

DUPONT E I DE NEMOURS & CO  
Form DEF 14A  
March 18, 2016  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**E. I. du Pont de Nemours and Company**

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(1) Amount Previously Paid:

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**2016 ANNUAL MEETING**

AND PROXY STATEMENT

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DuPont  
974 Centre Road  
Chestnut Run Plaza  
Building 730  
Wilmington, DE 19805

**NOTICE OF ANNUAL MEETING**

Meeting Date: **Wednesday, April 27, 2016**  
Time: **10:30 a.m. (EDT)**  
Location: **Lotte New York Palace**

**Villard Ballroom**

**455 Madison Avenue**

**New York, NY 10022**

**AGENDA:**

1. The election of eleven (11) directors
2. The approval of an amendment to, and performance goals under, the E. I. du Pont de Nemours and Company Equity and Incentive Plan
3. The ratification of our independent registered public accounting firm
4. An advisory vote to approve executive compensation
5. Three (3) stockholder proposals described in the Proxy Statement if properly presented at the Annual Meeting
6. Such other business as may properly come before the meeting

All stockholders are cordially invited to attend, although only holders of record of DuPont Common Stock at the close of business on March 7, 2016, are entitled to vote at the meeting

This year, we are using the Securities and Exchange Commission's Notice and Access model, allowing us to deliver proxy materials via the Internet. Notice and Access gives the Company a lower-cost way to furnish stockholders with their proxy materials. On March 18, 2016, we mailed to certain stockholders of record a Notice Regarding the Availability of Proxy Materials, with instructions on how to access the proxy materials via the Internet (or request a paper copy) and how to vote online.

If you are a registered stockholder and requested a full set of proxy materials, or if you hold DuPont Common Stock through a company savings plan, your admission ticket for the Annual Meeting is included on your Proxy Card. Registered stockholders may also use the Notice Regarding the Availability of Proxy Materials, received in the mail, as their admission ticket. If you hold shares in a brokerage account, please refer to page 4 of the Proxy Statement for information on attending the meeting. If you need special assistance, please contact the DuPont Stockholder Relations Office at 302-774-3034.

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

Erik T. Hoover

Secretary

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE  
STOCKHOLDER MEETING TO BE HELD ON APRIL 27, 2016**

**The Notice and Proxy Statement and Annual Report**

**are available at *www.proxyvote.com***

Stockholders may request their proxy materials be delivered to them electronically in 2017 by visiting

<http://enroll.icsdelivery.com/dd>.

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**PROXY SUMMARY**

This proxy summary is an overview of information that you will find throughout this proxy statement. As this is only a summary, we encourage you to read the entire proxy statement, which was first distributed beginning on March 18, 2016, for more information about these topics prior to voting.

**ANNUAL MEETING OF STOCKHOLDERS**

Time and Date: 10:30 a.m., April 27, 2016

Place: Lotte New York Palace  
 Villard Ballroom  
 455 Madison Avenue  
 New York, NY 10022

Record Date: Stockholders as of the close of  
 business on March 7, 2016

Admission: Please follow the instructions  
 contained in How to Attend the  
 Annual Meeting on page 4.

**STOCKHOLDER VOTING MATTERS**

<i>Proposal</i>	<i>Board's Voting Recommendation</i>	<i>Page References (for more detail)</i>
1. Election of Directors	FOR EACH NOMINEE	19
2. Approval of an Amendment to, and Performance Goals under, the E. I. du Pont de Nemours and Company Equity and Incentive Plan	FOR	24
3. Ratification of Independent Registered Public Accounting Firm	FOR	33
4. Advisory Vote on Executive Compensation	FOR	72
5. Stockholder Proposal on Employee Board Advisory Position	AGAINST	74
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**PROXY STATEMENT**

The enclosed proxy materials are being sent to stockholders at the request of the Board of Directors of E. I. du Pont de Nemours and Company to encourage you to vote your shares at the Annual Meeting of Stockholders to be held April 27, 2016. This Proxy Statement contains information on matters that will be presented at the meeting and is provided to assist you in voting your shares.

DuPont's 2015 Annual Report, containing management's discussion and analysis of financial condition and results of operations and the audited financial statements, and this Proxy Statement were distributed together beginning on March 18, 2016.

**GENERAL INFORMATION**

**Who Can Vote**

Only holders of record of DuPont Common Stock at the close of business on March 7, 2016, the record date for voting at the Annual Meeting, are entitled to vote at the Annual Meeting. On the record date, 873,160,495 shares of DuPont Common Stock were entitled to vote.

**How to Vote**

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

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

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

**At the Annual Meeting** Shares held in your name as the stockholder of record may be voted by you in person at the Annual Meeting. Shares held beneficially

in street name may be voted by you in person at the Annual Meeting only if you obtain a legal proxy from the broker or other agent that holds your shares giving you the right to vote the shares and bring such proxy to the Annual Meeting. If you vote by proxy and also attend the Annual Meeting, you do not need to vote again at the Annual Meeting unless you wish to change your vote. **Even if you plan to attend the Annual Meeting, we strongly urge you to vote in advance by proxy by signing and dating the enclosed proxy card and returning it in the**

**postage-paid envelope provided, by voting via the Internet, or by telephone in each case by following the instructions provided on the proxy card or Proxy Notice, as applicable.**

If you vote by telephone, via the Internet or by signing, dating and returning a proxy card, your shares will be voted as you direct.

If you submit a proxy to us without indicating instructions with respect to specific proposals, we will vote your shares consistent with the recommendations of our Board of Directors as stated in this Proxy Statement, specifically for all our nominees for director, in favor of the amendment to, and performance goals under, our equity and incentive plan, in favor of the ratification of the appointment of PricewaterhouseCoopers LLP as our independent auditors, in favor of the advisory vote on the compensation of our named executive officers, and against the stockholder proposals, if properly presented at the Annual Meeting. If any other matter is properly presented at the Annual Meeting for consideration, then the persons named on your proxy will have discretion to vote for you on that matter. As of the date of the Notice of Annual Meeting of Stockholders, we knew of no other matter to be presented at the Annual Meeting. An independent inspector of elections will tabulate the proxies and certify the results.

See *How to Attend the Annual Meeting* for additional information.

## **2 Proxy Statement for 2016 Annual Meeting of Stockholders**

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*Proxy Statement " General Information*

**Voting of Shares of DuPont Common Stock Held in Street Name**

If your brokerage firm, bank, broker-dealer or other similar organization is the holder of record of your shares (i.e., your shares are held in street name ), you will receive voting instructions from the holder of record. You must follow these instructions in order to vote your shares. Your broker is required to vote those shares in accordance with your instructions.

**Broker Non-votes**

A broker non-vote occurs when a beneficial owner of shares held by a broker, bank or other nominee fails to provide the record holder with specific instructions concerning how to vote on any non-routine matters brought to a vote at a stockholders meeting. Under the New York Stock Exchange rules, non-routine matters include the election of directors (Proposal 1), approval of the amendment to, and performance goals under, our Equity and Incentive Plan (Proposal 2), the vote, on an advisory basis, of the compensation of the Company's named executive officers (Proposal 4) and the stockholder proposals (Proposals 5-7).

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

**Revocation of Proxies**

You can change your vote or revoke your proxy at any time before it is exercised at the Annual Meeting by doing any of the following: (1) you can submit a valid proxy with a later date; (2) you can notify our Secretary in writing at Secretary, E. I. du Pont de Nemours and Company, Chestnut Run Plaza, 974 Centre Road, Wilmington, DE 19805 that you have revoked your proxy; or (3) you can vote in person by written ballot at the Annual Meeting.

**Required Vote**

Stockholders of record are entitled to one vote per each share of DuPont Common Stock.

*Proposal 1: Election of Directors.* Under our Bylaws, since this is an uncontested election (i.e., the number of nominees for election to the Board equals the number of directors to be elected), majority voting will apply. Accordingly, a director nominee will be elected to the Board if the number of shares voted FOR the nominee exceeds the number of votes cast AGAINST the nominee's election. If any nominee fails to receive a majority of the votes cast FOR his or her election, then such nominee must promptly tender his or her resignation to the Chair of the Board.

The Governance Committee of our Board of Directors (or, under certain circumstances, another committee appointed by the Board) will promptly consider that resignation and recommend to the Board whether to accept the tendered resignation or reject it based on all relevant factors. The Board must then act on that recommendation no later than 90 days following the date of an Annual Meeting. Within four business days of the Board's decision, we must disclose the

decision in a Current Report on Form 8-K filed with the Securities and Exchange Commission ( SEC ) that includes a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the resignation.

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

In contested elections, plurality voting will apply. In plurality voting, the number of nominees who received the most votes of all votes cast for directors will be elected (i.e., if there are 11 directors to be elected, the top 11 nominees who received the most votes cast will be elected).

*Proposal 2: Approval of the amendment to, and performance goals under, the E. I. du Pont de Nemours and Company Equity and Incentive Plan.* The votes cast for must exceed the votes cast against to approve the amendment to, and performance goals under, the E. I. du Pont de Nemours and Company Equity and Incentive Plan. In addition, the NYSE listing standards require that the total votes cast on the proposal represent over 50 percent of all shares entitled to vote. Abstentions and broker non-votes do not constitute a vote for or against the proposal and will be disregarded in the calculation of votes cast.

*Proposal 3: Ratification of the appointment of PricewaterhouseCoopers LLP, an independent registered public accounting firm, as our independent auditors for the fiscal year ending December 31, 2016.* The votes cast for must exceed the votes cast against to approve the ratification of the appointment of PricewaterhouseCoopers LLP as our independent auditors for the fiscal year ending

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December 31, 2016. Abstentions and broker non-votes do not constitute a vote for or against the proposal and will be disregarded in the calculation of votes cast.

*Proposal 4: Advisory vote on executive compensation.* The votes cast for this proposal must exceed the votes cast against to approve the advisory vote on the compensation of our named executive officers as disclosed in the Compensation Discussion and Analysis section and accompanying compensation tables contained in this Proxy Statement. Abstentions and broker non-votes do not constitute a vote for or against the proposal and will be disregarded in the calculation of votes cast. Although the outcome of this advisory vote on the compensation of our named executive officers is non-binding, our Human Resources and Compensation Committee and Board will review and consider the outcome of this vote when making future compensation decisions for our named executive officers.

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

**Voting by Employees Participating in DuPont Plans**

If you are an employee of DuPont or one of our subsidiaries and participate in one of our employee plans, e.g., the DuPont Retirement Savings Plan (the Plans ), the enclosed voting instruction form indicates the aggregate number of shares of DuPont Common Stock credited to your account as of the record date for voting at the Annual Meeting. If you timely submit your voting instructions to the Plan Trustee by following the instructions on the enclosed voting instruction form, your shares will be voted as you have directed. If you do not provide the Trustee with voting instructions, the Trustee may vote as directed by the plan fiduciary or by an independent fiduciary selected by the plan fiduciary all shares held in the Plans for which no voting instructions are received. The Trustee must receive your voting instructions no later than April 24, 2016 or, if you are voting via the Internet or by phone, by 11: 59 p.m., Eastern Daylight Time, on April 24, 2016. Please note that Plan participants may vote their shares through the Trustee only and accordingly may not vote their Plan shares in person at the Annual Meeting.

**How to Attend the Annual Meeting**

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

Registered stockholders may be admitted to the meeting upon providing picture identification. If you own shares in street name, please bring your most recent brokerage statement, along with picture identification, to the meeting. We will use your brokerage statement to verify your ownership of DuPont Common Stock and admit you to the meeting.

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

### **Proxy Committee**

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

### **Quorum**

A quorum of stockholders is necessary to transact business at the 2016 Annual Meeting. A quorum exists if the holders of at least a majority of the shares of DuPont Common Stock entitled to vote are present either in person or by proxy at the meeting. Abstentions and broker non-votes will be counted in determining whether a quorum exists.

### **2017 Stockholder Proposals**

Typically at each annual meeting, stockholders are asked to elect directors to serve on the Board, to ratify the appointment of DuPont's independent registered public accounting firm for the year and to approve, by advisory vote, executive compensation. The Board or stockholders may submit other proposals to be included in the proxy statement. To be considered for inclusion in the 2017 Annual Meeting Proxy Statement, stockholder proposals must meet the requirements of SEC Rule 14a-8 and must be received no later than November 18, 2016. Our Bylaws provide that a stockholder may otherwise propose business for consideration or nominate persons for election to the Board, in compliance with federal proxy rules, applicable state law and other legal requirements and without seeking to have the proposal included in our proxy statement pursuant to Rule 14a-8. Our Bylaws currently require that notice of such proposals or nominations for DuPont's 2017 Annual Meeting be

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received by us between December 28, 2016 and January 27, 2017. Any such notice must satisfy the other requirements in our Bylaws applicable to such proposals and nominations.

**Stockholder Nominations for Election of Directors**

For stockholder director nominations, the notification to our Corporate Secretary must contain or be accompanied by the information required by our Bylaws. The information requirements include, among other things:

- the name, age, business address and residence address of each nominee;
- the principal occupation or employment of each such nominee;
- the number of shares of DuPont's capital stock which are owned of record and beneficially by each such nominee and any affiliates or associates of such nominee;
- a detailed description of any compensatory, payment or other financial agreement, arrangement or understanding between the nominee and any person or entity other than the Company, or whether the nominee has received any compensation or other payment from any person or entity other than the Company, in each case in connection with the candidacy or service as a director of DuPont;
- other information concerning each such nominee as would be required to be disclosed in a proxy statement soliciting proxies for the election of such nominee as a director in an election contest (even if an election contest is not involved) or that is otherwise required to be disclosed, under Section 14(a) of the Securities Exchange Act and the rules and regulations thereunder;
- the consent of the nominee to being named in the proxy statement as a nominee and to serving as a director if elected and a representation by the nominee to the effect that, if elected, the nominee will agree to and abide by all policies of the Board as may be in place at any time and from time to time; and
- certain information about the proposing stockholder.

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

A copy of our Bylaws is available on the Investors' caption of our website ([www.dupont.com](http://www.dupont.com)) under Corporate Governance.

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

**Cost of Solicitation**



We will pay all costs relating to the solicitation of proxies. Innisfree M&A Incorporated has been retained to assist in soliciting proxies at a cost of approximately \$15,000 plus reasonable expenses. Our officers, directors and employees may solicit proxies personally, by mail, by telephone or other electronic means. We will also reimburse brokers, custodians, nominees and fiduciaries for reasonable expenses in forwarding proxy materials to beneficial owners of DuPont Common Stock.

### **Householding Rules**

The SEC's householding rules permit us to deliver only one set of proxy materials to stockholders who share an address unless otherwise requested. This procedure reduces printing and mailing costs. If you share an address with another stockholder and have received only one set of proxy materials, you may request a separate copy of these materials, and future materials, at no cost to you by writing to the DuPont Stockholder Relations Office at Chestnut Run Plaza, 974 Centre Road, Wilmington, DE 19805 or calling (302) 774-3034. Alternatively, if you are currently receiving multiple copies of the proxy materials at the same address and wish to receive a single copy in the future, you may contact us by calling the telephone number given above.

If you own shares in street name, the bank, broker or other holder of record may deliver only one copy of the Notice of Annual Meeting and Proxy Statement to stockholders who have the same address unless the bank, broker or other holder of record has received contrary instructions from one or more of the stockholders. If you wish to receive a separate copy of the Notice of Annual Meeting and Proxy Statement, now or in the future, you may contact us at the

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*Proxy Statement " General Information*

telephone number above and you will promptly be sent a separate copy. Beneficial owners sharing an address who are currently receiving multiple copies of the Notice of Annual Meeting and Proxy Statement and wish to receive a single copy in the future, should contact their bank, broker or other holder of record to request that only a single copy be delivered to all stockholders at the shared address in the future.

**Confidential Voting**

As a matter of policy, proxies, ballots and voting tabulations that identify individual stockholders are

held confidential. Such documents are available for examination only by the independent tabulation agents, the independent inspectors of election and certain employees associated with tabulation of the vote. The identity of the vote of any individual stockholder is not disclosed except as may be necessary to meet legal requirements.

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You are being asked to vote on the election of 11 directors. All directors are elected annually. Detailed information about each Director's background, skills and expertise can be found in Proposal 1 Election of Directors.

<i>Name</i>	<i>Committee Memberships</i>						
<i>Years of Service; Age (as of the Annual Meeting)</i>	<i>Independent</i>	<i>Audit</i>	<i>Human Resources and Compensation</i>	<i>Corporate Governance</i>	<i>Environmental Policy and Safety</i>	<i>Science &amp; Technology</i>	<i>Other Current Public Boards</i>
<i>Current Position</i>							
<b>Lamberto Andreotti</b>	YES	X			X	X	1
Director since 2012; Age 65							
Chair, Bristol-Myers Squibb Company							
<b>Edward D. Breen<sup>(1)</sup></b>	NO						2
Director since 2015; Age 60							
Chair and CEO, DuPont							
<b>Robert A. Brown</b>	YES	X			X	Chair	

Director since 2007; Age  
64

President, Boston  
University

<b>Alexander M. Cutler</b>	YES	X	Chair	2
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Director since 2008; Age  
64

Chair and CEO, Eaton

<b>Eleuthère I. du Pont</b>	YES	X	X	1
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Director since 2006; Age  
49

President, Longwood  
Foundation

<b>James L. Gallogly</b>	YES	X	X
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Director since 2015; Age  
63

Former Chairman of  
Management Board

and CEO, LyondellBasell  
Industries NV

<b>Marillyn A. Hewson</b>	YES	X	X	1
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Director since 2007; Age  
62

Chairman, President and  
CEO,

Lockheed Martin  
Corporation

<b>Lois D. Juliber</b>	YES	Chair	X	X	1
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Director since 1995; Age  
67

Retired Vice Chairman,

Colgate-Palmolive  
Corporation

<b>Ulf M. Schneider</b>	YES	X	X	1
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Director since 2014; Age  
50

President and CEO,

Fresenius SE & Co.  
KGaA

**Lee M. Thomas**

Director since 2011; Age  
71

Retired Chairman and  
CEO, Rayonier Inc.