy way to save, through payroll deductions;
- contributions to your account from the Company;
- opportunities for additional growth from tax-deferred compounding of your investment returns; and
- portability—you can take your vested account with you when you leave the Company and its affiliates.

## **About the RSP**

*The RSP is recognized by the Internal Revenue Service as a 401(k) plan—which means the Plan is a tax-advantaged way to save for retirement. Consult your personal tax, legal, and/or financial advisor for more information.*

## **Questions?**

*If you have questions about the Plan after reviewing this summary, contact Merrill Lynch by visiting Benefits OnLine at [www.benefits.ml.com](http://www.benefits.ml.com) or call Merrill Lynch at 1-877-DD-PLANS (337-5267), Monday to Friday from 7:00 a.m. to 8:00 p.m. Eastern Time (ET), on days the New York Stock Exchange is open.*

*You can also obtain more information about the RSP by contacting the Plan Administrator:*

- *Benefit Plans Administrative Committee  
E. I. du Pont de Nemours and Company  
974 Centre Road  
Wilmington, DE 19805*
- *1-302-774-1000*



# Highlights

This table highlights key features of the RSP. Read the full summary for more details.

|  |  |
|--|--|
| <b>Your Contributions</b>              | <ul style="list-style-type: none"> <li>You can make Before-Tax, Roth 401(k) and/or After-Tax Contributions of up to 90% of your Eligible Compensation, subject to Internal Revenue Service (IRS) annual limits.</li> <li>If you are age 50 or older, you can make additional Catch-up Contributions (up to \$6,000 in 2018).</li> </ul>                                  |
| <b>Automatic Increase Feature</b>      | <ul style="list-style-type: none"> <li>You can choose to have your contributions automatically increase periodically according to the schedule you choose.</li> </ul>  |
| <b>Automatic Company Contributions</b> | <ul style="list-style-type: none"> <li>The Company makes a monthly Retirement Savings Contribution (RSC), currently equal to three percent (3%) of your Eligible Compensation to your account, <b>whether or not you contribute to the RSP.</b></li> </ul>   |
| <b>Company Matching Contributions</b>  | <ul style="list-style-type: none"> <li>If you contribute to the RSP, you receive a Matching Contribution equal to 100% of your Before-Tax, Roth 401(k) and/or After-Tax contributions, up to six percent (6%) of your Eligible Compensation.</li> </ul>  |
| <b>Vesting</b>                         | <ul style="list-style-type: none"> <li>You immediately own, or are vested in, 100% of your contributions and Company Matching Contributions.</li> <li>Generally, you become fully vested in your Retirement Savings Contribution Account after you have been credited with three years of service.</li> </ul>  |
| <b>Investments</b>                     | <ul style="list-style-type: none"> <li>You are responsible for deciding how to invest the money in your account, using the Plan's investment options. If you make no investment election, you'll be invested in PersonalManager®, the default option under the Advice Access managed account.</li> <li>You can change your investment elections at any time.</li> </ul>  |
| <b>Accounts Within Your Account</b>    | <ul style="list-style-type: none"> <li>You will have different sub-accounts within your overall RSP account, for the different kinds of contributions and their investment earnings.</li> <li>The separate accounts are needed because of federal rules that govern which contributions must be taken out first when you receive a distribution from the RSP.</li> </ul> |

## **About the Retirement Savings Contribution**

*The Retirement Savings Contribution (RSC) is a monthly Company-paid contribution, currently equal to three percent (3%) of your Eligible Compensation.*

*The Company makes Retirement Savings Contributions to your Retirement Savings Plan account automatically. You don't have to contribute to the RSP to receive the monthly Retirement Savings Contribution. For more information, see "[Retirement Savings Contributions](#)" on page 14.*



# Eligibility and Enrollment

## *Who Is Eligible*

You are eligible for the RSP if you are classified by the Company as an employee and:

- you are an employee of a Company that participates in the RSP; and
- the United States is your home country for benefit purposes.

## *Who Is Not Eligible*

You aren't eligible for the RSP if:

- you are employed by a Company that doesn't participate in the RSP;
- you are an intern or co-op;
- you are an employee who is temporarily on assignment in the U.S.;
- you are a represented employee in a bargaining unit that has not accepted the terms of the Plan;
- you are classified by the Company as a leased employee or an independent contractor;
- you are receiving severance pay, a retainer or other fees under contract;
- you are a temporary employee hired to complete a special project of limited duration or to fill the vacancy of an employee who is on a leave of absence; or
- you are someone who is not a Company employee.

## *How to Enroll*

You can enroll in the RSP any time after you become eligible (typically, your date of hire). You can start or stop your contributions at any time. You'll receive an enrollment package from Merrill Lynch once you become eligible.

When you enroll, you decide:

- what percentage of your Eligible Compensation (if any) you want to contribute to the Plan;
- whether you want to contribute to the RSP through Before-Tax, Roth 401(k) and/or After-Tax Contributions;
- how you want to invest your contributions; and
- who will be your beneficiary(ies), to receive any benefits payable from the RSP in case of your death.

Payroll deductions generally begin with the next pay period following your enrollment.

## *Automatic Enrollment*

The RSP has an automatic enrollment feature to encourage savings. If you don't enroll on your own or opt out of the Plan within 60 days from the date you become eligible, you'll be automatically enrolled in the Plan and:

- six percent (6%) of your Eligible Compensation will be withheld from your pay each pay period and contributed to the RSP on a Before-Tax basis;
- your contributions will be invested in PersonalManager®, the managed account solution offered through Advice Access (see "[Your Investment Options](#)" on page 20); and
- you'll be enrolled in the automatic increase feature, set to increase your Before-Tax Contributions by one percent (1%) each year, up to a maximum of 15% of pay (see "[Automatic Increase Feature](#)" on page 11).

You can change your enrollment decisions, including your decision not to participate, at any time. To make the change, log on to Benefits OnLine at [www.benefits.ml.com](http://www.benefits.ml.com), or call Merrill Lynch at 1-877-DD-PLANS (337-5267).

### *Name or Change a Beneficiary*

When you enroll in the RSP, you need to name a beneficiary. A beneficiary is the person(s), estate or trust you choose to receive the balance of your RSP account if you die.

Remember to check and update your beneficiary designation periodically, and especially after any life change, such as marriage, divorce or birth of a child, to make sure the designation reflects your current wishes.

If you don't have a valid beneficiary designation form on file or if none of the beneficiaries you name is alive at the time of your death, your benefit will be paid to your estate.

To name a beneficiary for the first time, or to change your beneficiary, log on to your account at [www.benefits.ml.com](http://www.benefits.ml.com). You can also call Merrill Lynch at 1-877-DD-PLANS (337-5267). Participant Service Representatives are available Monday to Friday from 7:00 a.m. to 8:00 p.m. Eastern Time (ET), on days the New York Stock Exchange is open.

### ***If You Are Married***

*If you are married, your spouse is automatically your beneficiary. If you want to choose a beneficiary other than your spouse, your spouse must provide written consent.*

## When Participation Begins

You begin participating in the RSP on the first day you become eligible (typically your date of hire).

### *Account Information*

Once you are a participant, you have easy access to your RSP account 24 hours a day and seven days a week through Merrill Lynch's Benefits OnLine at [www.benefits.ml.com](http://www.benefits.ml.com). Or, you can call Merrill Lynch at 1-877-DD-PLANS (337-5267). The speech-enabled Interactive Voice Response (IVR) system is available 24/7. Participant Service Representatives are available Monday to Friday, from 7:00 a.m. to 8:00 p.m. ET, on days the New York Stock Exchange is open.

Visit [www.benefits.ml.com](http://www.benefits.ml.com) to:

- enroll in the RSP;
- learn more about specific RSP provisions;
- check your account balance;
- monitor up-to-date investment performance;
- change your contribution percentage, investment allocation and/or asset allocation;
- request a loan, withdrawal or distribution from your account;
- choose or change your beneficiary(ies);
- learn about the RSP and the basics of saving and investing;
- access online tools and calculators to help you decide how much to save;
- learn how changing your contributions may affect your take-home pay; and
- find out how much income you are projected to need in retirement.

The Company recommends that you visit Benefits OnLine regularly.

### *Your Account Statement*

Your personalized RSP account statement is available to you online at any time. You can access it by logging on to Benefits Online at [www.benefits.ml.com](http://www.benefits.ml.com). Quarterly account statements are mailed to your address on record, unless you prefer to receive an email notice that your quarterly statements are available online.

Your personalized statement includes:

- your account balance;
- your contributions;
- Company contributions;
- any rollover contributions;
- investment option asset allocation;
- your investment gains or losses;
- investment performance;
- any loans or withdrawals made from your account; and
- any loan fees and loan repayments.

You should carefully check your account statement and report any errors to Merrill Lynch immediately at 1-877-DD-PLANS (337-5267).



# Contributions

This section describes:

- the contributions you can make; and
- the Company contributions that boost your savings.

## Highlights

The RSP gives you an opportunity to save for your future and includes these features:

- The money you set aside in the RSP can be deducted from your pay either before taxes or on an after-tax basis.
- To help your savings grow faster, the Company matches a percentage of your contributions and makes a monthly Retirement Savings Contribution.
- Accounts are established within the RSP to keep track of the different types of contributions, as well as any earnings on the contributions.
- You choose how to invest all the contributions, using a broad range of investment options.

## Your Contributions

When you enroll in the RSP, one of the first things you decide is how much to contribute. You can contribute up to 90% of your Eligible Compensation, in one percent (1%) increments, up to the maximum annual contribution limits. Contributions are deducted from your pay to the extent funds are available after other deductions, such as health care premiums, loan payments, union dues or other deductions.

You can make a number of different kinds of contributions:

- Before-Tax Contributions;
- Roth 401(k) Contributions;
- After-Tax Contributions;
- Catch-up Contributions; and
- Rollover Contributions.

You submit your contribution decisions by logging on to Benefits OnLine at [www.benefits.ml.com](http://www.benefits.ml.com) or by calling Merrill Lynch at 1-877-DD-PLANS (337-5267). Participant Service Representatives are available Monday to Friday from 7:00 a.m. to 8:00 p.m. Eastern Time (ET), on days the New York Stock Exchange is open.

You can start, stop or change your contributions at any time.

A change in your contributions will generally be effective in the next payroll period following the date you notified Merrill Lynch.

### *Before-Tax*

Before-Tax Contributions are deducted from your pay before federal—and, in most locations, state and local—income taxes are withheld. Since your taxable income is reduced, you may have a lower income tax liability, and will generally have more take home pay than if you make After-Tax Contributions. Before-Tax Contributions don't reduce Social Security or Medicare taxes for Social Security and Medicare benefits.

### ***Annual Contribution Limits***

*Your total Before-Tax and/or Roth 401(k) Contributions (to the RSP and any other 401(k) plan) in any calendar year cannot exceed the annual IRS contribution limit. See "Contribution Limits" on page 15).*

Taxes are deferred on your contributions and any investment earnings on those contributions for as long as they remain in the RSP. However, the taxes are payable when you receive a distribution of your account balance from the RSP, unless you elect a rollover to another tax-qualified plan or IRA.

Even though your taxable income is reduced when you make Before-Tax Contributions to the RSP, the level of your other pay-related benefits under the Company's plans, such as life insurance benefits, is generally not affected. The value of these benefits continues to be based on your full pay (as defined by those plans) before you contribute to the RSP.

### *Roth 401(k)*

You can make Roth 401(k) Contributions instead of, or in addition to, any Before-Tax or After-Tax Contributions you make. See "After-Tax" on page 11 for more information. The sum of your Before-Tax and/or Roth 401(k) Contributions to the RSP (or any other eligible employer-sponsored retirement plan) for any calendar year can't exceed the annual IRS contribution limits (\$18,500 in 2018; see "Contribution Limits" on page 15).

Roth 401(k) Contributions are made with money that has already been taxed. Because Roth 401(k) Contributions are made with money that you have already paid federal and state income taxes on, they won't be subject to federal and state income taxes when distributed to you. In addition, investment earnings on your Roth 401(k) Contributions aren't taxable if they are distributed to you as part of a qualified distribution. See "Distributions" on page 33 for more information.

### ***Is a Roth 401(k) Right for You?***

*You may be better off making Roth 401(k) Contributions instead of Before-Tax Contributions if either:*

- *You expect that the income tax rate on your distributions will be higher than your tax rate when you make the contribution.*
- *You expect to have a considerable amount of time to accumulate investment earnings in the RSP before taking a distribution. Investment earnings on Roth 401(k) Contributions are generally not taxable if you satisfy the applicable distribution rules.*
- *You plan to leave the Roth 401(k) account to your heirs, since they may receive payouts of Roth 401(k) Contributions and investment earnings tax-free.*

*The tax implications of making Roth 401(k) Contributions and withdrawing those amounts are complex and not fully described in this summary. Before deciding whether and how to allocate your contributions between Before-Tax, After-Tax and Roth 401(k) Contributions, you should consult with your personal tax, legal, and/or financial advisor. You can also try the Roth 401(k) Comparison Calculator by logging on to [www.benefits.ml.com](http://www.benefits.ml.com).*

### ***Automatic Increase Feature***

To promote savings, you can have your Before-Tax or Roth 401(k) Contributions automatically increased:

- you can choose an increase of one percent (1%), two percent (2%) or three percent (3%);
- you can make the increase happen every year, every two years or every three years; and
- you can set a maximum percentage where increases end.

The most you can contribute is defined by the Plan's contribution limits (see "Contribution Limits" on page 15).

### ***After-Tax***

After-Tax Contributions are made with money that has already been taxed. You can make After-Tax Contributions to the RSP instead of, or in addition to, any Before-Tax or Roth 401(k) Contributions you make.

After-Tax Contributions are similar to Roth 401(k) Contributions, because both are made with money that you have already paid federal and state income taxes on. But there are important differences:

## CONTRIBUTIONS

- Unlike Roth 401(k) Contributions, After-Tax Contributions may be withdrawn from the RSP at any time, even before age 59½.
- Investment earnings on your Roth 401(k) Contributions aren't taxable if they are distributed as part of a qualified distribution, but investment earnings on your After-Tax Contributions are taxable to you when they are distributed.
- Traditional After-Tax Contributions are not subject to the same contribution limit as Before-Tax and Roth 401(k) Contributions. See "[Contribution Limits](#)" on page 15 for more information.

If you are a "highly compensated employee" (HCE) according to the IRS, the Plan limits your After-Tax Contributions to 12%.

### *Catch-Up for Those Age 50 or Older*

If you are age 50 or older by the end of the year, you can increase your savings by making additional contributions, called "Catch-up" Contributions.

- Catch-up Contributions can be made using Before-Tax or Roth 401(k) Contributions, or a combination of both.
- For 2018, the maximum annual Catch-up Contribution is \$6,000. This limit may be annually indexed (increased) for inflation by the IRS.

To make Catch-up Contributions, you must:

- be age 50 (or older) before December 31 of the current calendar year; and
- make Before-Tax and/or Roth 401(k) Contributions that have reached the IRS annual contribution limit (\$18,500 for 2018 and annually indexed for inflation, thereafter).

If you are eligible, then once you've reached the IRS annual contribution limit for the year, your remaining Before-Tax and/or Roth 401(k) Contributions will be automatically treated as Catch-up Contributions. You do not need to make a separate Catch-up Contribution election. And once you reach the annual Catch-up Contribution limit, your contributions will stop, unless you make a separate election to make or increase your After-Tax Contributions. For more information about Catch-up Contributions, contact Merrill Lynch at 1-877-DD-PLANS (337-5267), Monday to Friday from 7:00 a.m. to 8:00 p.m. ET.

### *Rollover Contributions from Other Plans*

A rollover can make it easier to manage your savings, by consolidating them in the RSP. If you have an account in another employer's qualified retirement plan or an IRA, a rollover check can be issued from that plan or IRA to the RSP. The RSP accepts eligible rollover contributions from:

- other employer-sponsored retirement plans (including direct rollovers of Roth 401(k) funds); and
- non-Roth Individual Retirement Accounts (IRAs).

In general, funds that you roll over into the RSP don't count toward the annual contribution limits. However, if you contributed to another qualified plan in the same tax year, those contributions do count toward the limits on how much you can contribute from your salary to the RSP for that year.

If you already received a single-sum payment from a former employer's qualified retirement plan, you have 60 days from the date you received the check to roll over these funds, as well as any taxes withheld, into the RSP. If you don't make up the taxes that were withheld, the withheld amount will be considered a withdrawal from the prior plan and will be subject to ordinary taxes and possibly a 10% early withdrawal penalty.

Rollover don't qualify for Company Matching Contributions.

Detailed instructions for making a rollover are available on Benefits OnLine at [www.benefits.ml.com](http://www.benefits.ml.com) or you can call Merrill Lynch at 1-877-DD-PLANS (337-5267). Participant Service Representatives are available Monday to Friday from 7:00 a.m. to 8:00 p.m. Eastern Time (ET) on days the New York Stock Exchange is open.

### *Changing How Much You Contribute*

Once you enroll in the RSP, your contributions are automatically deducted from each paycheck. You can increase, decrease, stop or restart your contributions, or change your contribution type (Before-Tax, Roth 401(k) and/or After-Tax) at any time. Generally, your changes are effective with the next scheduled payroll.

To make a contribution change, log in to your account at [www.benefits.ml.com](http://www.benefits.ml.com), or call Merrill Lynch at 1-877-DD-PLANS (337-5267). You will receive a confirmation statement from Merrill Lynch to confirm that your change was completed. You can receive your confirmation online or have the confirmation mailed to your home address. You should carefully check your confirmation statement and report any errors to Merrill Lynch immediately. You should also check your pay statement regularly to ensure that your contributions match the choices that you have submitted.

### *Converting Other Contributions (and Their Earnings) to Roth Contributions*

You can convert some or all of your RSP account that is not Roth assets to be Roth assets. The only assets that you can't convert to Roth assets are:

- Retirement Savings Contributions (active employees only); and
- any portion of your account balance that is used to secure an RSP loan.

The conversion won't change when and how you can withdraw that portion of your RSP account. For example, if you convert Before-Tax Contributions into Roth 401(k) Contributions, the converted portion can't be withdrawn from the RSP while you're employed with the Company unless you have reached age 59½ or incurred a financial hardship.

If you convert a portion of your account balance into Roth 401(k) Contributions, you will owe taxes on the amount you convert for that year (other than your After-Tax Contributions). The taxable amount will be shown on a Form 1099-R that will be provided to you by Merrill Lynch (generally in January of the following year). You will be responsible for paying these taxes and accordingly, may want to consider adjusting your payroll withholding or making an estimated tax payment.

The assets that you convert to Roth 401(k) assets won't be subject to taxes when you withdraw them. In addition, investment earnings on your Roth 401(k) conversion amounts may also be distributed to you tax-free as part of a qualified distribution. See "[Distributions](#)" on page 33 for more information.

Roth 401(k) conversions made within the RSP are irrevocable (unlike a Roth IRA conversion outside of the RSP). The decision whether to convert contributions into Roth 401(k) Contributions requires careful consideration, depending on your personal financial and tax situation. The implications of having Roth 401(k) savings and withdrawing those balances are complex and aren't described fully in this summary. You should consult with your personal tax, legal, and/or financial advisor before making this decision.

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### ***Your Taxes and Converting Assets to a Roth 401(k)***

*The money that you convert to a Roth 401(k) Account will increase your taxable income in the year of the conversion. As a result, you may move to a higher tax bracket in the year of the conversion.*

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## Company Contributions

The Company is committed to helping you achieve your financial goals and will make Matching Contributions to your account when you make your own contributions to the RSP. In addition, the Company will make a monthly Retirement Savings Contribution equal to three percent (3%) of your Eligible Compensation, regardless of whether you make your own contributions.

### *Retirement Savings Contributions*

Even if you don't contribute to the RSP, the Company makes a Retirement Savings Contribution to your account each month, currently equal to three percent (3%) of your Eligible Compensation.

You are eligible for these Retirement Savings Contributions if you are employed by the Company during the month and earn Eligible Compensation.

Retirement Savings Contributions are allocated to your Retirement Savings Contribution Account. You are 100% vested in your Retirement Savings Contributions after three years of service. See "[Vesting](#)" on page 16 for more information.

### *Matching Contributions*

To encourage you to save actively for your future, the Company will match 100% of your Before-Tax, Roth 401(k) and/or After-Tax Contributions, for the first six percent (6%) you contribute. This means that if you contribute six percent (6%), the Company will contribute six percent (6%).

The match is credited to your account each pay period, and the Matching Contributions are invested using the same investment allocation being used for your contributions.

Regardless of the type of contribution you have made, Company Matching Contributions and related investment earnings are tax-deferred. This means you don't have to pay income taxes on them until you withdraw these funds.

If you stop contributing at any time during the year, your Company Matching Contributions will stop, except as described below.

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### ***More about Matching Contributions***

*The Plan matches your contributions dollar for dollar, up to six percent (6%) of your pay. And these Matching Contributions are made each pay period, so the Matching Contributions can start producing investment returns right away!*

*But what if you don't contribute at least six percent (6%) each pay period? In that case, the Plan has a feature to ensure that you get a Matching Contribution (up to 6% of pay) based on your total contributions for the year, even if your contribution rate is less than six percent (6%) in some pay periods.*

*For example, say you contribute 10% of pay for January but change your contribution to two percent (2%) of pay for February. Since your total contributions for the 2 months equal six percent (6%) of your year-to-date pay, you'll receive the full six percent (6%) Matching Contribution for January, and in February, the Company Matching Contribution will be adjusted to equal six percent (6%), to ensure you get the correct match based on your total year-to-date contribution.*

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## Contribution Limits

The Plan and federal law impose several limits on contributions to the RSP. The limits work several ways, such as limiting the total amount that can be considered as Eligible Compensation and limiting contributions using percentages and dollar limits. The applicable limit is the lesser of the percentage or dollar limit. The government may adjust these limits for inflation each year. Here are the limits for 2018.

- Maximum Eligible Compensation: \$275,000.
  - If your Eligible Compensation exceeds this limit, all contributions, both employee and employer, to the RSP for the remainder of the year will stop.
- Maximum total participant contributions per year: 90% of your Eligible Compensation.
  - This includes Before-Tax, Roth 401(k), After-Tax Contributions and Catch-up Contributions (if eligible), but it does not include any Company contributions.
- Maximum combined Before-Tax and Roth 401(k) Contributions per year: \$18,500.
  - Any Before-Tax and/or Roth 401(k) Contributions you made to another employer's plan before being hired by the Company count toward your maximum per year contribution limit, and will not be monitored by DuPont.
- Maximum Catch-up Contributions (if eligible) per year: \$6,000.
- Maximum total contributions per year, including Company contributions, but not including Catch-up Contributions: \$55,000.

### ***Special Limits If You Are Highly Compensated***

*If you are a highly compensated employee (HCE), as defined by the IRS, the Plan limits your After-Tax Contributions to 12% of your Eligible Compensation. Merrill Lynch will alert you if you are classified as an HCE and are subject to this limit.*

### ***What Happens If You Hit the Before-Tax and Roth 401(k) Contribution Limit?***

*If you are not making After-Tax Contributions and your Before-Tax and/or Roth Contributions reach the \$18,500 limit for 2018 (\$24,500 if eligible for Catch-up Contributions), your contributions will stop automatically.*

*If you want to contribute more through After-Tax Contributions, you will need to make a separate After-Tax Contribution election.*

### ***Watch After-Tax Contributions and the Total Maximum***

*The way these limits work, if you're not making After-Tax Contributions, you are unlikely to hit the \$55,000 (or \$61,000, with Catch-up Contributions) limit. But if you make After-Tax Contributions, you might hit the \$55,000/\$61,000 total contributions limit before the end of the year. If you hit that limit, all contributions, including Company Matching Contributions and Retirement Savings Contributions, will stop.*

*To avoid missing out on the Company Matching Contributions and the three percent (3%) Retirement Savings Contribution, monitor your contributions carefully, and think about whether to use another savings vehicle outside of the Plan to make additional after-tax contributions, so you don't miss out on any Company contributions.*

## Fairness Tests

Federal law requires the RSP to pass certain fairness tests. These tests are designed to ensure a fair mix of participation and contributions among employees at all income levels. These tests limit the amount higher-paid employees of a company can contribute on an after-tax basis, based on how much other employees contribute. If these tests are not met, it may be necessary to reduce the savings rate of certain higher-paid participants. Therefore, the RSP currently limits the amount higher-paid employees can contribute on an after-tax basis to 12% of Eligible Compensation. However, the Company may adjust this limit from time to time. You may contact Merrill Lynch at (877) 337-5267 to determine if you are affected by these limits.

Federal law provides that in the event the RSP benefits certain "key employees" disproportionately, the Plan may be declared "top-heavy" and become subject to special rules. You will receive information regarding these special rules in the unlikely event that the Plan is declared top-heavy.

## Vesting

Being “vested” means that you own your benefit, even if your employment with the Company ends. This is called having a “nonforfeitable right” to your benefit. “Vesting” is the process of earning that nonforfeitable right.

- You are always 100% vested in your contributions, Company Matching Contributions and any investment earnings on those contributions.
- You become fully vested in your Retirement Savings Contribution Account when the earliest of the following happens:
  - You have been credited with three years of service with the Company.
  - You reach age 65 while you are working for the Company.
  - Your job with the Company is eliminated.
  - Your spouse is transferred by the Company to an employment location outside the immediate geographic area while you are working for the Company, and your employment with the Company ends.
  - You terminate employment due to a disability as defined by the Company’s long-term disability plan.
  - You die while actively employed by the Company.
- For vesting purposes, service with any entity that is part of DuPont’s group of related companies is treated as service with the Company.

### **Special Vesting Rules for Balances Transferred into the RSP**

*Special vesting rules apply to certain amounts transferred to the RSP from the:*

- *Belco Technologies Corporation Savings and Investment Plan;*
- *ChemFirst Inc. Savings Plan;*
- *Danisco US 401(k) Plan;*
- *DuPont 401(k) and Profit Sharing Plan;*
- *Hoegemeyer Hybrids, Inc. 401 (k) Profit Sharing Plan;*
- *MECS, Inc. 401(k) Plan;*
- *Pannar Seed, Inc. USA 401(k) Profit Sharing Plan; and*
- *Terral Seed, Inc. Profit Sharing Plan.*

*Please contact Merrill Lynch with questions about amounts transferred from these Plans.*

### **Restoring Forfeited Contributions**

*If you aren’t fully vested when you leave the Company (and are not employed by another entity that is part of DuPont’s group of related companies), you will forfeit the Company Retirement Savings Contributions and any investment earnings on those contributions. (The rest of your contributions and investment earnings are yours, because you are always vested in those assets.)*

*If you are rehired by the Company (or another related entity) within five years and you complete at least one hour of service after you are reemployed, your forfeited Retirement Savings Contribution Account will be restored.*

### *Year of Service*

You earn a year of service for each calendar year in which you work at least 1,000 hours.

You earn an hour of service for each hour you are paid or you are entitled to be paid for:

- performing your job;
- vacations and holidays;
- short-term periods of illness and disability; and
- other paid, non-working periods.

You will be credited with 190 hours of service for each month in which you are paid for at least one hour of service, with a maximum credit of 501 hours of service for any one continuous nonworking period.

### *Break in Service*

A break in service occurs when you complete fewer than 501 hours of service with the Company during the year. You won't be treated as having a break in service when:

- you are on an authorized paid leave of absence, including maternity or paternity leave because of pregnancy, birth or adoption of a child, or the care of a child after birth or adoption; or
- you are on an authorized military leave and you return to work within the time your reemployment rights are protected by law.

If you are on an authorized paid leave, you will be credited with enough hours (but not more than 501) to prevent you from incurring a break in service. If you completed more than 500 hours of service in the year in which your authorized paid absence begins, you'll be credited with 501 hours of service the following year to ensure a break in service doesn't occur during that year.

## **What Happens If ...**

### *You Become Ineligible*

If you become ineligible for the Plan, (see "Who Is Eligible" on page 7), you won't be able to make contributions (Before-Tax, Roth 401(k) and/or After-Tax) or receive Company Matching Contributions and Retirement Savings Contributions.

Even if you are ineligible, you can continue to access your account on [www.benefits.ml.com](http://www.benefits.ml.com) to:

- manage your account, including checking your balance, monitoring your investment performance, and changing your investment and/or asset allocations;
- request a loan, withdrawal or distribution from your account, (if permitted); and
- change your beneficiary(ies).

### *You Go on Leave*

If you take an approved leave of absence that is paid, your RSP contributions will continue to be deducted from your pay. If the entire deduction can't be taken, after any reduction in pay for your leave and other required payroll deductions (such as health plan premiums and union dues), a partial RSP contribution will be deducted, up to your net pay.

Be sure to contact Merrill Lynch before your paid leave of absence to ensure your RSP contributions meet your needs during your leave.

If you go on an unpaid leave, your RSP contributions (and all Company contributions) will end.

### *You Take a Military Leave of Absence*

If you leave your job for active duty with one of the branches of the United States military, you may be entitled to reemployment rights under the Uniformed Services Employment and Reemployment Rights Act of 1994, as amended. For RSP purposes, that means your period of military service is treated as service with the Company if you return to your job within the time limits set by law.

If you return to work after a period of qualified military service and you meet the legal time requirements, you may make up Before-Tax Contributions for your period of military service. Company Matching Contributions, Retirement Savings Contributions and service credit for that period of qualified military service will be provided in accordance with legal requirements.

If you want to contribute make-up contributions, contact Merrill Lynch at 1-877-DD-PLANS (337-5267), Monday to Friday from 7:00 a.m. to 8:00 p.m. ET.

### *You Retire, Resign or Leave the Company*

If you leave the Company (that is, you retire or end your employment voluntarily or involuntarily, with the Company and all other entities that are part of DuPont's group of related companies), your contributions and all Company contributions to your account will stop. You may choose whether to maintain your account within the RSP or receive the vested value of your RSP account as a single-sum payment, as periodic payments, or as a rollover to another eligible retirement plan or Individual Retirement Account (IRA). See "[Withdrawals After Your Employment Ends](#)" on page 29.

### **Termination and Outstanding Loans**

*If you have taken a loan from your account, you may be able to continue your loan payments through Merrill Lynch. See "[Repaying Your Loan](#)" on page 25.*

### *You Die*

If you die as an active employee, your contributions and all Company contributions to your account will stop and your account will be transferred to your beneficiary. Your beneficiary may leave your account balance with the RSP or request either a single-sum distribution or periodic payments.

- If your beneficiary is your spouse, payments may be deferred until the end of the calendar year in which you would have turned age 70½.
- If your beneficiary is not your spouse, your beneficiary must start installment payments by the end of the year following your death or the account will be paid in full by the end of the fifth calendar year following your death.

See "[If You Die](#)" on page 32 for more information.

### **Withdrawals and Loans While on Military Leave**

*For information about taking a withdrawal while on military leave, see "[Qualified Reservist Distributions](#)" on page 32.*

*For information about repaying a RSP loan while on military leave, see "[Loans While on Leave of Absence](#)" on page 26.*

### **Vesting and Your Retirement Savings Contribution Account**

*You can only receive your Retirement Savings Contribution account if you're vested at the time you leave the Company (see "[Vesting](#)" on page 16).*



# Investing Your Account

The DuPont Retirement Savings Plan gives you the flexibility to decide how to invest contributions made to the Plan.

- You can invest in one fund or a combination of funds.
- One of the investment options offered by the RSP is shares of Common Stock of DowDuPont, Inc. When you elect an investment in company stock, you have an ownership interest in DowDuPont.

Your Merrill Lynch enrollment package provides you with details about your investment options and includes the Participant Disclosure of Plan and Investment Related Information. Keep your enrollment package with this Summary Plan Description and other Plan materials. You can also view this information and the Fund Fact Sheets online, by logging on to your Merrill Lynch account at [www.benefits.ml.com](http://www.benefits.ml.com).

## Highlights

You are responsible for investing your accounts. How you invest is a personal decision. When you think about your investment goals, consider:

- a mix of options that best suits your savings goals;
- your tolerance for risk; and
- how much time you have until you retire.

Your investment elections must be made in whole percentages (for example, 1%, 5% or 18%), and the investment elections you choose must add up to 100%.

When you submit your investment instructions, the investments you choose will apply to:

- your contributions;
- Company Matching Contributions; and
- Retirement Savings Contributions.

If you don't submit any investment instructions, your contributions will be invested in the PersonalManager® managed account feature of the Merrill Lynch Advice Access service, described in the Investment Choices brochure.

For more information about the investment funds' performance and fees, visit Benefits OnLine at [www.benefits.ml.com](http://www.benefits.ml.com).

## Your Investment Options

The RSP's investment options include funds that invest in different securities and with different objectives and strategies. You have the following options to help you decide how to invest:

- **Core Investment Menu**, a mix of options you can use to create your own portfolio, based on your financial goals and tolerance for investment risk;
- **Target Retirement Funds**, a diversified portfolio in which each fund is considered a single investment option, based on the year you intend to retire or begin receiving payments; and
- **Advice Access**, an online investment advice service that provides a specific, personalized recommendation for investments in the Core Investment Menu. The PersonalManager® service, the default investment option for those who don't submit any investment instructions, is part of Advice Access.

You submit your initial investment instructions when you enroll in the RSP, but you can change your investments at any time. See "[Changes and Transfers](#)" on page 22 for more information. Review the Participant Disclosure of Plan and Investment Related Information you received along with this SPD for information about the investment options before making your decision. Investment planning tools are available on Benefits OnLine at [www.benefits.ml.com](http://www.benefits.ml.com) with complete descriptions of the funds to help you choose an investment mix. Benefits OnLine also has details about the funds' performance and fees.

### Core Investment Menu

The Core Investment Menu includes index funds and actively managed funds.

Index funds, which generally have lower fees than actively managed funds, are designed to match or track the returns of a market index, such as the Standard & Poor's 500 Index (S&P 500). These are passively managed funds that will hold almost all of the securities in the same proportion as its respective index. The fund manager's intent is to match the returns of a specific index.

With actively managed funds, the Portfolio manager picks stocks or other securities with a certain goal in mind, like beating a particular index or achieving a certain level of return while assuming a certain level of risk.

### Target Retirement Funds

The Target Retirement Funds are designed to provide income at a specific time, based on your age and when you intend to retire or start payments. Each fund is currently made up of the actively managed funds from the Core Menu. As you get closer to the fund's title date, the investments gradually shift emphasis from more aggressive investments to more conservative ones.

### Employer Stock

You also can invest your RSP assets in DowDuPont Common Stock. This is an employee stock ownership plan (ESOP) designed and intended to invest in qualifying employer securities. Purchases and sales of DowDuPont Common Stock are aggregated daily and priced to participants based on the average daily purchase or sale price, as applicable, for the Plan.

### ***If You Don't Submit Any Investment Instructions ...***

*If you don't submit any investment instructions, you'll be automatically enrolled in the PersonalManager® managed account feature of the Advice Access service and your contributions will be invested according to Advice Access recommendations. PersonalManager® reviews your investment options and the percentage invested in each, and updates your portfolio based on any changes to your personal information during the previous three months. If no investment changes are needed, PersonalManager® will rebalance your account to maintain the original recommended allocation.*

### ***About Target Retirement Funds***

*A Target Retirement Fund is a "one-choice" investment option. If you invest in more than one Target Retirement Fund or use another investment option in addition to a Target Retirement Fund, the strategies of the separate investments may conflict.*

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**Dividends from DowDuPont Common Stock**

*DowDuPont Common Stock may pay dividends to stockholders.*

*If you hold shares in DowDuPont Common Stock in your RSP account, you can have your dividends:*

- *Distributed to you; or*
- *Reinvested in the RSP in DowDuPont Common Stock.*

*If you don't submit other instructions, your dividend will be reinvested in DowDuPont stock. To submit your instructions, or to learn more about DowDuPont Common Stock dividends, login to your Merrill Lynch account at [www.benefits.ml.com](http://www.benefits.ml.com). All reinvested dividends are 100% vested.*

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**Self-Directed Brokerage**

The RSP offers a self-directed brokerage option. The self-directed brokerage lets you invest a percentage of your Plan assets in a large universe of retail-priced mutual funds that are separate from the RSP investment options. Your account will be charged an annual account fee for using the service, and additional commissions and fees may apply to certain transactions.

Participants should not consider this service unless they are sophisticated investors who understand the risk associated with the many investment choices available through the self-directed brokerage service, are comfortable with and knowledgeable about creating and managing an investment portfolio, and are willing to assume the accompanying risk. The funds aren't monitored by the RSP's investment fiduciaries. You will need to perform your own research when choosing funds, and monitor these funds once invested. Amounts held in the Self-Directed Brokerage cannot be withdrawn or borrowed. To take a distribution on amounts held in the Self-Directed Brokerage, you must first transfer the amount to another option(s) on the investment menu.

You can access the self-directed brokerage service through Merrill Lynch by logging on to your account at [www.benefits.ml.com](http://www.benefits.ml.com).

**Diversification**

To help you achieve long-term retirement security, you should carefully consider the benefits of a well-balanced and diversified investment portfolio. Spreading your assets among different types of investments can provide growth potential, while lowering your overall risk of losing money.

This is because market or other economic conditions that cause one category of assets, or one particular security, to perform well, often cause another asset category, or another particular security, to perform poorly. If you invest more than 20% of your retirement savings in just one company or industry, including DowDuPont, your savings may not be properly diversified. Although diversification doesn't ensure a profit and is not a guarantee against loss, it is an effective strategy to help you manage investment risk.

In deciding how to invest your retirement savings, you should take into account all of your assets, including any retirement savings outside of the RSP. No single approach is right for everyone because, among other factors, individuals have different financial goals, different time horizons for meeting their goals and different tolerances for risk. It's important to review your investment portfolio, your investment objectives and the investment options under the RSP periodically, to help ensure that your investment choices remain appropriate for your risk tolerance and your retirement goals.

## Changes and Transfers

You can change your investments at any time. You can:

- **Change your investments for future contributions.** You can change your investment elections for all types of new contributions and any loan repayments going into your account.
- **Change your existing account balance allocation.** You can move money from one existing fund to one or more other funds (fund transfer), or change the investment mix for your entire account balance (reallocate). Any fund transfers or reallocations must be made in one percent (1%) increments.

To change your investments, go online to [www.benefits.ml.com](http://www.benefits.ml.com) or call Merrill Lynch at 1-877-DD-PLANS (337-5267). Participant Service Representatives are available Monday to Friday from 7:00 a.m. to 8:00 p.m. Eastern Time (ET), on days the New York Stock Exchange is open.

## Plan Expenses

Investments in your RSP account—like all fund investments—are subject to fees and expenses. Generally, there are three types of fees:

- asset-based fees (fees that are incorporated into the fund's price, or net asset value) for investment management, trust/custody and audit service;
- commissions (paid to Merrill Lynch) for buying and selling DowDuPont stock and reinvesting dividends in DowDuPont common stock equal to four (4) cents per share; and
- administrative and recordkeeping fees and expenses associated with managing the RSP, including processing loans or overnight delivery of a distribution check. Recordkeeping fees are paid by all participants and reflected on your quarterly statement. Other administrative fees, such as for processing loans, are charged to the account of the participant requesting the loan, in this example.

Please keep in mind that fees are subject to change. Also, keep in mind that the Investment Committee and fund managers reserve the right to restrict or limit investment directions or impose redemption fees as they determine necessary to protect the investment fund, for example as with excessive trading or "market timing."

Fees are described in the Participant Disclosure of Plan and Investment Related Information you received. You can also receive information about the funds and their fees at [www.benefits.ml.com](http://www.benefits.ml.com) or by calling Merrill Lynch at 1-877-DD-PLANS (337-5267).

## Qualifying as a 404(c) Plan

The RSP is intended to comply with section 404(c) of the Employee Retirement Income Security Act of 1974 (ERISA).

- This means that the RSP lets you choose from a broad range of investments. You have the responsibility to decide for yourself how to invest the assets in your RSP account from the investments available.
- This also means that, by following the rules in Section 404(c) of ERISA, the Company, the Plan Administrator and any other fiduciary of the Plan are relieved of liability for any losses that are the direct result of your exercise of control over the investment of assets in your account.

### **Change Timing**

*As long as the change is received by 3:00 p.m. Eastern Time on any business day, your change generally will take effect as of the close of business the following day.*

*Note that purchases of DowDuPont stock require two business days and sales require three business days. This delay is required by the Securities Exchange Commission.*

Before making your investment decisions, you should:

- evaluate all funds carefully, including reviewing the information in the Participant Disclosure of Plan and Investment Related Information you received;
- develop a long-range personal savings goal;
- decide how much risk you are willing to take to achieve your goal; and
- be aware that funds offering a greater investment return may be subject to greater risk.

### *Reports*

You will receive quarterly statements showing information about your Plan account as well as an annual Participant Disclosure of Plan and Investment Related Information. You can also request certain financial information about the available investment funds, such as information on the operating expenses of the investment funds, copies of prospectuses and other financial reports provided to the Plan, information on the value of your shares or units held in each fund and past and current performance of each fund. To do so, log on to Benefits OnLine at [www.benefits.ml.com](http://www.benefits.ml.com). You can view fund fact sheets and prospectuses online, print a copy or ask to have materials mailed to you.

The Savings Plans Investment Committee is the named fiduciary responsible for making sure this information is provided. To request any of this information, call Merrill Lynch at 1-877-DD-PLANS (337-5267). You can contact the Savings Plans Investment Committee directly at 974 Centre Road, CRP Building 730, Wilmington, DE 19805, 1-302-774-1000.

You can find the number of shares and value of assets held in your account on your participant account statement, or get it by calling Merrill Lynch at 1-877-DD-PLANS (337-5267) or visiting [www.benefits.ml.com](http://www.benefits.ml.com).

## **Voting and Tender Rights**

You have the right to exercise voting, tender and other similar rights with respect to DowDuPont Common Stock and any Self-Directed Brokerage mutual fund shares in your account. Merrill Lynch or the mutual fund sponsor will send you a proxy when a voting decision is to be made. For DowDuPont Common Stock, you will receive a proxy card from Merrill Lynch and you will be asked to return your proxy directly to Merrill Lynch. No one within the Company will be able to find out how you vote your shares.

The Savings Plans Investment Committee is the fiduciary responsible for ensuring that these confidentiality procedures are followed.

- Except for a tender offer, if you don't return a proxy exercising your voting rights, the Investment Committee will hire an independent fiduciary to make the decision how to vote your DowDuPont shares. The independent fiduciary is the fiduciary responsible for making voting decisions for shares of DowDuPont stock for which participant voting instructions are not exercised.
- For a tender offer, you are the fiduciary for your shares. If you don't return a tender election, your non-response will be considered an election of the default option.



## Accessing Your Account

Because the RSP is designed to help you meet your **long-term** savings and retirement goals, you aren't encouraged to take money out of your account until retirement. However, there may be times when you need money before you retire. At these times, if you are an active employee, you may be able to take a loan from your RSP account.

You can apply for a loan online, at [www.benefits.ml.com](http://www.benefits.ml.com), or call Merrill Lynch at 1-877-DD-PLANS (337-5267).

### ***A Caution About Loans***

*RSP's loans may seem like a good alternative when in need of funds, in part because it is so easy to apply for the loan and pay it back.*

*But be careful about taking a loan:*

- *Money taken out as a loan isn't earning investment returns.*
- *The money used to repay the loan is on an after-tax basis, so you are losing some of the tax advantages you may have previously gained.*
- *You could owe taxes and a penalty if you fail to repay the loan on time.*

## Loans

There are two types of loans available through the Plan:

- general-purpose loan, with a repayment term of 12 to 60 months; and
- primary-residence loan, with a repayment term of up to 120 months.

You can have only two loans outstanding at one time.

Loans are not taxed as income, because they are treated as loans, not distributions, as long as you do not default on a loan.

### ***Loan Minimum and Maximum***

The amount you can borrow depends on your total account balance (not including Company Retirement Savings Contributions) as of the date your loan is requested. The amount available for your loan will be reduced by any outstanding loan.

The minimum loan is \$1,000 and the maximum (including any outstanding loan under the Plan) is generally the lesser of:

- 50% of your vested account balance (excluding your Retirement Savings Contribution account balance); or
- \$50,000.

The \$50,000 maximum is reduced by the highest outstanding loan balance of a previous loan, whether repaid or not, in the preceding 12 months.

### *Where Loan Funds Come From*

The funds for your loan will be taken from your accounts in the following order:

- Rollover Contribution Account;
- After-Tax Contribution Account;
- Before-Tax and Roth 401(k) Contribution Accounts; and
- Matching Contribution Account.

If you have assets in more than one investment option, a pro-rata amount of each fund will be sold to fund the loan. Repayments will be applied to your accounts in the reverse order and will be invested according to your current investment elections.

### *Interest and Fees*

The rate of interest charged for loans is set by the Plan Administrator, and reflects the prevailing interest rate charged on similar types of loans. The rate of interest is fixed for the life of the loan.

In addition to paying interest on your loan, there is a one-time set-up fee of \$150 per loan. For primary-residence loans, there is an additional \$45 qualification fee. Fees are paid directly from your RSP account.

### *Repaying Your Loan*

You repay your loan with after-tax dollars that are automatically deducted from your paycheck. (You have to authorize these repayment deductions when you apply for the loan.)

Your payments, including the interest you pay, are deposited back into your RSP account, according to your current investment elections.

You can't make partial or accelerated loan repayments, but you can repay the loan in full at any time.

### *Defaulting on a Loan*

If you fail to make timely loan payments, you will default on your RSP loan. Your outstanding principal loan balance and accrued interest will be due and payable immediately. If you don't repay this amount, IRS regulations require that the outstanding principal balance, plus interest accrued through the date of default, will generally be treated as a taxable distribution and will be reported to the IRS as a taxable event (special rules apply to Roth 401(k) balances). Merrill Lynch will mail you a Form 1099-R reflecting this loan default and the taxable distribution.

Defaulting on a loan can have serious tax consequences. Defaulting on loans borrowed against Roth 401(k) Contributions, (these include Roth rollover and Roth conversion balances) may result in a non-qualified distribution. Consult your personal tax, legal and/or financial advisor to determine how a defaulted loan can affect your personal tax situation.

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#### ***Check Your Pay Statement***

*If you have a RSP loan, check your pay statement to be sure the correct amount is being deducted. The Company makes every effort to deduct the correct amounts, but it is your responsibility to review your pay statement. If you discover any error in your deduction or loan payment amount, contact Merrill Lynch immediately at 1-877-DD-PLANS (337-5267).*

### *Loans While on Leave of Absence*

If you are on an approved leave of absence (other than military leave), without pay or at a rate of pay after income and employment tax withholding that is less than the amount of your required loan payment, you must make arrangements to repay your loan or it will be treated as in default.

You can make ongoing loan payments by direct debit from your bank account through Merrill Lynch. Login to your account at [www.benefits.ml.com](http://www.benefits.ml.com) or call 1-877-DD-PLANS (337-5267). Participant Service Representatives are available Monday to Friday from 7:00 a.m. to 8:00 p.m. Eastern Time (ET), on days the New York Stock Exchange is open.

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### ***Loan Repayments During Military Leave***

*For participants on a qualified military leave, loan repayments will be suspended for the entire leave. When you return from military leave of absence, the loan must be re-amortized with the term extended for the same amount of time as the leave of absence.*

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### *If You Leave the Company with an Outstanding Loan*

If you have an outstanding RSP loan when your employment with the Company ends, you have two options, based on your account balance:

- **Option 1, Payment in Full:** You can pay off your loan balance in full. If you don't pay off the loan balance in full within 90 days of the date your employment ends (and you're not eligible for, or don't select, Option 2), the loan will be considered in default and will be treated as a taxable distribution to you. Merrill Lynch will issue a Form 1099-R. Contact Merrill Lynch directly if you want to pay off your loan balance in full.
- **Option 2, Payments Over Time:** If your account balance at the time your employment ends is greater than \$5,000, you can continue to make your loan payments directly to Merrill Lynch. You can continue making these payments for the life of your loan, per the original amortization schedule, or as long as you have an eligible balance in your RSP account. If at any time your account balance is \$5,000 or less, or if you decide to take a distribution of your entire account, then your only option will be paying off your loan balance in full (Option 1), or your loan will default. If you wish to take a partial withdrawal from your RSP account, you must make your withdrawal request by calling Merrill Lynch at 1-877-DD-PLANS (337-5267) to prevent your loan from going into default.

If you choose to pay back your loan over time and don't make your payments, your outstanding loan balance will be defaulted and treated as a taxable distribution to you. If you have questions about this process, contact Merrill Lynch.

If you pay back your loan over time, be sure to confirm that your loan payments are posted to your account before requesting a distribution. Log in to your account on Benefits OnLine at [www.benefits.ml.com](http://www.benefits.ml.com) or call Merrill Lynch at 1-877-DD-PLANS (337-5267).

## Hardship Withdrawals

If you are an active employee, you may be able to take a hardship withdrawal from your Before-Tax and/or Roth 401(k) Contribution Accounts (but not the investment earnings on your Before-Tax or Roth 401(k) Contributions credited after 1988 or in-Plan Roth conversion balances, if any).

Hardship withdrawals are only allowed if you have an immediate, substantial financial need that can't be reasonably met through other means, generally, including an RSP loan or another withdrawal from this Plan. To qualify as a hardship, you must need the money for one of the following reasons:

- Uninsured medical care expenses for you or your dependents;
- costs directly related to the purchase of your principal residence (excluding mortgage payments);
- tuition, related educational fees and room and board expenses for the next 12 months of postsecondary education for you or your dependents;
- payments necessary to prevent your eviction from your principal residence or foreclosure on the mortgage on that residence;
- funeral expenses for you, your spouse, your dependents; and
- certain expenses to repair damage to your principal residence.

### ***No Contributions for Six Months After a Hardship Withdrawal***

*If you make a hardship withdrawal, you won't be able to make contributions or receive Company Matching Contributions for a period of six months from the date of your withdrawal.*

### ***Domestic Partners***

*For purposes of hardship withdrawals only, references to "spouse or dependents" shall include a domestic partner, as determined by the Administrative Committee.*

Examples of expenses that aren't eligible for a hardship withdrawal include:

- credit card debt;
- unpaid taxes;
- house payments or rent (unless needed to prevent eviction or foreclosure on your primary residence);
- car payments and repairs;
- personal loan payments;
- utility bills; and
- other personal expenses.

Your hardship withdrawal can't exceed the amount required to meet your financial need, including any amounts needed to pay taxes or penalties reasonably expected to result from the withdrawal. You will be required to provide documents to the Plan Administrator to show evidence of your hardship.



# Withdrawing Your Benefits

Federal rules govern when and how you can withdraw your money from the RSP.

## **To Apply for a Withdrawal**

Contact Merrill Lynch to request a withdrawal by logging on to Benefits OnLine at [www.benefits.ml.com](http://www.benefits.ml.com) or by calling 1-877-DD-PLANS (337-5267). Participant Service Representatives are available Monday to Friday from 7:00 a.m. to 8:00 p.m. Eastern Time (ET), on days the New York Stock Exchange is open.

## **Withdrawal Rules**

These rules apply to all withdrawals, both withdrawals while you are employed and withdrawals after your employment ends.

To provide the funds for your withdrawal, your investments will normally be liquidated on a pro-rata basis.

The funds for your withdrawal will be taken from your accounts in the following order:

- After-Tax Account and Rollover Accounts;
- Pre-2007 Company Match Account;
- Before-Tax Account;
- Roth 401(k) Account;
- Remaining Company Match Account; and
- Vested Retirement Savings Contribution Account.

You can't redeposit any amounts that you have withdrawn, or replace them with other funds.

RSP withdrawals are taxable events and, in some cases, subject to IRS penalties (See "How Benefits Are Taxed" on page 33). If you receive a distribution from your Roth 401(k) Account before the account is five years old and before you reach age 59½, investment earnings on that account will be included in your taxable income. See "Distributions from Roth Accounts" on page 35 for more information.

### **Non-Taxable Withdrawals for Pre-1987 Contributions**

*If you have pre-1987 contributions in your After-Tax Contribution Account, you can request a non-taxable withdrawal at any time.*

- *The maximum withdrawal is 100% of the pre-1987 contributions.*
- *The minimum withdrawal is \$500 or the total of your pre-1987 contributions, if less.*

## **Special Rules for Solae and MECS, Inc.**

*Special withdrawal rules apply to Profit Sharing Contribution Accounts transferred to the RSP from:*

- *the Solae Savings Investment Plan; and*
- *the MECS, Inc. 401(k) Plan.*

*If you were a participant in either of those plans, contact Merrill Lynch for additional information on these special rules.*

## Withdrawals While Still Employed

Although the RSP is generally intended to help you save for retirement, there are some situations where some contributions and their investment earnings can be withdrawn while you are still working for the Company.

- **Before you reach age 59½**, you can withdraw the following contributions and their investment earnings:
  - After-Tax Contribution Account;
  - Rollover Contribution Accounts; and/or
  - Pre-2007 Company Match Account, if any.

The taxable portion of the withdrawal is subject to income tax in the year you receive it. If you don't roll the distribution over directly to an IRA or another qualified plan, the Company will withhold 20% of the taxable portion for federal income taxes.

- **When you reach age 59½**, in addition to the accounts you can withdraw from before 59½, you can also withdraw the following contributions and their investment earnings (you must withdraw any available After-Tax or Rollover Accounts before withdrawing these amounts):
  - Before-Tax Contribution Account;
  - Roth 401(k) Contribution Account; and/or
  - Company Match Contributions (Pre-2007 and Remaining Contributions).

The taxable portion of the withdrawal is subject to regular income tax in the year you receive it. If you don't roll the distribution over directly to an IRA or another qualified plan, the Company will withhold 20% of the taxable portion for federal income taxes.

- **At any age**, you may be able to take a hardship withdrawal from your vested RSP account. See "[Hardship Withdrawals](#)" on page 27 for more information. All hardship withdrawals must be approved by the Plan Administrator.

For more information on income tax consequences, see the section entitled "[How Benefits Are Taxed](#)" on page 33. Consult your personal tax advisor before withdrawing anything from your Plan accounts.

## Withdrawals After Your Employment Ends

Once you are no longer employed with the Company or any other related company, you can withdraw your vested balance at any time. (Remember, the Retirement Savings Contribution Account has a vesting requirement. See "[Vesting](#)" on page 16.)

Depending on the vested value of your account when your employment ends, your account may be distributed to you automatically.

### **Be Prepared for Taxes**

*RSP withdrawals are taxable events and, in some cases, subject to IRS penalties (See "[How Benefits Are Taxed](#)" on page 33). Consult your personal tax, legal and/or financial advisor before withdrawing anything from your Plan accounts.*

### **No Retirement Savings Contribution Withdrawals While Employed**

*You can't make a withdrawal from your Retirement Savings Contribution Account until you are fully vested in this account and leave the Company.*

| <b>If the Vested Value of Your Account Is ...</b>           | <b>Your Account ...</b>   |
|---|---|
| <b>\$1,000 or less</b>                                      | Is automatically paid to you as a single-sum payment.   |
| <b>More than \$1,000, but less than or equal to \$5,000</b> | Is paid to you as soon as practicable, as either a single-sum payment or as a rollover to another qualified plan or IRA (see "Rollovers" on page 31). <ul style="list-style-type: none"> <li>▪ You must submit your choice at <a href="http://www.benefits.ml.com">www.benefits.ml.com</a>.</li> <li>▪ If you don't submit instructions, your account will be rolled over to a Merrill Lynch Individual Retirement Rollover Account (IRRA®).</li> </ul>                     |
| <b>More than \$5,000</b>                                    | Can be kept in the Plan until payments begin when you reach age 70½. <ul style="list-style-type: none"> <li>▪ At any time, you can take a distribution or roll your balance over to an IRA or other qualified plan.</li> <li>▪ While your balance is in the Plan, it will continue to be invested in the Plan's investment options, and you can change how it is invested.</li> <li>▪ Because you are not an active employee, you can't take loans from the RSP.</li> </ul> |

**About the Merrill Lynch Individual Retirement Rollover Account**

*If your balance is rolled over into a Merrill Lynch IRRA, it will be invested through Merrill Lynch's Retirement Asset Savings Program, which makes available a Money Market Deposit Account from one or more participating depository institutions. If your RSP balance is rolled into the Merrill Lynch IRRA, it is no longer part of RSP or any Company plan.*

*Currently Merrill Lynch Bank USA and Merrill Lynch Bank & Trust Co. are the primary and secondary depository institutions.*

*You will be charged the same annual maintenance fee that other IRRA account holders pay, currently between \$50 and \$100 annually, based on Merrill Lynch's fee schedule.*

*If you have any questions about the Plan's automatic rollover provisions, you can contact Merrill Lynch by calling 1-877-DD-PLANS (337-5267) or logging on to [www.benefits.ml.com](http://www.benefits.ml.com)*

**Payment Options at a Glance**

If you have more than \$5,000 in your RSP account when you leave the Company (and are not employed by any related company), you have the following options for your RSP account:

- Take a distribution from the Plan, as either:
  - **A Single-Sum Payment:** A lump-sum distribution of your total vested account balance.
  - **Periodic Payments:** There are three periodic payment options, all of which give you the option to receive monthly or annual payments and to receive the rest of your account in a single payment. See "Periodic Payment Options" on page 31 for more information.
  - **Partial Withdrawals:** You can take up to three withdrawals in a calendar year.
- Roll your assets into an IRA or other qualified retirement plan: See "Rollovers" on page 31 for more information.
- Leave your money in the RSP.
- Choose more than one of the above options.

### *Periodic Payment Options*

If the value of the vested portion of your RSP account is greater than \$5,000, you can have your account paid to you as periodic payments. There are three periodic payment options:

- **Variable periodic payments** are paid to you in a fixed number of payments (either monthly or annually). The maximum number of payments you can elect is based on your age and the age of a beneficiary 10 years younger (or your spouse's actual age, if your spouse is more than 10 years younger). Payments continue until your account value is reduced to zero.
- **Lifetime periodic payments** are based on your life expectancy or the life expectancies of you and a selected individual, recalculated annually and paid for a period you select. The period you select may not exceed your life expectancy or the life expectancy of a beneficiary who is 10 years younger than you. Payments continue until your account is reduced to zero.
- **Fixed periodic payments** are paid as a fixed dollar amount that you select. Payments continue until your account is reduced to zero.

If you are interested in one of the periodic payment options, call Merrill Lynch and ask a customer service representative to model the options for you.

### ***If You Begin Periodic Payments Before Age 70½***

*You must begin to receive minimum required payments of your account balance no later than April 1 following the year in which you reach age 70½ or your employment ends, if later. If you are already receiving periodic payments, but the payments don't meet the legal minimums, you will receive an additional payment at the end of the year to make up the difference.*

*If you are reemployed by the Company before age 70½, after monthly payments have begun, your periodic payments will stop. When your employment with the Company ends again, your RSP balance will include any additional amounts contributed to your accounts while you were reemployed. At that time, you can choose any payout options permitted by the RSP.*

## Rollovers

If your distribution is eligible for rollover, there are generally two types of rollovers to consider:

- a direct rollover, which allows you to avoid 20% tax withholding; or
- a 60-day rollover, with which 20% of the distribution will be withheld for income taxes.

With a direct rollover, you can have the RSP transfer the rollover directly to:

- the trustee or custodian of an IRA that you have established; or
- the qualified retirement plan, section 403(b) annuity or section 457(b) eligible deferred-compensation plan of another employer (assuming that your other employer's plan will accept such a transfer).

Contact Merrill Lynch to elect a direct rollover. You will typically receive a check made out to the IRA or plan, for your benefit. You are responsible to deposit that direct rollover check to the IRA or plan within 60 days.

With a 60-day rollover, you don't specify where you will be rolling the funds over. The check from the RSP will generally be made out to you. You are responsible to deposit the check in your own personal account and then to arrange to deposit an amount equal to the entire distribution (including the 20% that was withheld) in an eligible IRA or plan. You must use your own funds to deposit the 20% that was withheld from your distribution to avoid taxes on such amount. If you don't come up with your own funds to deposit the 20% that was withheld, the 20% that was withheld from your distribution will be taxable to you.

### *Rolling Over Death Benefits*

A single-sum payment of a death benefit can be rolled over, if your beneficiary is your spouse or if your beneficiary is a non-spouse beneficiary and is rolling the distribution to an eligible IRA account. See "[If You Die](#)" on page 32.

## Qualified Reservist Distributions

If you are a reservist or National Guardsman (as defined in 37 U.S.C. 101(24)) ordered to active military duty, and your active duty is expected to last 180 days or more, contact Merrill Lynch by logging on to your account at [www.benefits.ml.com](http://www.benefits.ml.com) or calling 1-877-DD-PLANS (377-5267) regarding distributions from your account.

## If You Become Disabled

If you become disabled while you are an active employee and your employment ends because of your disability, you have the same distribution options as other participants whose employment with the Company ends.

For more information, contact Merrill Lynch by logging on to your account at [www.benefits.ml.com](http://www.benefits.ml.com) or calling 1-877-DD-PLANS (337-5267).

## If You Die

In the event of your death, your vested account balance will be paid to the beneficiary designated in the form prescribed by the Plan Administrator. Your beneficiary can receive the value of your RSP account as a distribution or leave the balance of your account in the Plan.

If you are married at the time of your death, your spouse will be your beneficiary unless you have named someone else. Your spouse must consent to your naming another beneficiary, and the consent must be in writing and witnessed by a notary public on the form issued by the Plan Administrator.

Your spouse can:

- leave your balance with the Plan until the date you would have reached age 70½;
- take a single-sum payment (or rollover to a qualified plan or IRA); or
- begin periodic payments (see "Periodic Payment Options" on page 31).

If you have a non-spouse beneficiary and you had not reached age 70½ at your death, your beneficiary may choose to set up a stream of lifetime periodic payments, as long as these payments are started by December of the year following your death. If your beneficiary doesn't start this stream of payments, the account will be distributed in full to your beneficiary no later than 5 years from your date of death.

If you do not have a valid beneficiary designation on file and you aren't married at the time of your death, or your beneficiary or spouse is not living at the time payment is made, your account balance will be paid to your estate.

Your beneficiary designation must be on file before the date of your death to be effective. You can elect or change your beneficiary designation by logging on to your account at [www.benefits.ml.com](http://www.benefits.ml.com) or by calling Merrill Lynch at 1-877-DD-PLANS (337-5267).

## Required Payments

You must begin to receive payments of your account balance no later than April 1 following the year in which you reach age 70½ or your employment ends, if later. Federal law determines how much you are required to receive.

### ***Is Your Beneficiary Designation Up to Date?***

*Remember to check and update your beneficiary designation periodically on [www.benefits.ml.com](http://www.benefits.ml.com) or by calling 1-877-DD-PLANS (337-5267). If you experience a life change, such as marriage, divorce or birth of a child, make sure your beneficiary designation reflects your current wishes.*



## How Benefits Are Taxed

This section provides a brief summary of certain federal income tax laws as they apply to your RSP benefits. YOU ARE URGED TO CONSULT YOUR PERSONAL TAX, LEGAL AND/OR FINANCIAL ADVISOR TO DETERMINE THE SPECIFIC TAX CONSEQUENCES OF THE PLAN AND THE ADVISABILITY OF MAKING ANY TAX ELECTIONS. Future changes to tax laws may affect the information provided here.

### **Get Expert Advice**

*This section is only a summary of tax rules. Consult your personal tax, legal, and/or financial advisor for more information.*

### Contributions

Before-Tax Contributions aren't subject to federal tax and, in most cases, state, or local income tax until they are distributed from the RSP. Company contributions made on your behalf are also not subject to taxes until distributed from the RSP. Roth 401(k) Contributions and After-Tax Contributions, however, are subject to federal, state and local income tax as current compensation in the year such amounts would have been paid to you, had they not been contributed to the Plan.

Investment earnings on your account balance aren't subject to federal, state or local income tax until they are distributed from the RSP. However, the investment earnings on your Roth 401(k) Account aren't subject to federal income tax if you take a qualified distribution of your Roth 401(k) Account.

Your Before-Tax, Roth 401(k) and/or After-Tax Contributions are subject to FICA and Medicare taxes in the year otherwise payable to you as current compensation. Company contributions on your behalf are subject to FICA and Medicare taxes in the year the Company makes the contribution.

### Distributions

A distribution from your account (other than your Roth 401(k) Account) is generally subject to federal income tax in the year you receive it, unless you roll it over to an individual retirement account (IRA) or eligible retirement plan. The Plan must withhold 20% of any amount you receive outside of a direct rollover for federal income taxes and you may owe state and local taxes and additional federal taxes when you complete your personal tax return. The payment is taxed in the year you receive it unless, within 60 days, you roll it over to a Traditional IRA or an eligible employer plan that accepts rollovers.

If you receive only DowDuPont Common Stock in a payment that can be rolled over, no amount will be withheld from the payment. If you receive cash or property other than DowDuPont Common Stock, as well as DowDuPont Common Stock, in a payment that can be rolled over, the 20% withholding amount will be based on the entire taxable amount paid to you. However, the amount withheld will only be taken from the cash or property (excluding DowDuPont Common Stock) paid to you.

You must begin to receive payments of your account balance no later than April 1 following the year in which you reach age 70½ or your employment ends, if later. If payment doesn't begin by then, a 50% penalty tax will apply to the portion of your account that should have been paid to you.

### **Consider a Rollover**

*If you roll over your distribution from the RSP directly to a Traditional IRA or another eligible retirement plan (typically another employer's 401(k) or 403(b) plan), you'll avoid an early distribution penalty, and you won't pay taxes until you withdraw those funds.*

## RSP Loan Offsets

A loan offset can occur when you have an outstanding RSP loan and you are required to repay the entire outstanding balance (such as if your employment ends when you have an outstanding RSP loan and you do not set up ACH repayments directly with Merrill Lynch). If you have an outstanding loan balance and do not elect to continue to make loan repayments through ACH deductions from a bank account, the outstanding balance is treated as a distribution to you, and is taxable.

If you are subject to a loan offset, and it is the only amount you receive or are treated as having received, no amount will be withheld from it. If you receive other payments of cash or property from the RSP, the 20% withholding amount will be based on the entire amount paid to you, including the amount of the loan offset. However, the amount withheld will only be taken from the amount of other cash or property paid to you (other than any employer securities).

## If You Were Born Before January 2, 1936

If you receive a rollover-eligible distribution and you don't roll it over to a Traditional IRA or an eligible employer plan, the payment will be taxed as ordinary income in the year you receive it. However, if the payment is a qualified lump-sum distribution you may be eligible for the 20% capital gain election, the 10-year tax option, or both. These are special formulas that may result in a smaller tax than if the distribution is taxed as ordinary income. See IRS Form 4972 for additional information on qualified lump sum distributions and how you elect the special tax treatment.

## Penalties for Early Distribution

In addition to ordinary income taxes, you may owe a 10% penalty tax on the taxable portion or Roth portion of any distribution you receive before you reach age 59½. Withdrawals from the RSP are subject to ordinary income tax plus the 10% additional tax. The 10% penalty tax won't apply in the following situations:

- Your account is paid to you if your employment with the Company ends in the calendar year in which you will reach age 55 or any later age.
- Your account is paid to you because you have become disabled as defined by the IRS.
- Your account is paid to your beneficiary in case of your death.
- The amount distributed consists solely of dividends on DowDuPont Common Stock.
- The distribution is made to you in a year when your unreimbursed medical expenses, as defined by the IRS, exceed 10% of your adjusted gross income.
- Payment is directed to another person by a Qualified Domestic Relations Order (QDRO) or payment is made to you as an alternate payee because of a QDRO.
- You roll over the distribution within 60 days, or direct the RSP to transfer that amount to a rollover IRA or to another eligible retirement plan.
- Payment is made as periodic payments over your life expectancy or the joint life expectancies of you and your beneficiary (provided that the installments begin after your employment with the Company ends).
- You are ordered or called to duty in the military reserves as a qualified reservist and you receive a distribution during your active duty period (see "[Qualified Reservist Distributions](#)" on page 32).
- You receive a qualified distribution from your Roth account. A qualified distribution is one that:
  - is made on or after the date that you reach age 59½;
  - is made to your beneficiary or your estate after your death; or
  - is attributable to your having a disability as defined by the IRS.

## Distributions from Roth Accounts

If you take a distribution from your Roth 401(k) Account before the account is at least five years old and before you have reached age 59½ (or on account of your death, if sooner), investment earnings on the amount in the Roth 401(k) Account will be includible in your taxable income. These distributions are taxable because they are not “qualified distributions.”

If you make an in-Plan Roth conversion (see “[Converting Other Contributions \(and Their Earnings\) to Roth Contributions](#)” on page 13) and take a distribution of such amount before the Roth 401(k) Account is at least five years old, the investment earnings on the amounts distributed are taxable. In addition, if the withdrawal is made before you reach 59½, the converted amounts and investment earnings will be subject to a 10% penalty tax.

## Tax Withholding

Unless you elect a rollover through a direct transfer of your distribution into an IRA or an eligible retirement plan that will accept the transferred amount (typically, another employer’s 401(k) or 403(b) plan), the IRS generally requires that federal income tax be withheld equal to 20% of the taxable portion of the distribution. This withholding applies to withdrawals from the RSP you may make during employment (except for hardship withdrawals) as well as distributions after your employment with the Company ends.

If you don’t elect a direct rollover, you are still permitted to roll over the distribution you receive into an IRA or an eligible employer plan if you do so within 60 days of the date you receive the distribution. However, if you elect this rollover option, 20% withholding will still apply on the taxable amount (which you can later recover as a refund when you file your income tax return for the year of the distribution). The only way to avoid this federal income tax withholding at distribution is to elect the direct rollover option.

If your surviving spouse is entitled to receive an eligible distribution because of your death, he or she can also authorize a rollover of your RSP account balance into an IRA or an eligible employer plan. Non-spouse beneficiaries may also roll over an eligible distribution to an IRA or Roth IRA only. Non-spouse beneficiary payments eligible to be rolled over into an IRA or Roth IRA are subjected to the mandatory 20% federal income tax withholding if not rolled over.

Regardless of how much federal income tax is withheld at distribution, you will be responsible for paying any taxes associated with the distribution including any amount that exceeds the amount withheld, as well as any state or local taxes that may apply.

## Tax Credit

Depending on your income, you may be eligible to reduce the federal income tax on a distribution through a tax credit based on a portion of your contributions (Before-Tax, Roth 401(k) and/or After-Tax) to the Plan.

To claim the credit, you must complete IRS Form 8880 and attach it to your Form 1040A or Form 1040. Tax laws change from time to time, and the tax impact of receiving payments from the Plan will vary with your individual situation and when you receive the distribution. Because the Company doesn’t give tax advice or counsel, you should consult your personal tax, legal and/or financial advisor for advice about your circumstances.

## Rules for Common Stock

There is a special rule for a payment from the Plan for certain “qualified lump-sum distributions” that include DowDuPont Common Stock (or other employer securities). Under this special rule, you may have the option of not paying tax on the “net unrealized appreciation” of the stock until you sell the stock. If you receive employer stock in a qualified lump-sum distribution, the special tax treatment for lump-sum distributions described in “If You Were Born Before January 2, 1936” above also may apply. See IRS Form 4972 for additional information on these rules.

Tax laws change from time to time, and the tax impact of receiving payments from the Plan will vary with your individual situation and when you receive the distribution. Because the Company doesn’t give tax advice or counsel, you should consult your personal tax, legal and/or financial advisor for advice about your circumstances.



## Defined Terms

These terms are capitalized throughout this summary. In this section, you will find the definitions for these terms to help clarify their meaning and to provide information to better help you understand the provisions of the Plan.

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### **"DUPONT, THE "COMPANY" AND "DOWDUPONT"**

- Where we use "DuPont" in this summary, we mean E. I. du Pont de Nemours and Company.
- Where we refer to the "Company" in this summary, we mean the DuPont affiliated organization that employs you and has adopted or participates in the Plan.
- Where we use "DowDuPont" in this summary, we mean DowDuPont Inc. Effective August 31, 2017, the Dow Chemical Company (Dow) and DuPont each merged with subsidiaries of DowDuPont and, as a result, Dow and DuPont became subsidiaries of DowDuPont.

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### **ELIGIBLE COMPENSATION**

Eligible compensation includes the following, if applicable:

- base pay;
- overtime;
- short-term disability or other similar leave of absence pay paid from the Company;
- sales incentive pay;
- short-term incentive pay; and
- local performance-based compensation.

Special payments for transfer of employment, accomplishment awards and awards under a gain-sharing program, long-term incentive or other similar plan aren't included in Eligible Compensation. Any amounts not listed above (such as unused vacation, severance pay or workers' compensation pay) are also not included in Eligible Compensation.

Federal law limits the amount of Eligible Compensation that can be considered for RSP purposes. For 2018, this maximum Eligible Compensation is \$275,000. This amount is periodically indexed (increased) by the IRS.

## Claims and Appeals

Benefits are paid to RSP participants and beneficiaries without the necessity of formal claims. Routine requests for information about your RSP benefits and other similar inquiries generally won't be considered benefits claims that require processing under ERISA. If you wish to make a claim in accordance with your rights under ERISA, you must make such a request in writing to the Plan Administrator c/o Merrill Lynch.

The Plan Administrator has complete discretionary authority to make all determinations under the Plan, including eligibility for benefits and factual determinations, and to interpret the terms and provisions of the Plan. Benefits will be paid only if the Plan Administrator decides in its discretion that the claimant (you or your beneficiary) is entitled to them. The Plan Administrator's final decision is binding.

Once you make a request for benefits, your request will be processed within 90 days. However, in some cases additional time may be needed. If that happens, you will be notified that an additional 90-day processing period is required.

If you make a request for benefits and your request is denied, in whole or in part, you (or your beneficiary) will receive notification from the Plan Administrator within 90 days (or 180 days, if the Plan Administrator needs more time to review your application).

The notice will include:

- the reason for denial, with reference to the specific Plan provisions on which the denial was based;
- a description of any materials necessary to process the application properly and an explanation of why the materials are needed;
- an explanation of the application review procedure and time limits; and
- an explanation of your right to bring legal action under ERISA, as amended, if benefits are denied following appeal.

Within 60 days after receiving the denial, you (or your beneficiary) or your duly authorized representative may submit a written request for reconsideration (appeal) by sending a letter to the Benefit Plan Appeals Committee at DuPont Human Resources—Employee Benefit Appeals, 974 Centre Road, Chestnut Run Plaza Building 711, Wilmington, DE 19805 stating the reasons why you think the claim should be reconsidered, and including a copy of the denial letter and documents or records in support of the appeal. You will be able to look at all documents, records and other information relevant to your claim. If you don't appeal the denial of your claim within 60 days, the denial will be final.

The Benefit Plan Appeals Committee will conduct a full review of your appeal within 60 days and will notify you of its decision. If the Benefit Plan Appeals Committee can't complete its review within 60 days, you will be notified in writing before the end of the initial 60-day period. The Benefit Plan Appeals Committee's decision on your appeal will be in writing and will include the specific reasons and the RSP provisions on which the decision is based. The Benefit Plan Appeals Committee has full discretion to interpret the RSP and resolve any ambiguities. The decision of the Benefit Plan Appeals Committee is final.

## Administrative Information

### Qualified Domestic Relations Orders

As a rule, your interest in your account may not be assigned or alienated. This means that your interest may not be sold, used as collateral for a loan, given away or otherwise transferred. In addition, your creditors may not attach, garnish or otherwise interfere with your account.

There is an exception to this general rule. The Plan Administrator may be required by law to recognize obligations you incur because of a qualified domestic relations order. A qualified domestic relations order is defined as a decree or order issued by a court that obligates you to make child support, alimony or marital property rights payments, or otherwise allocates a portion of your account in the RSP to your spouse, former spouse, child or other dependent. If a qualified domestic relations order is received by the Plan Administrator, all or a portion of your benefits may be used to satisfy the obligation. The Plan Administrator will determine the validity of any domestic relations order received. You can get a copy of the RSP's procedures about qualified domestic relations orders from the Plan Administrator, without charge.

### ERISA Rights

As a participant in the RSP, you are entitled to certain rights and protections under the Employee Retirement Income Security Act of 1974 (ERISA). ERISA provides that all RSP participants shall be entitled to:

- Examine, without charge, at the Plan Administrator's office and other specified locations, including work sites and union halls if applicable, all documents governing the RSP. These documents may include collective bargaining agreements if applicable and the latest annual report (Form 5500 series) filed by the RSP with the U.S. Department of Labor and available at the Public Disclosure Room of the Employee Benefits Security Administration.
- Obtain, after sending a written request to the Plan Administrator, copies of documents governing the operation of the RSP and copies of the latest annual report (Form 5500 series) and updated summary plan description. You may be asked to pay a reasonable charge for the copies.
- Receive a written summary of the RSP's annual financial report. The Plan Administrator is required by law to provide each participant with a copy of this summary annual report.

In addition to creating rights for RSP participants, ERISA imposes duties on the people responsible for the operation of the RSP. The people who operate your RSP, called “fiduciaries,” have a duty to do so prudently and in the best interest of you and other RSP participants and beneficiaries. No one, including your employer, your union or any other person, may fire you or otherwise discriminate against you in any way to prevent you from obtaining a benefit or exercising your rights under ERISA.

If your claim for a benefit is denied or ignored in whole or in part, you have a right to know why this was done, to obtain copies of documents relating to the decision without charge, and to appeal any denial, all within certain time schedules.

Under ERISA, there are several steps you can take to enforce your rights. For instance, if you request a copy of plan documents or the latest annual report from the Plan and do not receive them within 30 days, you can file suit in a federal court. In such a case, the court may require the Plan Administrator to provide the materials and pay you up to \$110 a day until you receive the materials, unless the materials were not sent because of reasons beyond the Plan Administrator’s control.

If you have a claim for benefits that is denied or ignored, in whole or in part, you can file suit in a state or federal court. In addition, if you disagree with the Plan Administrator’s decision or lack thereof concerning the qualified status of a domestic relations order, you can file suit in a federal court. If it should happen that RSP fiduciaries misuse the Plan Administrator’s money, or if you are discriminated against for asserting your rights, you can seek assistance from the U.S. Department of Labor, or you can file suit in a federal court. The court will decide who should pay court costs and legal fees. If you are successful, the court may order the person you sued to pay these costs and fees. If you lose, the court may order you to pay these costs and fees—if, for example, it finds your claim is frivolous.

If you have any questions about the RSP, you should contact the Plan Administrator. If you have questions about this statement or about your rights under ERISA or if you need assistance in obtaining documents from the Plan Administrator, contact the nearest office of the Employee Benefits Security Administration, U.S. Department of Labor, listed in your telephone directory. You can also contact the Division of Technical Assistance and Inquiries, Employee Benefits Security Administration, U.S. Department of Labor, 200 Constitution Avenue N.W., Washington, DC 20210. You can also obtain certain publications about your rights and responsibilities under ERISA by calling the publications hotline of the Employee Benefits Security Administration.

## **Pension Benefit Guaranty Corporation**

The RSP is a defined-contribution type of employee benefit plan. Benefits aren’t a pre-determined amount but rather are based on the amounts contributed to the RSP and the investment performance of the Trust fund. For this reason, benefits provided by the Plan aren’t insured by the Pension Benefit Guaranty Corporation (PBGC) under Title IV of the Employee Retirement Income Security Act of 1974.

## **Governing Law**

The Plan will be construed and enforced according to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended, which sets forth the minimum requirements concerning participation, vesting and other matters that an employee benefit Plan must satisfy, and provides rules about the manner in which an employee benefit plan is to be administered. ERISA also requires that an employee benefit plan prepare periodic reports and provide or make available other information to the participants in the plan. For additional information concerning your rights under ERISA, see “[ERISA Rights](#)” on page 37.

The RSP is intended to be a tax-qualified plan under Section 401(a) of the Internal Revenue Code, which means that Before-Tax Matching and Retirement Savings Contributions are generally deductible by the Company at the time they are made, but aren’t taxed to the participants until paid to them from the Plan. In addition, investment earnings credited to participant accounts aren’t taxed to the participants until paid to them from the Plan.

## **Agent for Service of Legal Process**

Legal process may be served on the Company or the Plan Trustees.

## Administrative Plan Details

|  |  |
|--|--|
| <b>Plan Name</b>   | The DuPont Retirement Savings Plan   |
| <b>Plan Number</b>   | 002  |
| <b>Employer and Plan Sponsor</b>                           | E. I. du Pont de Nemours and Company<br>974 Centre Road<br>Wilmington, DE 19805<br>Phone: 1-302-774-1000   |
| <b>Plan Sponsor's Employer Identification Number (EIN)</b> | 51-0014090   |
| <b>Type of Plan</b>  | The Plan is a safe-harbor 401(k) defined-contribution plan.  |
| <b>Plan Administrator</b>                                  | Benefit Plans Administrative Committee<br>E. I. du Pont de Nemours and Company<br>974 Centre Road<br>Wilmington, DE 19805<br>Phone: 1-302-774-1000   |
| <b>Plan Year</b>   | The plan year is January 1 through December 31.  |
| <b>Plan Trustees</b>                                       | All contributions to the Plan are held in trust funds maintained by the Plan Trustees. The Plan Trustees are:<br><br>Merrill Lynch Trust Company, FSB<br>c/o Retirement Group Services<br>1400 Merrill Lynch Drive<br>MSC 943N<br>Pennington, NJ 08534<br><br>The Northern Trust Company<br>50 South LaSalle Street<br>Chicago, IL 60603<br><br>Merrill Lynch also provides record-keeping services for the Plan in accordance with an administrative services contract with DuPont. |

### ***What Is the Plan Trust?***

*The Plan Trust is the trust established under the RSP for purposes of investing and holding RSP assets.*



# Contacts

## Merrill Lynch

Benefits OnLine at [www.benefits.ml.com](http://www.benefits.ml.com)  
 DuPont RSP Plan Administrator c/o Merrill Lynch  
 Bank of America Merrill Lynch  
 1400 American Drive  
 NJ2-140-03-50  
 Pennington, NJ 08534  
 1-877-DD-PLANS (337-5267)  
 Participant Service Representatives are available  
 Monday to Friday 7:00 a.m. to 8:00 p.m. Eastern Time (ET)

## The Plan Administrator

Benefit Plans Administrative Committee  
 E. I. du Pont de Nemours and Company  
 974 Centre Road  
 Wilmington, DE 19805  
 1-302-774-1000

# Participating Employers

As of September 2018, participating companies in the Plan include:

- E. I. du Pont de Nemours and Company
- EKC Technology, Inc.
- DuPont Displays, Inc.
- DuPont Display Enhancements, Inc.
- DuPont Electronic Polymers
- Danisco US Inc.
- Danisco USA Inc.
- Finnsugar Bioproducts, Inc.
- Genencor International Wisconsin Inc.
- Agtech Products Inc.
- Solae, LLC
- Pioneer Hi-Bred International Inc.
- Farms Technology, LLC
- Doebler’s Pennsylvania Hybrids, Inc.
- Terral Seed, Inc.
- Hoegemeyer Hybrids, Inc.
- NuTech Seed, LLC
- Seed Consultants, Inc.
- Coastal Training Technologies Corp
- Belco Technologies Corporation
- MECS, Inc.
- DuPont Nutrition USA, Inc.



# Prospectus Information

This “Prospectus Information” section is not part of the SPD. It is additional information that is part of the prospectus for the RSP covering securities that are registered under the Securities Act of 1933. The SPD is incorporated by reference into this Prospectus.

## About this Prospectus

This Prospectus relates to 21,977,000 shares of DowDuPont Common Stock, par value \$0.01 per share, registered with the Securities and Exchange Commission on Form S-8 (File No. 333-220324, hereafter referred to as the “Registration Statement”). For further information with respect to DowDuPont and the securities offered hereby, reference is made to the Registration Statement, including exhibits thereto, which may be inspected at the public reference facility maintained by the Commission at 100 F Street, N.E., Washington, DC 20549, where copies also may be obtained (at prescribed rates). The Securities and Exchange Commission also maintains a website at <http://www.sec.gov> that contains reports, proxy statements and other information.

DowDuPont is subject to the information reporting requirements of the Securities Exchange Act of 1934, as amended (Exchange Act), and, in accordance therewith, files periodic reports, proxy statements and other information with the Commission. Reports and other information concerning DowDuPont may be inspected and copied at the locations indicated above.

No person is authorized to give any information or to make any representations other than those contained in this Prospectus in connection with the offering described herein, and, if given or made, such information or representations must not be relied upon. This Prospectus does not constitute an offer of any securities other than those to which it relates, or an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction. Neither the delivery of this Prospectus nor any sales made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of DowDuPont since the date hereof.

The date of this Prospectus is September 1, 2018.

## Federal Income Tax Consequences

The Company strongly recommends that you consult your personal tax, legal and/or financial advisor to determine the specific tax consequences of the RSP (or any component thereof) and the advisability of making any tax elections. See “[How Benefits Are Taxed](#)” on page 33.

### ***What Is a Prospectus?***

*A Prospectus is a legal document that provides a thorough description of mutual fund and other types of investments. It includes an explanation of the fund's objective, information about how it invests and a description of the fees and expenses associated with the fund.*

## Additional Information

Additional information about the Plan and its administrator may be obtained from, and copies of the following documents or reports will be furnished without charge on oral or written request to the Plan Administrator: Benefit Plans Administrative Committee, E. I. du Pont de Nemours and Company, 974 Centre Road, Wilmington, DE 19805, 1-302-774-1000:

- documents or reports incorporated by reference into the Prospectus (excluding exhibits to the documents or reports incorporated by reference unless such exhibits are specifically incorporated by reference into such documents or reports);
- DowDuPont's annual report to shareholders for the latest fiscal year;
- all reports, proxy statements and other communications distributed to shareholders of DowDuPont;
- the latest annual report of the Plan filed pursuant to Section 15(d) of the Exchange Act on Form 11-K or as part of an annual report for DowDuPont on Form 10-K; and
- all previously provided Plan information documents that constitute a part of this Prospectus.

## Incorporation of Documents by Reference

The documents incorporated by reference in Item 3 of Part II of the Registration Statement and the description therein of the class of securities offered under the RSP are incorporated herein by reference. All documents subsequently filed by DowDuPont pursuant to section 13(a) or 15(d) of the Exchange Act shall be deemed to be incorporated by reference into this Prospectus and to be a part hereof from the date of the filing of such document.

The Company will provide without charge to each person to whom this Prospectus is delivered, on the written or oral request of such person, a copy of any or all of the foregoing documents incorporated herein by reference (other than exhibits to such documents), as well as stockholder communications and other reports furnished to stockholders of DowDuPont on a continuing basis, the RSP and any other documents to be delivered to participants of the RSP in accordance with the requirements of Form S-8.

All documents incorporated herein by reference or otherwise described in the preceding paragraph are available without charge, on written or oral request to the Benefit Plans Administrative Committee at the address and phone listed under "[Administrative Plan Details](#)" on page 39.

## Restrictions on Resale

This Prospectus doesn't cover sales or other dispositions of DowDuPont's stock received under the RSP by any person who may be deemed to be an affiliated person. Such sales or other dispositions may be made in compliance with the registration requirements of the federal securities laws or the requirements of Rule 144 promulgated thereunder, without being subject to the holding period requirement of such Rule, or may be made pursuant to another exemption from such registration. There will be no such restrictions on sales or other dispositions of DowDuPont's stock by recipients who are not affiliated persons. An affiliated person, for purposes of the federal securities laws, generally means a senior officer, director or other person who is deemed to control DowDuPont.

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*RSP2018*