

# **Supplemental Information to 2022 Guidance Issued on February 8, 2022**

Impact of Divested M&M Businesses being reclassified to Discontinued Operations

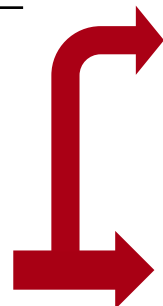


# New Reporting Structure – 2021 Net Sales



## Previous Reporting Structure

<i>in millions</i>	2021
Electronics & Industrial	\$5,554
Water & Protection	\$5,552
Mobility & Materials (M&M)	\$5,045
Corporate	\$502
- Biomaterials <sup>(2)</sup>	\$197
- Divested non-core businesses <sup>(3)</sup>	\$305
<b>DuPont Net Sales</b>	<b>\$16,653</b>



<b>Retained M&amp;M Businesses<sup>(1)</sup></b> <i>(in millions)</i>	<b>\$964</b>
- Auto Adhesives	
- Multibase	
- Tedlar®	
<b>Divested M&amp;M Businesses<sup>(1)</sup></b> <i>(in millions)</i>	<b>\$4,081</b>
<b>Businesses being acquired by Celanese:</b>	
- Nylon products including Zytel®, Specialty Nylon and High Temperature Nylon	
- Crastin® PBT and Rynite® PET	
- Specialty nylon-based monofilaments	
- Hytrel®	
- Vamac®	
- Microcircuit materials	
- DuPont Teijin Films JV	
<b>Planned Divestiture of Delrin®</b>	



## New Reporting Structure

<i>in millions</i>	2021
Electronics & Industrial	\$5,554
Water & Protection	\$5,552
Corporate & Other <sup>(4)</sup>	\$1,466
- Retained M&M Businesses	\$964
- Biomaterials <sup>(2)</sup>	\$197
- Divested non-core businesses <sup>(3)</sup>	\$305
<b>DuPont Net Sales</b>	<b>\$12,572</b>

**Divested M&M Businesses will be reflected as discontinued operations for current and historical periods beginning in 1Q'22**



- (1) On February 18, 2022, the Company announced Board approval and definitive agreements to divest certain businesses within the M&M segment ("Divested M&M Businesses"). Refer to slide 5 for additional information.
- (2) The Company has signed definitive agreements to divest the Biomaterials business, subject to regulatory approval and customary closing conditions.
- (3) Reflects net sales of the Clean Technologies and Solamet® businesses, both of which the Company divested during 2021.
- (4) Beginning with 1Q'22 reporting, Corporate will be renamed Corporate & Other for current and historical periods.

# Supplemental Information to 2022 Guidance

**Estimated impact of reclassifying the Divested M&M Businesses<sup>(1)</sup> to discontinued operations on DuPont 2022 guidance provided on February 8, 2022:**

	<u>1Q'22</u>	<u>FY'22</u>
<b>Reduction to DuPont net sales</b>	<b>~\$(1,050) million</b>	<b>~\$(4,400) million</b>
<b>Reduction to DuPont operating EBITDA<sup>(2)</sup></b>	<b>~\$(240) million</b>	<b>~\$(1,050) million</b>
- Divested M&M Businesses on as-reported basis	~\$(225) million	~\$(1,000) million
- Stranded Costs <sup>(3)</sup> related to Divested M&M Businesses	~\$(15) million	~\$(50) million
<b>Reduction to DuPont adjusted EPS<sup>(2)</sup></b>	<b>~\$(0.32) per share</b>	<b>~\$(1.40) per share</b>

(1) On February 18, 2022, the Company announced Board approval and definitive agreements to divest certain businesses within the M&M segment (“Divested M&M Businesses”). The Divested M&M Businesses will be reflected as discontinued operations in current and historical periods beginning in 1Q'22. Refer to slide 5 for additional information.

(2) Operating EBITDA and Adjusted EPS are non-GAAP measures. See slide 6 for definitions and additional information.

(3) Stranded Costs reflects indirect corporate overhead costs previously allocated to the Divested M&M Businesses which do not meet the criteria to be accounted for as discontinued operations under ASC 205. These specific indirect costs, which are not subject to reimbursement, will remain in continuing operations of DuPont (included as part of operating EBITDA and adjusted EPS) and will be reported in Corporate & Other. See slide 6 for additional information.



# Additional 2022 Modeling Guidance for Continuing Operations

**Below-the-line estimates for DuPont continuing operations upon giving effect to reclassifying the Divested M&M Businesses to discontinued operations<sup>(1)</sup>:**

	<u>1Q'22</u>	<u>FY'22</u>
<b>Base Tax Rate</b>	~21-23%	~21-23%
<b>D&amp;A</b>	~\$290 million, pre-tax	~\$1,170 million, pre-tax
<b>Intangible Amortization</b>	~\$150 million, pre-tax	~\$610 million, pre-tax
<b>Interest Expense</b>	~\$120 million, pre-tax	~\$480 million, pre-tax
<b>Exchange (Gains)/Losses</b>	~\$10 million, after-tax	~\$40 million, after-tax
<b>Non-Controlling Interest</b>	~\$15 million, after-tax	~\$50 million, after-tax
<b>Share count – diluted<sup>(2)</sup> Weighted Average</b>	~515 million	~510 million

1) On February 18, 2022, the Company announced Board approval and definitive agreements to divest certain businesses within the M&M segment (“Divested M&M Businesses”). The Divested M&M Businesses will be reflected as discontinued operations in current and historical periods beginning in 1Q'22. The above estimates reflect preliminary assumptions included as part of the Company’s 2022 guidance issued on February 8, 2022, recast to give effect to the Divested M&M businesses being reflected as discontinued operations. Refer to slide 5 for additional information.

2) Does not assume any purchases under the \$1.0B program expiring on March 31, 2023.

# Safe Harbor Statement

## Overview

On November 2, 2021, DuPont announced it has entered definitive agreements to acquire Rogers Corporation (“Rogers”), (the “Intended Rogers Acquisition”). On January 25, 2022, Rogers shareholders approved the transaction. Closing, is expected by the end of the second quarter 2022, subject to regulatory approvals and customary closing conditions.

On February 18, 2022, DuPont announced that it has entered into definitive agreements to divest a majority of its Mobility & Materials segment, excluding certain Advanced Solutions and Performance Resins businesses, to Celanese Corporation (“Celanese”), (the “M&M Divestiture”). Closing is expected around the end of 2022, subject to regulatory approvals and customary closing conditions.

The Company also announced on February 18, 2022, that its Board of Directors has approved the divestiture of the Delrin® acetal homopolymer (H-POM) business. In addition to the entry into definitive agreements, the Company anticipates that the closing of the sale of Delrin® would be subject to regulatory approvals and other customary closing conditions, (the “Delrin® Business Divestiture and together with the M&M Divestiture, the “M&M Divestitures”).

## Cautionary Statement Regarding Forward Looking Statements

This communication contains "forward-looking statements" within the meaning of the federal securities laws, including Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. In this context, forward-looking statements often address expected future business and financial performance and financial condition, and often contain words such as "expect," "anticipate," "intend," "plan," "believe," "seek," "see," "will," "would," "target," and similar expressions and variations or negatives of these words.

Forward-looking statements address matters that are, to varying degrees, uncertain and subject to risks, uncertainties, and assumptions, many of which that are beyond DuPont's control, that could cause actual results to differ materially from those expressed in any forward-looking statements. Forward-looking statements are not guarantees of future results. Some of the important factors that could cause DuPont's actual results to differ materially from those projected in any such forward-looking statements include, but are not limited to: (i) the parties' ability to meet expectations regarding the timing, completion and accounting and tax treatments of the M&M Divestiture to Celanese, including (x) any failure to obtain necessary regulatory approvals, anticipated tax treatment or to satisfy any of the other conditions to the proposed transaction, (y) the possibility that unforeseen liabilities, future capital expenditures, revenues, expenses, earnings, synergies, economic performance, indebtedness, financial condition, losses, future prospects, business and management strategies could impact the value, timing or pursuit of the proposed transaction, and (z) risks and costs and pursuit and/or implementation, timing and impacts to business operations of the separation of business lines in scope for the M&M Divestiture to Celanese, (ii) the timing and outcome of the Delrin® Business Divestiture, including entry into definitive agreements, and the risks, costs and ability to realize benefits from the pursuit of the Delrin® Business Divestiture; (iii) ability to achieve anticipated tax treatments in connection with mergers, acquisitions, divestitures and other portfolio changes actions and impact of changes in relevant tax and other laws; (iv) indemnification of certain legacy liabilities; (v) risks and costs related to each of the parties respective performance under and the impact of the arrangement to share future eligible PFAS costs by and between DuPont, Corteva and Chemours; (vi) failure to timely close on anticipated terms (or at all), realize expected benefits and effectively manage and achieve anticipated synergies and operational efficiencies in connection with mergers, acquisitions, divestitures and other portfolio changes including the Intended Rogers Acquisition and the M&M Divestitures; (vii) risks and uncertainties, including increased costs and the ability to obtain raw materials and meet customer needs, related to operational and supply chain impacts or disruptions, which may result from, among other events, the COVID-19 pandemic and actions in response to it, and geo-political and weather related events; (viii) ability to offset increases in cost of inputs, including raw materials, energy and logistics; and (ix) other risks to DuPont's business, operations; each as further discussed in DuPont's most recent annual report and subsequent current and periodic reports filed with the U.S. Securities and Exchange Commission. Unlisted factors may present significant additional obstacles to the realization of forward-looking statements. Consequences of material differences in results as compared with those anticipated in the forward-looking statements could include, among other things, business or supply chain disruption, operational problems, financial loss, legal liability to third parties and similar risks, any of which could have a material adverse effect on DuPont's consolidated financial condition, results of operations, credit rating or liquidity. You should not place undue reliance on forward-looking statements, which speak only as of the date they are made. DuPont assumes no obligation to publicly provide revisions or updates to any forward-looking statements whether as a result of new information, future developments or otherwise, should circumstances change, except as otherwise required by securities and other applicable laws.



# Safe Harbor Statement

## ***Cautionary Statement About Forward-Looking Statements, continued***

As a result of the M&M Divestitures, the historical revenues and certain expenses of the to be divested businesses will be reflected as discontinued operations in the current and historical periods beginning in 1Q'22. Costs classified within discontinued operations include only direct operating expenses incurred by the businesses to be divested which DuPont will cease to incur upon the close of the M&M Divestitures. Indirect costs, such as those related to corporate and shared service functions that were previously allocated to the businesses to be divested, do not meet the criteria for discontinued operations and remain reported within continuing operations. A portion of these indirect costs include costs relate to activities the Company will continue to undertake post closing of the M&M Divestiture, and for which it will be reimbursed ("Future Reimbursable Indirect Costs"). Future Reimbursable Indirect Costs are reported within continuing operations but are excluded from Adjusted EPS and operating EBITDA as defined below. The remaining portion of these indirect costs are not subject to future reimbursement ("Stranded Costs"). Stranded Costs are reported within continuing operations in Corporate & Other and are included within Adjusted EPS and Operating EBITDA.

## ***Non-GAAP Financial Measures:***

This earnings release includes information that does not conform to accounting principles generally accepted in the United States of America ("U.S. GAAP") and are considered non-GAAP measures. Management uses these measures internally for planning, forecasting and evaluating the performance of the Company, including allocating resources. DuPont's management believes these non-GAAP financial measures are useful to investors because they provide additional information related to the ongoing performance of DuPont to offer a more meaningful comparison related to future results of operations. These non-GAAP financial measures supplement disclosures prepared in accordance with U.S. GAAP, and should not be viewed as an alternative to U.S. GAAP. Furthermore, such non-GAAP measures may not be consistent with similar measures provided or used by other companies. Reconciliations for these non-GAAP measures to U.S. GAAP are provided in the Selected Financial Information and Non-GAAP Measures in the accompanying earnings news release and in the Reconciliation to Non-GAAP Measures on the Investors section of the Company's website. Non-GAAP measures included in this release are defined below. The Company has not provided forward-looking U.S. GAAP financial measures or a reconciliation of forward-looking non-GAAP financial measures to the most comparable U.S. GAAP financial measures on a forward-looking basis because the Company is unable to predict with reasonable certainty the ultimate outcome of certain future events. These events include, among others, the impact of portfolio changes, including asset sales, mergers, acquisitions, and divestitures; contingent liabilities related to litigation, environmental and indemnifications matters; impairments and discrete tax items. These items are uncertain, depend on various factors, and could have a material impact on U.S. GAAP results for the guidance period.

Beginning in 1Q'22, adjusted earnings per common share from continuing operations - diluted ("Adjusted EPS"), is defined as earnings per common share from continuing operations - diluted, excluding the after-tax impact of significant items, after-tax impact of amortization expense of intangibles, the after-tax impact of non-operating pension / other post employment benefits ("OPEB") benefits / charges and the after-tax impact of Future Reimbursable Indirect Costs.

Beginning in 1Q'22, operating EBITDA, is defined as earnings (i.e. income (loss) from continuing operations before income taxes) before interest, depreciation, amortization, non-operating pension / OPEB benefits / charges, and foreign exchange gains / losses, adjusted to exclude Future Reimbursable Indirect Costs and significant items.

Significant items are items that arise outside the ordinary course of the Company's business that management believes may cause misinterpretation of underlying business performance, both historical and future, based on a combination of some or all of the item's size, unusual nature and infrequent occurrence. Management classifies as significant items certain costs and expenses associated with integration and separation activities related to transformational acquisitions and divestitures as they are considered unrelated to ongoing business performance.



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