DUPONT E I DE NEMOURS & CO
Form DEF 14A
March 14, 2014

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 ý

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

ý Definitive Proxy Statement

o Definitive Additional Materials

o 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):

ý No fee required.

o 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:

(2) Aggregate number of securities to which transaction applies:

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o Fee paid previously with preliminary materials.

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(4) Date Filed:

2014 ANNUAL MEETING

AND PROXY STATEMENT

DuPont's vision is to be the world's most dynamic science company, creating sustainable solutions essential to a better, safer and healthier life for people everywhere.

Today we're using innovation and collaboration
to tackle some of the world's biggest challenges driven by population growth. Please visit our website and see how we are putting our vision into action by making a difference in food, energy and protection.

DuPont
1007 Market Street
Wilmington, DE 19898

Ellen J. Kullman
Chair of the Board and
Chief Executive Officer

Annual Meeting April 23, 2014

March 14, 2014

Dear Stockholder:

I invite you to attend DuPont's 2014 Annual Meeting on Wednesday, April 23, 2014, in the DuPont Theatre in Wilmington.

As always, the Annual Meeting gives me a chance to speak with you on the state of DuPont's business while also offering you an opportunity to express your views on subjects related to our operations. Whether or not you attend the Annual Meeting in person, I urge you to vote your shares. You may vote over the Internet, by telephone, or by completing and returning the enclosed Proxy Card.

DuPont's transformation into a higher-growth, higher-value company continued in 2013, with important developments that are ushering in a new era for our Company. I believe this will enable DuPont to generate even greater value for our stockholders. The most important event was the announcement that we intend to spin off our Performance Chemicals segment as a stand-alone company. Over the past few years, we have steadily and deliberately changed our portfolio acquiring Danisco, divesting Performance Coatings, and now separating Performance Chemicals in order to make DuPont into a higher-growth, higher-value company.

In 2013, our financial performance reflected the positive effects of these changes.

As we look to the future, DuPont will be focused on the three areas where our science promises the fastest growth: Agriculture and Nutrition, Industrial Biosciences and Advanced Materials. No competitor has our combination of biology, chemistry, materials science, and engineering. This unique combination, together with our proven R&D engine, global reach, and market penetration, creates distinctive competitive advantages for DuPont.

With our resources, talent, and science concentrated on clear strategic priorities, we will accelerate progress toward our long-term growth targets while delivering near-term value to investors. Our Board of Directors and management have demonstrated dedication to doing what is best for you, our stockholders, as we continue to build the value of DuPont.

Thank you for your investment in DuPont. I look forward to seeing you in Wilmington.

Sincerely,

Ellen J. Kullman
Chair & Chief Executive Officer

DuPont
1007 Market Street
Wilmington, DE 19898

NOTICE OF ANNUAL MEETING

Meeting Date:	**Wednesday, April 23, 2014**
Time:	**10:30 a.m. (EDT)**
Location:	**The DuPont Theatre in the DuPont Building** **1007 Market Street, Wilmington, Delaware**

AGENDA:

1. The election of directors

2. The ratification of the Company's independent registered public accounting firm

3. An advisory vote to approve executive compensation

4. Four stockholder proposals described in the Proxy Statement, and such other business as may properly come before the meeting

Holders of record of DuPont Common Stock at the close of business on February 26, 2014, 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 14, 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 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 1 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 23, 2014

The Notice and Proxy Statement and Annual Report on Form 10-K
are available at *www.proxyvote.com*

The DuPont 2013 Annual Review will also be available at the above website.

Stockholders may request their proxy materials be delivered to them electronically in 2015 by visiting *http://enroll.icsdelivery.com/dd*.

2014 ANNUAL MEETING OF STOCKHOLDERS

PROXY STATEMENT

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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 23, 2014. 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 2013 Annual Report on Form 10-K, 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 March 14, 2014.

GENERAL INFORMATION

Who May Vote

All holders of record of DuPont Common Stock as of the close of business on February 26, 2014 (the record date) are entitled to vote at the meeting. Each share of stock is entitled to one vote. As of the record date, 916,275,513 shares of DuPont Common Stock were outstanding.

How to Vote

Even if you plan to attend the meeting we encourage you to vote by proxy. You may vote by proxy in one of the following ways:

By Internet at the address listed on the Proxy Card or Notice Regarding the Availability of Proxy Materials ("Proxy Notice")

By telephone using the toll-free number listed on the Proxy Card

By returning the enclosed Proxy Card (signed and dated) in the envelope provided

When you vote by proxy, your shares will be voted according to your instructions. If you sign your Proxy Card but do not specify how you want your shares to be voted, they will be voted as the Board recommends. You can change or revoke your proxy by Internet, telephone or mail at any time provided your vote is received by the cut-off date specified on the Proxy Notice or Proxy Card or by attending the meeting and voting in person.

How to Attend the Annual Meeting

If you requested a full set of proxy materials or if you hold stock through one of the employee savings plans, your admission ticket is attached to your Proxy Card. A registered stockholder may also use the Proxy Notice as his or her admission ticket. You will need to bring your admission ticket, along with picture identification, to the meeting. If you own shares in street name (i.e., your shares are held in street name through a broker, bank, trustee or other nominee), 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 DuPont Theatre.

Shares Held in Savings Plans

If you participate in one of our employee savings plans, such as the DuPont Retirement Savings Plan ("RSP"), your voting instruction card will include the number of shares you hold in the plan. The plan trustees will vote according to the instructions received on your proxy. If proxies for shares in savings plans are not received by Internet, telephone or mail, those shares will be voted by the trustees as directed by the plan fiduciary or by an independent fiduciary selected by the plan fiduciary.

Proxy Committee

The Proxy Committee is composed of directors of the Company 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 2014 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. A broker non-vote occurs when you hold shares in street name and you do not provide voting instructions to the nominee that holds your shares and the nominee is not permitted to exercise voting discretion. Under the New York Stock Exchange rules, a nominee may exercise its discretion to vote your shares in routine matters (proposal 2 ratification of independent registered public accounting firm) but not for non-routine matters (proposal 1 and proposals 3 through 7).

Vote Necessary to Approve a Proposal

At least a majority of the votes cast in person or by proxy is required for the approval of each proposal described in this Proxy Statement. Abstentions and broker nonvotes are not counted in the vote.

Stockholder Proposals

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 2015 Annual Meeting Proxy Statement, stockholder proposals must meet the requirements of SEC Rule 14a-8 and must be received no later than November 14, 2014.

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 require that notice of such proposals or nominations for DuPont's 2015 Annual Meeting be received by us between December 24, 2014 and January 23, 2015. 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*) 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 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.

Solicitation of Proxies

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 $10,000 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.

Secrecy in 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 stockholder is not disclosed except as may be necessary to meet legal requirements.

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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 for more information about these topics prior to voting.

ANNUAL MEETING OF STOCKHOLDERS

Time and Date:	10:30 a.m., April 23, 2014
Place:	DuPont Theatre in the DuPont Building 1007 Market Street Wilmington, Delaware 19898
Record Date:	Stockholders as of the close of business on February 26, 2014
Admission:	Please follow the instructions contained in "How to Attend the Annual Meeting" on page 1.

STOCKHOLDER VOTING MATTERS

Proposal	*Board's Voting Recommendation*	*Page References (for more detail)*
1. Election of Directors	FOR EACH NOMINEE	19 24
2. Ratification of Independent Registered Public Accounting Firm	FOR	26 27
3. Advisory Vote on Executive Compensation	FOR	66 67
4. Stockholder Proposal on Political Spending	AGAINST	67 69
5. Stockholder Proposal on Herbicide Use	AGAINST	69 71
6. Stockholder Proposal on Plant Closure	AGAINST	72 73
7. Stockholder Proposal on Acceleration of Equity Awards	AGAINST	73 75

OUR DIRECTOR NOMINEES

You are being asked to vote on the election of 12 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.

Name Years of Service; Age (as of the Annual Meeting) Current Position	*Independent*	**Committee Memberships** *Audit*	*Compensation*	*Governance*	*Environment*	*Science & Technology*	*Other Current Public Boards*
Lamberto Andreotti Director since 2012; Age 63 CEO, Bristol-Myers Squibb Company	YES	X				X	1
Richard H. Brown Director since 2001; Age 66 Former chairman and CEO, Electronic Data Systems Corporation	YES	X			X		
Robert A. Brown Director since 2007; Age 62 President, Boston University	YES	X				Chair	
Bertrand P. Collomb Director since 2007; Age 71 Former chairman and CEO, Lafarge	YES			X	Chair		2

Curtis J. Crawford Director since 1998; Age 66 President and CEO, XCEO, Inc.	YES			X	X		2
Alexander M. Cutler Director since 2008; Age 62 Chairman and CEO, Eaton	YES		X	Chair			2
Eleuthère I. du Pont Director since 2006; Age 47 President, Longwood Foundation	YES	Chair				X	1
Marillyn A. Hewson Director since 2007; Age 60 Chairman, President and CEO, Lockheed Martin Corporation	YES		X	X			1
Lois D. Juliber Director since 1995; Age 65 Retired Vice Chairman, Colgate-Palmolive Corporation	YES		Chair			X	1
Ellen J. Kullman Director since 2008; Age 58 Chair and CEO, DuPont	NO						1

Lee M. Thomas Director since 2011; Age 69 Retired Chairman and CEO, Rayonier Inc.	YES		X		X	2
Patrick J. Ward Director since 2013; Age 50 CFO, Cummins, Inc.	YES	X			X	

OUR 2013 PERFORMANCE HIGHLIGHTS

In 2013, DuPont's revenue grew modestly to $35.7 billion, up $922 million, or 3%, as the significant market adjustments in our Performance Chemical segment overshadowed strong revenue growth in our other segments. Operating earnings per share ("EPS")* for the year were up slightly at $3.88 per share versus $3.77 in the prior year, despite a 45%** decline in our Performance Chemicals segment. As with revenue, the decline in earnings from our Performance Chemicals segment overshadowed strong earnings growth from the Agriculture, Electronics & Communications and Safety & Protection segments, which each had double-digit growth in segment operating earnings.

In addition, DuPont took transformational steps forward in executing its plan to build a higher-growth, higher-value company for stockholders. In February, DuPont completed the sale of its Performance Coatings segment for $4.9 billion. In October, DuPont announced its decision to separate its Performance Chemicals segment, creating two strong companies for stockholders. These two events, combined with the acquisition of Danisco in 2011, have reshaped DuPont and narrowed our focus to three strategic priorities:

Extend DuPont's leadership across the agriculture-to-food value chains

Strengthen DuPont's position as a leading provider of differentiated, high-value advanced industrial materials

Build new and potentially transformational businesses in industrial biotechnology

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* Non-GAAP financial measure based on EPS excluding certain items.

** Non-GAAP financial measure based on segment pre-tax operating income ("PTOI") excluding significant items.

See Appendix B for additional information regarding these and other non-GAAP financial measures.

STOCKHOLDER VALUE HIGHLIGHTS

Since 2009 the cumulative capital DuPont has returned to stockholders is over $10 billion, including dividends and stock repurchases. Our Board increased the dividend paid in 2012 and again in 2013, and completed a $1 billion share repurchase with the Performance Coatings proceeds. We will continue to repurchase shares in line with our balance sheet objectives and strategic opportunities. In January 2014, we announced a new $5 billion share repurchase program, with $2 billion expected to occur in 2014.

DuPont has paid continuous dividends since 1904. Our dividend yield and payout ratio rank above our peers. Our management goal is to grow future dividends in line with earnings.

(1)
Common dividends paid to stockholders

EXECUTIVE COMPENSATION ALIGNING PAY WITH PERFORMANCE

We design our executive compensation programs to attract, motivate, reward and retain the high quality executives necessary to lead the Company and to accomplish our strategies. The following key principles guide the design and administration of those compensation programs:

There should be a strong link between pay and performance.

Executives' interests should be aligned with stockholders' interests.

Programs should reinforce business strategies and drive long-term sustained stockholder value.

In 2013, we grew revenue and operating earnings modestly, but delivered a very strong one-year total shareholder return ("TSR") of 49%. Our performance resulted in below-target payouts under our short-term incentive program ("STIP") and an above target payout in our Performance-based Restricted Stock Unit ("PSU") program, which is measured over a three-year performance period. We encourage you to read our Compensation Discussion & Analysis ("CD&A"), which describes our pay for performance philosophy.

Summary of Our 2013 Compensation Actions

Linking Pay with Performance

Pay actions for our named executive officers ("NEOs") in 2013 reflected our Company performance.

2013 SHORT-TERM PERFORMANCE AND INCENTIVE COMPENSATION

Our performance resulted in a 1-point increase in the NEO average STIP payout factor (86% of target in 2012 to 87% of target in 2013).

LONG-TERM PERFORMANCE AND INCENTIVE COMPENSATION

PSUs for the 2011 to 2013 performance period were paid out at 113% of target.

6 **Proxy Statement for 2014 Annual Meeting of Stockholders**

Total 2013 NEO Compensation Summary

The performance illustrated above and an assessment of each NEO's individual performance during 2013 resulted in total direct compensation ("TDC") as follows:

Name	*2013 Base Salary*	*2013 Final STIP*	*2013 LTI*	*TDC*	*2013 TDC vs 2012 TDC (% change)*
E. J. Kullman	$1,442,000	$2,014,000	$9,000,000	$12,456,000	5%
N. C. Fanandakis	725,000	542,000	1,900,000	3,167,000	10%
T. M. Connelly, Jr.	776,000	634,000	2,000,000	3,410,000	2%
J. C. Borel	700,000	536,000	1,900,000	3,136,000	9%
M. P. Vergnano	700,000	530,000	1,900,000	3,130,000	6%
TOTAL	**4,343,000**	**4,256,000**	**16,700,000**	**25,299,000**	**6%**

This table is not intended to be a substitute for the Summary Compensation Table ("SCT") or Grants of Plan-Based Awards Table ("GPBAT"). Base salary is shown as of December 31, 2013. STIP awards and Long-term Incentive ("LTI") awards for 2013 are reflected in the SCT and GPBAT. The value of LTI awards reflected in this table differs from the value of equity awards shown in the SCT and GPBAT because those tables reflect the probable outcome of the performance conditions for PSUs. The LTI amounts shown in this table value PSUs at the closing price of DuPont Common Stock on the date of grant, and reflect the value the Human Resources and Compensation Committee considered when making LTI awards for 2013.

CORPORATE GOVERNANCE

CORPORATE GOVERNANCE FACTS

Board and Governance Information	
Size of Board	12
Number of Independent Directors	11
Average Age of Directors	62
Board Meetings Held in 2013	11
Annual Election of Directors	
Majority Voting For Directors	
Independent Lead Director	

Independent Directors Meet Without Management Present	
Director Stock Ownership Guidelines	Hold until Retirement from Board
Mandatory Retirement Age for Directors	72
Code of Business Conduct for Directors, Officers and Employees	
Stockholder Ability to Call Special Meetings (25% Threshold)	
Succession Planning and Implementation Process	
Comprehensive Sustainability Program	

GOVERNANCE OF THE COMPANY

Strong corporate governance is an integral part of DuPont's core values, supporting our sustainable growth mission. DuPont is committed to having sound corporate governance principles and practices. Within this section you will find information about our Board of Directors and our governance structure and processes. More information about our corporate governance principles, guidelines and practices and other related information can be found on our website at *www.dupont.com* under the "Investors" caption.

CORPORATE GOVERNANCE GUIDELINES

The DuPont Board of Directors Corporate Governance Guidelines form an important framework for the Board's corporate governance practices and assists the Board in carrying out its responsibilities. The Board reviews these guidelines periodically to consider the need for amendments or enhancements. Among other things, these guidelines delineate the Board's responsibilities, leadership structure, independence, qualifications, election, annual self-evaluation, and access to management and advisors.

We invite you to visit our website at *www.dupont.com*, under the "Investors" caption to review the following governance documents:

Corporate Governance Guidelines, including Guidelines for Determining the Independence of DuPont Directors

Charters for the following committees:

Audit Committee

Human Resources and Compensation Committee

Corporate Governance Committee

The Code of Business Conduct and Ethics for the DuPont Board of Directors; the Code of Ethics for the Chief Executive Officer, Chief Financial Officer and Controller; and the DuPont Code of Conduct

Bylaws

Political Contributions Policy and Report

Copies of these documents may also be obtained free of charge by writing to the Corporate Secretary.

BOARD LEADERSHIP STRUCTURE

The Board has determined that having the same person hold the Chair and chief executive officer ("CEO") positions is the best board leadership structure for DuPont at this time. The Board appreciates that any advantages gained by having a single CEO/Chair must be weighed against any associated independence concerns, and has implemented adequate safeguards to address such concerns. The Board has implemented a robust independent Lead Director structure that is consistent with the best industry practices, including Institutional Shareholder Services ("ISS"). This leadership structure provides DuPont with the benefit of a combined Chair/CEO balanced by a strong independent Lead Director. A.M. Cutler is our independent Lead Director.

Role of the Independent Lead Director

The independent Board members elect the independent Lead Director annually. The Lead Director serves for at least one year and has the following responsibilities:

presides at all meetings of the Board at which the Chair is not present, including executive sessions of the independent directors;

serves as liaison between the Chair and the independent directors;

reviews and approves information sent to the Board;

reviews and approves meeting agendas for the Board;

reviews and approves meeting schedules to assure that there is sufficient time for discussion of all agenda items;

has the authority to call meetings of the independent directors; and

if requested by major stockholders, ensures that he or she is available for consultation and direct communication.

Regularly scheduled Board meetings include a session of all directors and the CEO. Each director is an equal participant in each decision made by the full Board. In addition, the Board meets in regularly scheduled executive sessions without the participation of the CEO or other senior executives. We believe executive sessions promote frank and open discussions among nonmanagement directors.

All directors have access to DuPont's management. As necessary and appropriate, the Board and its committees may also retain outside legal, financial or other advisors.

Director Independence

Eleven of the Board's twelve directors are independent directors in accordance with the standards of independence of the New York Stock Exchange and as described in the Corporate Governance Guidelines. The Governance Committee as well as the Board annually reviews relationships that directors may have with the Company to make a determination of whether there are any material relationships that would preclude a director from being independent.

All members of the Audit, Human Resources and Compensation and Governance Committees are independent directors under the Board's Corporate Governance Guidelines and applicable regulatory and listing standards. The Board and each committee undertake an annual self-evaluation of performance with a particular focus on overall effectiveness. The Governance Committee is responsible for overseeing the self-evaluation process. Through an annual process overseen and coordinated by the Human Resources and Compensation Committee, independent directors evaluate the CEO's performance and set the CEO's compensation.

BOARD'S ROLE IN THE OVERSIGHT OF RISK MANAGEMENT

The Board has an active role, directly and through the Board's committee structure, in the oversight of our risk management efforts. The Board has identified the key risks to be monitored by them on a recurring basis, and regularly reviews and discusses with members of management information regarding the Company's business disruption, economic, environmental, legal, process safety, regulatory, reputational, strategic, technological and other risks, their potential impact, and our risk mitigation efforts.

Each Board committee plays a key role in overseeing the management of risks that are within the committee's area of focus.

Board Committee	***Risk Management Oversight***
The Human Resources and Compensation Committee	responsible for overseeing the management of risks relating to the Company's executive compensation practices
Audit Committee	oversees management of accounting, auditing, external reporting and internal control risks
Corporate Governance Committee	addresses risks associated with director independence and potential conflicts of interest
Environmental Policy Committee	focuses on risks associated with emerging regulatory developments related to the environment
Science and Technology Committee	considers key research and development initiatives and the risks related to those programs

Although each committee is responsible for overseeing the management of certain risks, the full Board is regularly informed by its committees about these risks. This enables the Board and its committees to coordinate risk oversight and the relationships among the various risks.

COMMITTEES OF THE BOARD

Audit Committee

Responsibilities include:

Employs the Company's independent registered public accounting firm, subject to stockholder ratification, to audit the Company's Consolidated Financial Statements.

Pre-approves all services performed by the Company's independent registered public accounting firm.

Provides oversight on the external reporting process and the adequacy of the Company's internal controls.

Reviews the scope of the audit activities of the independent registered public accounting firm and the Company's internal auditors and appraises audit efforts of both.

Reviews services provided by the Company's independent registered public accounting firm and other disclosed relationships as they bear on the independence of the Company's independent registered public accounting firm.

Establishes procedures for the receipt, retention and resolution of complaints regarding accounting, internal controls or auditing matters.

All members of the Audit Committee are independent directors under the Board's Corporate Governance Guidelines and applicable regulatory and listing standards. The Board has determined that all members of the Audit Committee (L. Andreotti, R. H. Brown, R. A. Brown, E. I. du Pont and P. J. Ward) are audit committee financial experts within the meaning of applicable Securities and Exchange Commission rules.

A Summary of the Audit Committee Policy on Pre-approval of Services Performed by the Independent Registered Public Accounting Firm is included as part of Proposal 2 Ratification of Independent Registered Public Accounting Firm in this Proxy Statement.

Human Resources and Compensation Committee

Responsibilities include:

Assesses current and future senior leadership talent, including assisting the Board in CEO succession planning.

Reviews and approves DuPont's programs for executive development, performance and skill evaluations.

Oversees the performance evaluation of the CEO based on input from other independent directors.

Recommends, for approval by the independent directors, CEO compensation.

Recommends and approves the principles guiding DuPont's executive compensation and benefits plans.

Reviews DuPont's incentive compensation arrangements to determine whether they encourage excessive risk-taking, and evaluates compensation policies and practices that could mitigate any such risk.

Works with management to develop the CD&A.

Considers the voting results of any say-on-pay or related stockholder proposals.

All members of the Human Resources and Compensation Committee are independent directors under the Board's Corporate Governance Guidelines and applicable regulatory and listing standards.

Corporate Governance Committee	Responsibilities include:
	Determines the qualifications, qualities, skills and other expertise required to be a director.
	Establishes the process for identifying and evaluating director nominees.
	Recommends to the Board nominees for election to the Board of Directors.
	Reviews and recommends to the Board committee structure, membership and leadership, including the independent Lead Director.
	Regularly reviews principles, policies and procedures affecting directors and the Board's operation and effectiveness.
	Provides oversight regarding DuPont's policies on political contributions and lobbying expenses.
	Oversees evaluation of the Board and its effectiveness.
	All members of the Corporate Governance Committee are independent directors under the Board's Corporate Governance Guidelines and applicable regulatory and listing standards.
Environmental Policy Committee	Responsibilities include:
	Reviews DuPont's environmental policies and practices.
	Provides support for our sustainable growth mission.
Science and Technology Committee	Responsibilities include:

Monitors state of science and technology capabilities within the Company.

Oversees the development of key technologies essential to DuPont's long-term success.

Committee Membership

The following chart shows the current committee membership and the number of meetings that each committee held in 2013.

Director	*Audit Committee*	*Human Resources and Compensation Committee*	*Corporate Governance Committee*	*Environmental Policy Committee*	*Science and Technology Committee*
Lamberto Andreotti	X				X
Richard H. Brown	X			X	
Robert A. Brown	X				C
Bertrand P. Collomb			X	C	
Curtis J. Crawford			X	X	
Alexander M. Cutler		X	C		
Eleuthère I. du Pont	C				X
Marillyn A. Hewson		X	X		
Lois D. Juliber		C			X
Ellen J. Kullman					
Lee M. Thomas		X		X	
Patrick J. Ward(1)	X			X	
Number of Meetings in 2013	8	6	8	2	2

C = Chair

(1) Mr. Ward became a director in October 2013.

Directors fulfill their responsibilities not only by attending Board and committee meetings but also through communication with the Chair and CEO and other members of management relative to matters of mutual interest and concern to the Company.

In 2013, eleven meetings of the Board were held. Each director attended at least 86% of the aggregate number of meetings of the Board and the committees of the Board on which the director served.

As provided in the Board's Corporate Governance Guidelines, directors are expected to attend the Company's Annual Meeting of Stockholders. Eight directors attended the 2013 Annual Meeting.

OTHER PRACTICES AND POLICIES

Review and Approval of Transactions with Related Persons

The Board of Directors has adopted written policies and procedures relating to the approval or ratification of "Related Person Transactions." Under the policies and procedures, the Governance Committee (or its Chair, under some circumstances) reviews the relevant facts of all proposed Related Person Transactions and either approves or disapproves of the entry into the Related Person Transaction, by taking into account, among other factors it deems appropriate:

the commercial reasonableness of the transaction;

the materiality of the Related Person's direct or indirect interest in the transaction;

whether the transaction may involve a conflict of interest, or the appearance of one;

whether the transaction was in the ordinary course of business; and

the impact of the transaction on the Related Person's independence under the Corporate Governance Guidelines and applicable regulatory and listing standards.

No director may participate in any discussion or approval of a Related Person Transaction for which he/she or any of his/her immediate family members is the Related Person. Related Person Transactions are approved or ratified only if they are determined to be in the best interests of DuPont and its stockholders.

If a Related Person Transaction that has not been previously approved or previously ratified is discovered, the Related Person Transaction will be presented to the Governance Committee for ratification. If the Governance Committee does not ratify the Related Person Transaction, then the Company either ensures all appropriate disclosures regarding the transaction are made or, if appropriate, takes all reasonable actions to attempt to terminate the Company's participation in the transaction.

Under DuPont's policies and procedures, a "Related Person Transaction" is generally any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships in which:

DuPont was, is or will be a participant;

the aggregate amount involved exceeds $120,000 in any fiscal year; and

any Related Person had, has or will have a direct or indirect material interest.

A "Related Person" is generally any person who is, or at any time since the beginning of DuPont's last fiscal year was:

a director or an executive officer of DuPont or a nominee to become a director of DuPont;

any person who is known to be the beneficial owner of more than five percent of any class of DuPont's outstanding Common Stock; or

any immediate family member of any of the persons mentioned above.

Certain Relationships and Related Transactions

As discussed above, the Governance Committee is charged with reviewing issues involving independence and all Related Person Transactions. DuPont and its subsidiaries purchase products and services from and/or sell products and services to companies of which certain of the directors and executive officers of DuPont, or their immediate family members, are employees. The Governance Committee and the Board have reviewed such transactions and relationships and do not consider the amounts involved in such transactions material. Such purchases from and sales to each company involve less than either $1,000,000 or two percent of the consolidated gross revenues of each of the purchaser and the seller and all such transactions are in the ordinary course of business. Some such transactions are continuing and it is anticipated that similar transactions will occur from time to time.

Restrictions on Certain Types of Transactions

The Company has a policy that prohibits directors and officers from engaging in the following types of transactions with respect to DuPont's stock: short-term trading; short sales; hedging transactions; margin accounts and pledging securities. This policy also strongly recommends that all other employees refrain from entering into these types of transactions.

Code of Business Conduct and Ethics

The Board has adopted a Code of Business Conduct and Ethics for Directors. In addition, the Company has a Code of Conduct applicable to all DuPont employees, including executive officers, and a Code of Ethics for the Chief Executive Officer, Chief Financial Officer and Controller.

Board's Consideration of Diversity

The Board does not have a formal policy with respect to diversity. However, the Board and the Governance Committee each believe that it is essential that the Board members represent diverse viewpoints, with a broad array of experiences, professions, skills, geographic representation and backgrounds, as well as diversity of race, gender, national origin and age, that, when considered as a group, provide a sufficient mix of perspectives to allow the Board to best fulfill its responsibilities to the long-term interests of our stockholders. For additional information regarding diversity, see our Corporate Governance Guidelines, under "Qualifications" and the Director Nomination Process at Appendix A.

Communications with the Board and Directors

Stockholders and other parties interested in communicating directly with the Board, Chair, Lead Director or other outside director may do so by writing in care of the Corporate Secretary, DuPont Company, 1007 Market Street, D-9058, Wilmington, DE 19898. The Board's independent directors have approved procedures for handling correspondence received by the Company and addressed to the Board, Chair, Lead Director or other outside director. Concerns relating to accounting, internal controls, auditing or ethical matters are immediately brought to the attention of DuPont's internal audit function and handled in accordance with procedures established by the Audit Committee with respect to such matters, which include an anonymous toll-free hotline (1-800-476-3016) and a website through which to report issues (*https://reportanissue.com/dupont/welcome*).

OFFICE OF THE CHIEF EXECUTIVE

The Office of the Chief Executive (OCE) has responsibility for the overall direction and operations of all of DuPont's businesses and broad corporate responsibility in such areas as corporate financial performance, environmental leadership and safety, development of global talent, research and development and global effectiveness. All members are executive officers.

SUSTAINABILITY AND CORPORATE CITIZENSHIP

We are driving a new era of sustainable growth as we continue to transform DuPont. We're building a higher value, sustainable growth company focused on providing solutions to large global issues. Our sustainability efforts create stockholder and societal value while reducing our environmental footprint along the value chains in which we operate.

We announced in 2013 the tremendous progress we have made against our 2015 sustainability goals. By the end of 2012, we have achieved most of these goals three years ahead of schedule by:

Reducing our greenhouse gas emissions by 25 percent, surpassing the goal by 10 percent, and lowering our global water usage by 12 percent since 2004.

Producing an additional $2 billion in revenue from products that reduce greenhouse gas emissions and $11.8 billion in revenue from products based on non-depletable resources since 2011.

Reducing non-renewable energy intensity by 1.2% since 2010.

Investing $1.2 billion in research and development in global food security, introducing 1,040 new products since 2012.

We will continue to challenge ourselves with sustainability goals that create value for all of our stakeholders, and through our product innovation, business strategy, and operations we will meet them. Please visit our website *http://www.dupont.com/corporate-functions/our-approach/sustainability.html* to view our latest Sustainability Progress Report. For more about our Corporate Citizenship and Outreach programs visit *http://www.dupont.com/corporate-functions/our-company/outreach.html*.

Awards and Recognition

DuPont is proud to have been recognized on the following indices, lists and awards in 2013:

S&P 500 Carbon Performance Leadership Index (CPLI)

Carbon Disclosure Leadership Index (CDLI)

CDP Global 500 Carbon Performance Leadership Index

North America Dow Jones Sustainability Index (DJSI)

National Safety Council Robert W. Campbell Award

FORTUNE Magazine World's Most Admired Companies

Working Mother Magazine 100 Best Companies

HRC Corporate Equality Index

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DIRECTORS' COMPENSATION

Nonemployee directors receive compensation for Board service, which is designed to fairly compensate them for their Board responsibilities and align their interests with the long-term interests of stockholders.

The Human Resources and Compensation Committee, which consists solely of independent directors, has the primary responsibility to review and consider any revisions to directors' compensation. The process for setting director pay is guided by the following principles:

DIRECTOR COMPENSATION PRINCIPLES

Transparency

The Human Resources and Compensation Committee reviews director compensation annually, and makes recommendations to the full Board, which approves changes to director pay.

Details of director compensation are disclosed in the proxy statement annually.

Fair and competitive compensation that aligns director behavior with the best interests of stockholders

A significant portion of the annual retainer is paid in restricted stock units ("RSUs"), which, with respect to grants made in 2012 and beyond, must be held until retirement. For grants prior to 2012, the restrictions lapse over a three-year period.

Stock Ownership Guidelines exist to encourage ownership. See Stock Ownership Guidelines for additional information.

DuPont's goal is to assure competitive levels of director pay, reflective of the significant time commitment expected, through a director compensation program built upon an annual retainer.

Directors must act in the best interests of the Company and its stockholders. DuPont's Stock Ownership Guidelines and use of RSUs support and reinforce this commitment.

Director compensation is monitored closely against market trends and external practices, as well as against changes at the peer group companies. "market" and "peer group" are defined on page 38.

With the assistance of its independent compensation consultant, Frederic W. Cook & Co., the Human Resources and Compensation Committee closely monitors trends in director compensation in the marketplace. The chart below describes the compensation program for nonemployee directors for 2013 and 2014:

Compensation Element	***2013***	***2014***
Annual Retainer (Total)	$230,000	$230,000
Cash Retainer	$100,000	$100,000
Equity Retainer	$130,000 Delivered in the form of time-vested RSUs 2,470 RSUs granted on April 24, 2013; provide for dividend-equivalent units; restrictions lapse at separation from service; payable in stock	$130,000 To be delivered in the form of time-vested RSUs concurrent with 2014 Annual Meeting; provide for dividend-equivalent units; restrictions lapse at separation from service; payable in stock
Annual Committee Chair Fee	All Committee Chairs $20,000	Audit Committee Chair $25,000 Human Resources and Compensation Committee Chair $25,000 All Other Committee Chairs $20,000
Lead Director Fee	N/A	$30,000
Stock Ownership Guideline	Time-vested RSUs required to be held until retirement	Time-vested RSUs required to be held until retirement

DuPont does not pay meeting fees, but does pay for or reimburse directors for reasonable travel expenses related to attending Board, committee, educational and Company business meetings. The table below reflects details regarding total director compensation for 2013. E. J. Kullman, Chair and CEO, receives no additional compensation for her service as a director.

2013 DIRECTORS' COMPENSATION

Name	*Fees Earned or Paid in Cash*[(1)]	*Stock Awards*[(2)]	*Change in Pension Value and Nonqualified Deferred Compensation Earnings*[(3)]	*All Other Compensation*[(4)]	*Total*
L. Andreotti	$108,333	$130,293		$300	$238,926
R. H. Brown	108,333	130,293	$233	300	239,159
R. A. Brown	130,000	130,293		300	260,593
B. P. Collomb	130,000	130,293	12	300	260,605
C. J. Crawford	108,333	130,293	1,578	300	240,504
A. M. Cutler	130,000	130,293		300	260,593
E. I. du Pont	130,000	130,293		300	260,593
M. A. Hewson	108,333	130,293		300	238,926
L. D. Juliber	130,000	130,293	2,094	300	262,687
L. M. Thomas	108,333	130,293		300	238,926
P. J. Ward	25,000	65,063		75	90,138

(1)
The term of office for directors who are elected at our Annual Meeting of Stockholders begins immediately following the election and ends upon the election of directors at the Annual Meeting held the following year. In May 2013, for our annual cash retainer we switched to quarterly payments from monthly payments. In addition to the annual cash retainer, the amount in this column includes committee chair fees (a full year for R. A. Brown, B. P. Collomb, A. M. Cutler, E. I. du Pont, and L. D. Juliber). P. J. Ward joined our Board in October 2013 and his amount represents three months of the annual retainer.

(2)
Represents the grant date fair value of the annual equity retainer, which was delivered in the form of 2,470 time-vested RSUs. For P. J. Ward, the amount represents the grant date fair value of 1,060 RSUs issued in connection with his election to the Board in October 2013. The grant date fair values were computed in accordance with the Financial Accounting Standards Board Accounting Standards Codification Topic 718 Compensation Stock Compensation ("FASB ASC Topic 718").

Outstanding equity awards for individual directors are noted below:

Name	*Outstanding Stock Awards at December 31, 2013(a)*
L. Andreotti	4,852
R. H. Brown	6,148
R. A. Brown	6,148
B. P. Collomb	6,148
C. J. Crawford	6,148
A. M. Cutler	6,148
E. I. du Pont	6,148
M. A. Hewson	6,148
L. D. Juliber	6,148
L. M. Thomas	5,387
P. J. Ward	1,068

(a) Includes dividend-equivalent units. Does not include deferred units.

(3) This column reports (i) the positive estimated change in the actuarial present value of a director's accumulated pension benefits under the Company's discontinued retirement income plan for nonemployee directors, and (ii) above-market earnings on nonqualified deferred compensation balances. C. J. Crawford had a negative year over year change in pension value (-$12,320) mainly driven by a higher discount rate used in the present value calculation. The interest rate used to credit earnings on deferrals under the DuPont Stock Accumulation and Deferred Compensation Plan for Directors is the 30-year Treasury rate. Above-market earnings were as follows: R. H. Brown, $233; B. P. Collomb, $12; C. J. Crawford, $1,578; and L. D. Juliber, $222.

(4) Includes Company-paid accidental death and disability insurance premiums ($300 per director). No positive accruals were made in 2013 for nonemployee directors under the discontinued Directors' Charitable Gift Plan. For more information on the Directors' Charitable Gift Plan, see the narrative discussion below. P. J. Ward joined our Board in October 2013 and his amount represents three months of the annual insurance premium.

Stock Ownership Guidelines

Our stock ownership guidelines require directors to hold until retirement all annual equity awards granted after 2011. Stock ownership guidelines prior to 2012 required each nonemployee director to hold DuPont Common Stock equal to a multiple of two times the full Annual Retainer. Directors had up to five years from date of election to achieve the required ownership.

Deferred Compensation

Under the DuPont Stock Accumulation and Deferred Compensation Plan for Directors, a director may defer all or part of the Board retainer and committee chair fees in cash or stock units until retirement as a director or until a specified year after retirement. Interest accrues on deferred cash payments and dividend equivalents accrue on deferred stock units. This deferred compensation is an unsecured obligation of the Company.

As part of the retention requirements, equity grants will be held until retirement. However, a director may defer payments beyond retirement.

Retirement Income Plan

DuPont's retirement income plan for nonemployee directors was discontinued in 1998. Nonemployee directors who began their service on the Board before the plan's elimination continue to be eligible to receive benefits under the plan. Upon retirement, annual benefits payable under the plan equal one-half of the annual Board retainer (up to $85,000 and exclusive of any committee compensation and stock, RSU or option grants) in effect at the director's retirement. Benefits are payable for the lesser of life or ten years.

Directors' Charitable Gift Plan

In October 2008, DuPont discontinued its Charitable Gift Plan with respect to future directors. The Directors' Charitable Gift Plan was established in 1993. After the death of a director, we will donate five consecutive annual installments of up to $200,000 each to tax-exempt educational institutions or charitable organizations recommended by the director and approved by DuPont.

A director is fully vested in the plan after five years of service as a director or upon death or disability. The plan is unfunded. DuPont does not purchase insurance policies to satisfy its obligations under the plan. The directors do not receive any personal financial or tax benefit from this program because any charitable, tax-deductible donations accrue solely to the benefit of the Company. Employee directors may participate in the plan if they make a required annual contribution.

Accidental Death and Disability Insurance

DuPont maintains $300,000 accidental death and disability insurance on nonemployee directors.

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Proposal 1 ELECTION OF DIRECTORS

The twelve nominees for election as directors are identified below. All nominees are current members of the Board of Directors.

The Board has determined that, except for E. J. Kullman, Chair and CEO, each of the nominees and each other person who served as director during 2013 is or was, independent within the independence requirements of the New York Stock Exchange listing standards and in accordance with the Guidelines for Determining the Independence of DuPont Directors set forth in the Board's Corporate Governance Guidelines.

The Board knows of no reason why any nominee would be unable to serve as a director. If any nominee should for any reason become unable to serve, the shares represented by all valid proxies will be voted for the election of such other person as the Board may designate following recommendation by the Governance Committee, or the Board may reduce the number of directors to eliminate the vacancy.

DIRECTOR SKILLS AND QUALIFICATIONS

Directors are selected for their integrity and character; sound, independent judgment; breadth of experience, insight and knowledge; and business acumen. Leadership skills, scientific or technological expertise, familiarity with issues affecting global businesses in diverse industries, prior government service, and diversity are among the relevant criteria, which will vary over time depending on the needs of the Board. Additionally, directors are expected to be willing and able to devote the necessary time, energy and attention to assure diligent performance of their responsibility. For additional information, see our Board's Corporate Governance Guidelines describing qualifications for directors.

When considering candidates for nomination, the Governance Committee takes into account these factors to assure that new directors have the highest personal and professional integrity, have demonstrated exceptional ability and judgment and will be most effective, in conjunction with other directors, in serving the long-term interest of all stockholders. The Governance Committee will not nominate for election as a director a partner, member, managing director, executive officer or principal of any entity that provides accounting, consulting, legal, investment banking or financial advisory services to the Company.

DIRECTOR NOMINEES

The following material contains information concerning the nominees, including their period of service as a director, their recent employment, other directorships, including those held during the past five years with a public company or registered investment company, and age as of the 2014 Annual Meeting.

LAMBERTO ANDREOTTI

Age 63
Director since April 2012

Chief Executive Officer, since May 2010, of Bristol-Myers Squibb Company, a global biopharmaceutical company

He formerly served as chief operating officer from March 2008 to May 2010, and executive vice president of Bristol-Myers Squibb and president of Worldwide Pharmaceuticals, a division of Bristol-Myers Squibb, from September 2005 until March 2008. Mr. Andreotti is also on the board of directors for Bristol-Myers Squibb (since 2009). He has also held roles with other pharmaceutical companies, including Farmitalia Carlo Erba and Pharmacia. Mr. Andreotti serves on the board of directors of PhRMA Pharmaceutical and Research Manufacturers of America. He formerly served as a Vice Chairman of Mead-Johnson Nutrition Company (2009).

Skills and Expertise

As Chief Executive Officer of Bristol-Myers Squibb, Mr. Andreotti has a strong track record of leading a science and technology-based corporation and offers significant insight to the Board in the areas of innovation, global business, corporate governance and investor relations. He also provides the Board with a broad perspective on human resources, finance, marketing and government relations from his experience in various senior leadership roles with Bristol-Myers Squibb.

RICHARD H. BROWN

Age 66
Director since 2001

Former Chairman and Chief Executive Officer of Electronic Data Systems Corporation, a leading global services company

He is Chairman of the Board of Directors of Browz Group, LLC and a trustee of Command and General Staff College Foundation, Inc. He is a former member of The Business Council, The Business Roundtable, U.S.-Japan Business Council, the French-American Business Council, the President's Advisory Committee on Trade and Policy Negotiations and the President's National Security Telecommunications Advisory Committee.

Skills and Expertise

From his experiences as the chief executive officer and chairman of the board of several large public companies, and his role on the compensation and governance committees of others, Mr. Brown offers the Board important global insights in the areas of international business management, corporate governance, human resources, information technology, investor relations and supply chain and logistics.

ROBERT A. BROWN

Age 62
Director since 2007

President of Boston University since September 2005

He previously was provost and professor of chemical engineering at the Massachusetts Institute of Technology from July 1998 through July 2005. Dr. Brown is a member of the National Academy of Sciences, the American Academy of Arts and Sciences, the National Academy of Engineering and a former member of the President's Council of Advisors on Science and Technology. He is a trustee of the University Research Association, and is a member of the Council on Competitiveness. Dr. Brown is chairman of the Academic Research Council of the Ministry of Education of the Republic of Singapore, and also serves on the Research Innovation and Enterprise Council chaired by the Prime Minister of Singapore.

Skills and Expertise

With his science and engineering background and from his positions at Boston University and the Massachusetts Institute of Technology, Dr. Brown provides the Board with an invaluable science and technology perspective combined with senior management capabilities.

BERTRAND P. COLLOMB

Age 71
Director since 2007

Former Chairman, from 1989 to 2007, and Chief Executive Officer, from 1989 to 2004, of Lafarge, a global manufacturer of building materials, headquartered in Paris, France

He is also a director of Total S.A. and ATCO Ltd. (both since 2000). Mr. Collomb is founder of the Center for Management Research at the Ecole Polytechnique and a member of the Institut de France, as Chairman of the Academie des Sciences Morales et Politiques.

Skills and Expertise

Mr. Collomb gives the Board significant insight in the areas of global business, environmental management and corporate governance from his experience as chair and chief executive officer of Lafarge (a leader in environmental management), and his positions on other boards, including as chair of the World Business Council for Sustainable Development.

CURTIS J. CRAWFORD

Age 66
Director since 1998

President and Chief Executive Officer, since June 2003, of XCEO, Inc., a consulting firm specializing in leadership and corporate governance, and author of three books on these subjects

He formerly served as president and chief executive officer of Onix Microsystems, Inc. Dr. Crawford is a director of Xylem Corporation (since 2011) and ON Semiconductor Corporation (since 1999). He also serves as a trustee of DePaul University. Dr. Crawford formerly served as a director of Agilysis, Inc. (2005-2008) and ITT Corporation (1996-2011).

Skills and Expertise

Through his senior leadership roles in the technology sector, Dr. Crawford provides the Board with expertise in the areas of information technology, research and development, finance, new business development, marketing and manufacturing. As president and chief executive officer of a consulting firm, Dr. Crawford offers unique perspectives on governance and organizational effectiveness.

ALEXANDER M. CUTLER

Age 62
Director since 2008

Chairman and Chief Executive Officer, since 2000, of Eaton Corporation, a global diversified industrial manufacturer

He formerly served as Eaton's president and chief operating officer, executive vice president and chief operating officer-Controls and executive vice president-Operations. He serves on the boards of KeyCorp (since 2000), The Greater Cleveland Partnership, United Way Services of Greater Cleveland, and the Musical Arts Association. He also chairs the Corporate Governance Committee of The Business Roundtable and is a member of The Business Council.

Skills and Expertise

As Chair and chief executive officer of a Fortune 200 company, Mr. Cutler gives the Board a wealth of global business management, finance, investor relations, marketing and supply chain and logistics experience in a multinational manufacturing company. Through his other board roles and his position as Chair of The Business Roundtable Corporate Governance Committee, Mr. Cutler also provides the Board with important insights in the areas of corporate governance and government relations.

ELEUTHÈRE I. DU PONT

Age 47
Director since 2006

President, since 2008, of the Longwood Foundation, a private foundation principally supporting charitable organizations

He served as senior vice president, operations and chief financial officer of drugstore.com, a leading online provider of health, beauty, vision and pharmacy products from 2007 through 2008. Prior to that, Mr. du Pont served as president and chief financial officer of Wawa, Inc., a chain of food markets in the mid-Atlantic region with sales of $5 billion. He also serves on the board of WSFS Financial Corporation (since 2013).

Skills and Expertise

From his experiences as president, chief financial officer and director, Mr. du Pont brings to the Board expertise on corporate governance, accounting, finance, human resources, information technology, investment management, investor relations and procurement. He also brings a unique perspective from his roles leading safety, supply chain and operations.

MARILLYN A. HEWSON

Age 60
Director since 2007

Chairman, President and Chief Executive Officer since January 2014 of Lockheed Martin Corporation, a leader in providing advanced technology products, services and systems integration solutions to defense, civil and commercial customers worldwide

She was CEO and President of Lockheed Martin from January to December 2013 and served as director since 2012. Having served 31 years at Lockheed Martin, she has previously held the positions of President and Chief Operating Officer from November 2012 to December 2012; Executive Vice President of Electronic Systems from 2010 to 2012; President of Systems Integration from 2008 to 2009; Executive Vice President of Global Sustainment for Aeronautics from 2007 to 2008. Ms. Hewson previously chaired the Sandia Corporation's Board of Directors from 2010 to 2013. She serves on the President's Export Council, the Business Roundtable, the Board of Governors of the Aerospace Industries Association, and is an Associate Fellow of the American Institute of Aeronautics and Astronautics. She serves on the Board of Directors of the Congressional Medal of Honor Foundation, the Board of Governors of the USO, the Board of the National Geographic Education Foundation, and the Board of Visitors of the University of Alabama's Culverhouse College of Business.

Skills and Expertise

Through experience gained in leadership roles and as chairman and chief executive of Lockheed Martin, Ms. Hewson provides the Board broad insight and knowledge on global business management, human resources, finance, supply chain, leveraged services and systems, internal audit and government contracting. In addition, Ms. Hewson offers expertise in government relations.

LOIS D. JULIBER

Retired Vice Chairman, a position she held from October 2004 to March 2005, of Colgate-Palmolive Company, the principal business of which is the production and marketing of consumer products

She was chief operating officer of Colgate-Palmolive from 2000 to 2004. She formerly served as executive vice president-Developed Markets, president, Colgate-Palmolive North America and chief technological officer of Colgate-Palmolive. Ms. Juliber is a director of Mondelez International, formerly Kraft Foods Inc. (since 2007). She also serves as Chairman of the MasterCard Foundation and is a Trustee Emeritae of Wellesley College. Ms. Juliber formerly served as a director of Goldman Sachs (2004-2012).

Age 65
Director since 1995

Skills and Expertise

Ms. Juliber brings deep and broad global marketing, consulting, finance, human resources, research and development, manufacturing, management and new business development expertise to the Board from her roles as vice-chair, chief operating officer and chief technological officer at Colgate-Palmolive. In addition, Ms. Juliber provides important audit and governance knowledge from her experiences at Colgate-Palmolive, and her service on the boards of other multinational corporations and nonprofit organizations.

ELLEN J. KULLMAN

Chair, since December 2009, and Chief Executive Officer of DuPont since January 2009

She served as president of DuPont from October 2008 to December 2008. From June 2006 through September 2008, she served as executive vice president. Prior to that, Mrs. Kullman was group vice president-DuPont Safety & Protection. She is a member of the US-China Business Council, the US-India CEO Forum, and the executive committee of the Business Council. Mrs. Kullman also chairs the executive committee of SCI-America. She is also a member of the board of directors of Catalyst and the board of directors of Change the Equation. She is co-chair of the National Academy of Engineering Committee on Changing the Conversation: From Research to Action. Mrs. Kullman is a director of United Technologies Corporation (since 2011). She is a member of the board of trustees of Tufts University and serves on the board of overseers at Tufts University School of Engineering.

Age 58
Director since 2008

Skills and Expertise

As Chief Executive Officer of DuPont, Mrs. Kullman is best suited to ensure that critical business issues are brought before the Board, enhancing the Board's ability to consider, evaluate and maintain oversight over business strategies and DuPont's risk management efforts. The Board believes that the Company is typically best served by combining the role of Chair and Chief Executive Officer. For a discussion of the Board's leadership structure, refer to page 8 of this Proxy Statement.

LEE M. THOMAS

Retired chairman (June 2007 May 2012) and chief executive officer (March 2007 January 2012), of Rayonier Inc., a global forest products company

He was also president of Rayonier from March 2007 through August 2010. Previously, Mr. Thomas was president and chief operating officer of Georgia-Pacific Corp. Prior to joining Georgia-Pacific, he was chairman/CEO of Law Companies Environmental Group Inc., and administrator of the U.S. Environmental Protection Agency. Mr. Thomas also serves on the boards of Airgas Inc. (since 1998), the Regal Entertainment Group (since 2006) and the World Resources Institute.

Age 69
Director since 2011

Skills and Expertise

From his experiences as president/CEO of two public companies, Mr. Thomas provides the Board with a deep understanding of corporate governance, finance, global business and investor relations. He also offers the Board key insights on government relations and environmental management from his tenure as administrator of the Environmental Protection Agency and his senior leadership roles. He brings to the Board valuable organizational management skills through his experiences as an independent consultant and as CEO of a consulting firm.

PATRICK J. WARD

Chief Financial Officer, since May 2008, of Cummins Inc., a global power leader that designs, manufactures, distributes and services engines and related technologies.

He has held a broad range of financial leadership positions since joining Cummins in 1987, including serving as vice president, engine business controller, and executive director, power generation business controller.

Age 50
Director since 2013

Skills and Expertise

From his experiences as Chief Financial Officer and in management of a global public company, Mr. Ward brings a depth of experience in management, financial reporting, global business, capital markets, investment management, investor relations and public accounting and finance.

PROPOSAL 1:

ELECTION OF DIRECTORS

The Board of Directors recommends that you vote "FOR" all twelve director nominees

Please cast your vote for these twelve director nominees following the instructions on your proxy card, via the internet or over the phone.

AUDIT COMMITTEE REPORT

The Audit Committee of the Board of Directors (the "Committee") assists the Board in fulfilling its oversight responsibilities with respect to the external reporting process and the adequacy of the Company's internal controls. Specific responsibilities of the Committee are set forth in the Audit Committee Charter adopted by the Board and last amended effective December 4, 2012. The Charter is available on the Company's website (*www.dupont.com*) under Investor   Corporate Governance.

The Committee is comprised of five directors, all of whom meet the standards of independence adopted by the New York Stock Exchange and the Securities and Exchange Commission. Subject to stockholder ratification, the Committee appoints the Company's independent registered public accounting firm. The Committee approves in advance all services to be performed by the Company's independent registered public accounting firm in accordance with the Committee's Policy on Pre-approval of Services Performed by the Independent Registered Public Accounting Firm. A summary of the Policy is included with this Proxy Statement as part of the proposal seeking ratification of the independent registered public accounting firm.

Management is responsible for the Company's financial statements and reporting process, for establishing and maintaining an adequate system of internal control over financial reporting, and for assessing the effectiveness of the Company's internal control over financial reporting. PricewaterhouseCoopers LLP ("PwC"), the Company's independent registered public accounting firm, is responsible for auditing the Company's Consolidated Financial Statements and for assessing the effectiveness of internal control over financial reporting. The Committee has reviewed and discussed the Company's 2013 Annual Report on Form 10-K, including the audited Consolidated Financial Statements of the Company and Management's Report on Internal Control over Financial Reporting, for the year ended December 31, 2013 with management and representatives of PwC.

The Committee has also discussed with PwC matters required to be discussed pursuant to Public Company Accounting Oversight Board ("PCAOB") Auditing Standard No. 16 (Communications with Audit Committees). The Committee has received from PwC the letter and written disclosures that are required by applicable requirements of the PCAOB regarding the independent accountant's communications with the Committee concerning independence and has discussed with PwC its independence.

The Committee has considered whether the provision to the Company by PwC of limited non-audit services is compatible with maintaining the independence of PwC. The Committee has satisfied itself as to the independence of PwC.

Based on the Committee's review of the audited Consolidated Financial Statements of the Company, and on the Committee's discussions with management of the Company and with PwC, the Committee recommended to the Board of Directors that the audited Consolidated Financial Statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2013.

AUDIT COMMITTEE

Eleuthère I. du Pont, Chair
Lamberto Andreotti
Richard H. Brown
Robert A. Brown
Patrick J. Ward

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Proposal 2 RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Article III, Section 4, of the Bylaws provides that it shall be the duty of the Audit Committee to employ, subject to stockholder ratification at each annual meeting, independent public accountants to audit the books of account, accounting procedures and financial statements of the Company for the year and to perform such other duties as prescribed from time to time by the Audit Committee. On April 24, 2013, the stockholders ratified the appointment by the Audit Committee of PricewaterhouseCoopers LLP (PwC) to perform the functions assigned to it in accordance with the Bylaws.

PwC, an independent registered public accounting firm, has served as the Company's independent accountants continuously since 1954. The Audit Committee believes that the knowledge of the Company's business PwC has gained through this period of service is valuable. While from time to time, the Audit Committee considers whether there should be a rotation of the independent registered public accounting firm in order to assure continuing auditor independence, it and the Board believe that the continued retention of PwC is in the best interests of the Company and its investors.

Pursuant to the SEC rules, the lead partner must be rotated after five years giving the Company the benefit of new thinking and approaches. The Audit Committee and its chairperson are involved in the selection of the lead partner.

To assure that the audit and non-audit services performed by the independent registered public accounting firm do not impair its independence in appearance and/or fact, the Audit Committee has established policies and procedures requiring its pre-approval of all such services and associated fees.

The independent registered public accounting firm submits a report annually regarding the audit, audit-related, tax and other services it expects to render in the following year and the associated, forecasted fees to the Audit Committee for its approval. Audit services include the audit of the Company's Consolidated Financial Statements, separate audits of its subsidiaries, services associated with regulatory filings and attestation services regarding the effectiveness of the Company's internal controls over financial reporting. Audit-related services are assurance services that are reasonably related to the audit of the Company's Consolidated Financial Statements or services traditionally provided by the independent registered public accounting firm. Audit-related services include employee benefit plan audits; audits of carve-out financial statements related to divestitures; due diligence services regarding potential acquisitions or dispositions, including tax-related due diligence; and agreed-upon or expanded audit procedures related to regulatory requirements. Tax services include selected non-U.S. tax compliance services, advice and recommendation with respect to issues such as tax audits and appeals, restructurings, mergers and acquisitions, and assistance regarding appropriate handling of items on the returns, required disclosures, elections and filing positions available to the Company. Other services include non-financial attestation services.

If a service has not been included in the annual pre-approval process, it must be specifically pre-approved by the Audit Committee. In situations where the cost of services is likely to exceed the approved fees, excluding the impact of currency, specific pre-approval is required. Requests for specific pre-approvals will be considered by the full Audit Committee. If that is not practical, then the Chair may grant specific pre-approvals when the estimated cost for the service or the increase in fees for a previously pre-approved service does not exceed $500,000. Any such pre-approvals are reported to the full Audit Committee at its next meeting.

The Audit Committee pre-approved all services rendered by and associated fees paid to PwC for fiscal years 2013 and 2012. These are shown by category in the following table.

	2013 (in millions)	***2012 (in millions)***
Audit Fees	$15.1	$13.6
Audit-Related Fees	3.9	7.1
Tax Fees	2.2	1.2
All Other Fees	0.1	0.1
TOTAL	21.3	22.0

Subject to ratification by the holders of DuPont Common Stock, the Audit Committee has reemployed PwC as the independent registered public accounting firm to audit the Company's Consolidated Financial Statements for the year 2014 and to render other services as required of them. The Audit Committee actively oversees the fee negotiations and approves the fees associated with the reemployment of PwC. Representatives of PwC are expected to be present at the meeting and will have an opportunity to address the meeting and respond to appropriate questions.

PROPOSAL 2:

The Board of Directors recommends that you vote "FOR" the following resolution:

RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

RESOLVED: That the action of the Audit Committee in employing PricewaterhouseCoopers LLP as the independent registered public accounting firm for the year 2014 to perform the functions assigned to it in accordance with Article III, Section 4, of the Bylaws of E. I. du Pont de Nemours and Company hereby is ratified.

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OWNERSHIP OF COMPANY STOCK

As of December 31, 2013, set forth below is certain information concerning beneficial owners known to DuPont of more than five percent of DuPont's outstanding Common Stock:

Name and Address of Beneficial Owner	*Number of Shares Beneficially Owned*	*Percent of Shares Outstanding*
Blackrock, Inc. 40 East 52nd Street New York, NY 10022	57,492,034(1)	6.20(1)
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	47,220,623(2)	5.09(2)

(1) Based solely on a Schedule 13G/A filed with the Securities and Exchange Commission on February 10, 2014, Blackrock, Inc. reported that it has sole voting power with respect to 46,909,081 shares and sole dispositive power with respect to 57,492,034 shares as of December 31, 2013.

(2) Based solely on a Schedule 13G filed with the Securities and Exchange Commission on February 12, 2014, The Vanguard Group reported it has sole voting power with respect to 1,511,866 shares, sole dispositive power with respect to 45,804,463 shares, and shared dispositive power with respect to 1,416,160 shares as of December 31, 2013.

The following table includes shares of DuPont Common Stock beneficially owned by each director and nominee, by each executive officer named in the 2013 Summary Compensation Table and by all directors and executive officers as a group as of December 31, 2013. Under rules of the Securities and Exchange Commission, "beneficial ownership" includes shares for which the individual, directly or indirectly, has or shares voting or investment power, whether or not the shares are held for the individual's benefit.

		Amount and Nature of Beneficial Ownership (Number of Shares)		
Name	*Direct*(1)	*Indirect*(2)	*Right to Acquire*(3)	*Percent of Class*
L. Andreotti	0	0	4,852	*
R. H. Brown	0	0	48,184	*
R. A. Brown	0	110	21,306	*
B. P. Collomb	15,373	0	6,747	*
C. J. Crawford	150	235	39,357	*

A. M. Cutler	5,000	0	37,321	*
E. I. du Pont	769	1,361	20,884	*
M. A. Hewson	2,895	0	30,962	*
L. D. Juliber	0	600	34,786	*
E. J. Kullman	278,533	9,974	1,469,387	*
L. M. Thomas	6,254	2,000	5,387	*
P. J. Ward	0	0	1,068	*
J. C. Borel	83,996	12,388	291,827	*
T. M. Connelly, Jr.	61,960	28,433	379,644	*
N. C. Fanandakis	66,015	0	132,807	*
M. P. Vergnano	89,069	0	174,269	*
Directors and Executive Officers as a Group	644,244	55,511	2,788,533	*

*
Less than one percent.

(1)
These shares are held individually or jointly with others, or in the name of a bank, broker or nominee for the individual's account.

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(2)
This column includes other shares over which directors and executive officers have or share voting or investment power, including shares directly owned by certain relatives with whom they are presumed to share voting and/or investment power, and shares held under the RSP.

(3)
This column includes shares which directors and executive officers had a right to acquire beneficial ownership of within 60 days from December 31, 2013, through the exercise of stock options or through the conversion of RSUs or deferred stock units granted or held under DuPont's equity-based compensation plans.

Section 16(a) Beneficial Ownership Reporting Compliance

Directors and executive officers are required to file reports of ownership and changes in ownership of DuPont Common Stock with the Securities and Exchange Commission. Based on our review of copies of reports we have received, and written representations received from our directors and executive officers with respect to filing of reports on Forms 3, 4 and 5, one report (reporting one transaction) for each of T. M. Connelly, Jr. and B. Cachinero were filed late due to administrative error.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

No individual who served on the Human Resources and Compensation Committee in 2013 was at any time during the year an officer or employee of DuPont or any of its subsidiaries nor was any such person a former officer of DuPont or any of its subsidiaries. No individual who served on the Human Resources and Compensation Committee in 2013 had any relationship requiring disclosure under the Securities and Exchange Commission's rules for disclosure of related party transactions. In addition, no member of the Board of Directors is an executive officer of another entity at which one of DuPont's executive officers serves on the board of directors.

COMPENSATION COMMITTEE REPORT

The Human Resources and Compensation Committee (the "Compensation Committee") of the Board of Directors has reviewed the Compensation Discussion and Analysis ("CD&A") section included in this Proxy Statement.

The Compensation Committee has also reviewed and discussed the CD&A with management.

Based on this review and discussion, the Compensation Committee recommended to the Board of Directors that the CD&A be included in DuPont's Annual Report on Form 10-K for the year ended December 31, 2013 and in this Proxy Statement.

The members of the Compensation Committee of the Board of Directors have provided this report.

HUMAN RESOURCES AND COMPENSATION COMMITTEE
Lois D. Juliber, Chair
Alexander M. Cutler
Marillyn A. Hewson
Lee M. Thomas

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COMPENSATION DISCUSSION AND ANALYSIS

In this section, we review the objectives and elements of DuPont's executive compensation program and discuss and analyze the 2013 compensation decisions regarding our Named Executive Officers ("NEOs"):

Ellen J. Kullman, *Chair and Chief Executive Officer*

Nicholas C. Fanandakis, *Executive Vice President and Chief Financial Officer*

Thomas M. Connelly, Jr., *Executive Vice President and Chief Innovation Officer*

Mark P. Vergnano, *Executive Vice President*

James C. Borel, *Executive Vice President*

COMPENSATION DISCUSSION AND ANALYSIS ("CD&A") TABLE OF CONTENTS

EXECUTIVE SUMMARY

DuPont is a science company. We work collaboratively to find sustainable, innovative, market-driven solutions to meet some of the world's biggest challenges, making lives better, safer and healthier for people everywhere.

We design our executive compensation programs to attract, motivate, reward and retain the high-quality executives necessary for Company leadership and accomplishment of our strategies.

Our compensation programs are designed and administered to follow these core principles:

Establish a strong link between pay and performance

Align executives' interests with stockholders' interests

Reinforce business strategies and drive long-term sustained stockholder value

We regularly review best practices in governance and executive compensation to ensure that our programs align with our core principles. Here are some of the compensation practices we follow:

2013 COMPENSATION PRACTICES AND POLICIES

What We Do	Use performance metrics to align pay with performance Balance short- and long-term incentives using multiple performance metrics Put caps on incentive compensation Set rigorous stock ownership requirements for NEOs (values equal to a target multiple of base salary) Implement a compensation recovery policy (clawbacks) Employ an independent compensation consultant to review and advise on executive compensation Use tally sheets Regularly review the Human Resources and Compensation Committee (the "Committee") Charter to ensure best practices and priorities
What We Don't Do	Enter into employment agreements Sign severance agreements except in the event of a change in control (double trigger) or limited-duration agreements for newly hired executives when there is a demonstrated business need Establish or allow excessive compensation practices that encourage excessively risky business decisions Allow short sales, hedging, margin accounts, or securities pledging of DuPont stock Reload, reprice, or backdate stock options Grant stock options with an exercise price less than fair market value Tax gross-ups on benefits and perquisites (except for relocation benefits) Pay dividends on unvested or unearned performance share units

CLEAR STRATEGY > STRONGER COMPANY > SUPERIOR RETURN TO STOCKHOLDERS

DuPont's higher-growth and higher-value strategy includes strengthening our world-leading position in three segments:

Agriculture & Nutrition: Extend our leadership position across the high-value, science-driven segments of the agriculture-to-food value chains.

Industrial Biosciences: Build transformational new businesses based on our world-leading biotechnology capabilities.

Advanced Materials: Strengthen and grow our leading position in differentiated, high-value materials businesses by leveraging new technologies.

To deliver on these strategies, we have been relentless in the pursuit of the fundamentals, three operational priorities that guide our day-to-day activities innovating and further increasing our return on research and development, leveraging our global reach, especially in fast growing markets, and maintaining a cadence that demands strong execution and ongoing productivity gains. By leveraging our diverse capabilities in biology, chemistry, materials science and engineering, we can deliver faster, better, even transformational solutions to our customers. This unique combination, together with our proven R&D engine, global reach and market penetration, creates distinctive competitive advantages for DuPont.

Our Performance in 2013

In 2013, DuPont took transformational steps forward in executing its plan to build a higher-growth, higher-value company for stockholders. In February, DuPont completed the sale of its Performance Coatings segment for $4.9 billion. In October, DuPont announced its decision to separate its Performance Chemicals segment, creating two strong companies for stockholders. These two events, combined with the acquisition of Danisco in 2011, have reshaped DuPont and narrowed our focus to three strategic priorities:

Extend DuPont's leadership across the agriculture-to-food value chains

Strengthen DuPont's position as a leading provider of differentiated, high-value advanced industrial materials

Build new and potentially transformational businesses in industrial biotechnology

Also in 2013, DuPont advanced its strong positions in secular growth markets like production agriculture, photovoltaic solar panels, and light-weighting polymers for the automotive industry, and continued to redeploy capital and resources into targeted, science-based growth opportunities. We were again successful by achieving greater-than-targeted productivity gains through streamlining and lowering of our cost structure and working capital levels.

Financial Highlights

For the year, DuPont's revenue grew modestly to $35.7 billion, up $922 million, or 3%, as the significant market adjustments in our Performance Chemical segment overshadowed strong revenue growth in our other segments. DuPont's scientific power was evident as we had another strong year of new-product introductions, and we received about 1,050 U. S. Patent grants.

Operating earnings per share ("EPS")* for the year were up slightly at $3.88 per share versus $3.77 in the prior year, despite a 45%** decline in our Performance Chemicals segment. As with revenue, the decline in earnings from our Performance Chemicals segment overshadowed strong earnings growth from the Agriculture, Electronics & Communications and Safety & Protection segments, which each had double-digit growth in segment operating earnings. Excluding Performance Chemicals, in both years, segment operating earnings increased $490 million or 11%.*** Growth was driven by new products, market share gains, cost controls and margin improvement across most business segments.

Our productivity achievements for the year include:

Cost and working capital productivity gains of $300 million, meeting our targets, and;

Restructuring gains of more than $300 million, which we expect will translate to more than $450 million in savings in subsequent years.

NET SALES (dollars in billions) OPERATING EARNINGS PER SHARE (dollars)

Our balance sheet was significantly strengthened during the year by reducing debt and securing our credit rating, thereby strengthening DuPont's financial capability to reinvest for growth and continued success by its businesses.

We refined our growth strategy and made significant advances against our strategic and operational priorities, including refinement of our portfolio of businesses.

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*
Non-GAAP financial measure based on EPS excluding certain items.

**
Non-GAAP financial measure based on segment pre-tax operating income ("PTO") excluding significant items.

***
Non-GAAP financial measure based on PTOI excluding Performance Chemicals segment and significant items.

See Appendix B for additional information regarding these and other non-GAAP financial measures.

Achievements for the year include:

Completed the sale of DuPont Performance Coatings in February for $4.9 billion

Repurchased $1 billion of DuPont common stock

Acquired the remaining interest in Pannar Seeds (Pty) Ltd. that we did not previously own, greatly expanding our footprint in Africa in our drive to extend our Agriculture leadership around the globe

Acquired rights to technology through licenses with Monsanto to deliver next-generation soybean technology to our customers

Announced our intent to separate our Performance Chemicals segment through a U.S. tax-free spin-off

Announced execution of definitive agreements to sell our Glass Laminating Solutions/Vinyls, which is expected to be completed about mid-2014, subject to customary closing conditions

We expanded into new geographies and successfully launched new products in key markets.

About 28% of sales came from products that were introduced in the past four years

Sales in developing markets (including China, India and countries located in Latin America, Eastern and Central Europe, Middle East, Africa and Southeast Asia) were up 7% and represented 33% of our sales

Our strategy is working: Delivering superior results and increased stockholder value.

The work we have completed in the past five years is delivering superior returns to stockholders.

In total, DuPont has generated 214%[1] total shareholder return ("TSR") since year-end 2008, compared to 128%[1] for the S&P 500, and 111%[1][2] for our proxy peers during the same period

We delivered superior capital returns to our stockholders through our dividend and share repurchases, outperforming proxy peers and the S&P 500

Our productivity efforts over the last five years have freed significant cash and increased segment operating margins from 10.9% in 2008 to 16.3% in 2013, excluding pharmaceutical earnings in both years.*

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* Non-GAAP financial measure based on segment PTOI margin excluding Pharmaceuticals segment and significant items. See Appendix B for additional information regarding this and other non-GAAP financial measures.

(1) Source: Datastream as of 12/31/2013, Bloomberg, Capital IQ, FactSet. Proxy Peers and S&P Indices are USD market cap weighted and assume dividends are reinvested at the closing price applicable on the ex-dividend date

(2) Proxy Peers consists of companies listed in the CD&A on page 38.

We will continue to execute against our strategic and operational priorities, all part of our clear strategy to build a higher-growth, higher-value company for stockholders. Through innovation, disciplined capital allocation and execution, global reach, and continuous portfolio refinements, we will continue our track record of delivering superior value.

CAPITAL RETURNED TO STOCKHOLDERS

(DOLLARS IN MILLIONS)

FIVE-YEAR CUMULATIVE TOTAL SHAREHOLDER RETURN VS S&P 500 AND DOW JONES INDUSTRIAL AVERAGE

The graph assumes that the values of DuPont Common Stock, the S&P 500 Stock Index and the Dow Jones Industrial Average were each $100 on December 31, 2008, and that all dividends were reinvested.

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Summary of Our 2013 Compensation Actions

Linking Pay with Performance

Pay actions for our NEOs in 2013 reflected our Company performance.

2013 SHORT-TERM PERFORMANCE AND INCENTIVE COMPENSATION

Our performance resulted in a 1-point increase in the NEO average payout factor under our short-term incentive program ("STIP") (86% of target in 2012 to 87% of target in 2013).

LONG-TERM PERFORMANCE AND INCENTIVE COMPENSATION

Performance-based restricted stock units ("PSUs") for the 2011 to 2013 performance period were paid out at 113% target.

TARGET COMPENSATION PAY MIX

To reinforce our pay-for-performance philosophy, more than two-thirds of targeted total direct compensation ("TDC") is contingent upon performance and, therefore, fluctuates with our financial results and share price. We believe this approach motivates our executives to consider the impact of their decisions on stockholder value.

2013 TARGET COMPENSATION MIX

CONSIDERATION OF SAY ON PAY RESULTS

Last year, our stockholders were given the opportunity to participate in an advisory vote on the compensation of our NEOs. More than 95% of stockholders approved the compensation of our NEOs. In consideration of the overwhelming support expressed by stockholders and the Committee's own assessment of the program, the Committee felt that fundamental changes to our executive compensation programs were not necessary at this time.

In an ongoing effort to make the link between pay and performance even stronger, the Committee made the following design change to our long-term incentive ("LTI") compensation program for 2014:
Revised the 2014 LTI Program mix to increase the portion of PSUs to 50% of the grant value from 40%. The remaining portion is split equally among stock options (25%) and restricted stock units ("RSUs") (25%).

OUR EXECUTIVE COMPENSATION PHILOSOPHY

We design our executive compensation programs to attract, motivate, reward and retain the high-quality executives necessary to lead the Company and to accomplish our strategies. The following key principles guide the design and administration of those compensation programs:

There should be a strong link between pay and performance

Executives' interests should be aligned with stockholders' interests

Programs should reinforce business strategies and drive long-term sustained stockholder value

DuPont Leadership Guiding the Company Through Innovation

For more than 200 years, DuPont leaders have guided the Company through great changes, maintaining our position as a market leader fueled by science and innovation.

At DuPont, our executive compensation programs are dependent on achieving strategic operating goals and financial performance that ultimately drive stockholder returns.

HOW WE DETERMINE EXECUTIVE COMPENSATION

An important aspect of the Committee's annual work is determining compensation for our NEOs and other executive officers. The NEOs are the Company's Chair and CEO, the Chief Financial Officer, and the three next most highly compensated executive officers.

In 2013, the Committee continued its relationship with Frederic W. Cook & Co., Inc. ("Cook"), as its independent compensation consultant on executive compensation matters. Cook performs work at the direction and under the supervision of the Committee, and provides no services to DuPont other than those for the Committee.

Oversight Responsibilities for Executive Compensation

Summarized in the table below are responsibilities for executive compensation.

Human Resources and Compensation Committee	Establishes executive compensation philosophy Approves incentive compensation programs and target performance expectations for STIP and PSU

	Approves all compensation actions for the executive officers, other than the CEO, including base salary, target and actual STIP, LTI grants, and target and actual PSU awards
	Recommends to the full Board compensation actions for the CEO, including base salary, target and actual STIP, LTI grant, and target and actual PSU award
All Independent Board Members	
	Assess performance of the CEO
	Approve all compensation actions for the CEO, including base salary, target and actual STIP, LTI grant, and target and actual PSU award
Committee Consultant Cook	
	Provides independent advice, research, and analytical services on a variety of subjects, including compensation of executive officers, nonemployee director compensation and executive compensation trends
	Participates in meetings as requested and communicates with the Chair of the Committee between meetings
CEO	
	Provides a performance assessment of the other executive officers
	Recommends compensation targets and actual awards for the other executive officers

In addition to Company and individual performance, the Committee considers a broad number of facts and circumstances in finalizing executive officer pay decisions, including competitive analysis, pay equity multiples and tally sheets.

We Conduct a Competitive Analysis

To ensure a complete and robust picture of the overall compensation environment and consistent comparisons for the CEO and other NEOs, compensation is assessed primarily against published compensation surveys. These surveys represent large companies with median revenue comparable to DuPont's "market," including surveys by Towers Watson and Aon Hewitt.

Peer Group Analysis

We also use a select group of peer companies ("peer group") to:

Benchmark pay design including mix and performance criteria

Measure financial performance for the PSU program

Test the link between pay and performance

Because of the smaller number of companies, we periodically find volatility in peer group compensation levels year over year. Therefore, we use market survey information as the primary source of competitive data. Peer group compensation data is used only for the CEO and only as a secondary data point as described above.

The peer group reflects the diverse industries in which we operate, represents the multiple markets in which we compete including markets for executive talent, customers and capital and comprises large companies with a strong scientific focus and/or research intensity and a significant international presence.

To help guide the selection process in an objective manner, the Committee established the following criteria for peer group companies:

Publicly traded U.S. companies and select European companies traded on the New York Stock Exchange to facilitate pay design and performance comparisons

Direct business competitors

Companies similar in revenue size to DuPont As there are limited potential peers within a typical one-half to double revenue-size criterion, we established a broader one-third to triple range, which also ensures the inclusion of some direct competitors that would otherwise be excluded

Meaningful international presence At least one-third of revenues earned outside of the United States

Scientific focus/research intensity The criterion of a minimum of two percent research and development expense as percent of revenue results in the inclusion of several pharmaceutical companies. DuPont's research and development expense tends to be higher than that of industry peers

The 2013 peer group did not change from 2012 and consists of the following companies:

2013 PEER GROUP

3M Company	Emerson Electric Co.	Merck & Co., Inc.
Air Products & Chemicals, Inc.	Honeywell International Inc.	Monsanto Company
Baxter International Inc.	Ingersoll-Rand plc	The Procter & Gamble Company
The Boeing Company	Johnson & Johnson	Syngenta AG
Caterpillar Inc.	Johnson Controls, Inc.	United Technologies Corporation
Dow Chemical Company	Kimberly-Clark Corporation	

Tally Sheets

For each NEO, the Committee annually reviews tally sheets that include all aspects of total compensation and the benefits associated with various termination scenarios. Tally sheets provide the Committee with information on all elements of actual and potential future compensation of the NEOs, as well as data on wealth accumulation. This helps the Committee confirm that there are no unintended consequences of its actions.

COMPONENTS OF OUR EXECUTIVE COMPENSATION PROGRAM

The components of our executive compensation program align with our compensation philosophy and core principles.

DIRECT COMPENSATION COMPONENTS

Pay Element	***Role in Program/Objectives***	***How Amounts Are Determined***
Base salary	Provides regular source of income for NEOs	Based on wide range of factors, including market pay surveys, business results, and individual performance Targeted to market median on average (based on survey)
	Provides foundation for other pay components	
STIP awards	Align executives with annual goals and objectives	Actual payout is based on performance of Company, business unit and individual Target award is approximately market median
	Create a direct link between executive pay and annual financial and operational performance	
LTI awards	Link pay and performance accelerate growth, profitability and stockholder return	Actual value realized is based on company performance over a 3-year time frame or linked to stock price Targeted to market median on average
	Align the interests of executives with stockholders	

Balance plan costs, such as accounting and dilution, with employee-perceived value, potential wealth creation opportunity and employee share ownership expectations

Target Compensation Pay Mix

To reinforce our pay-for-performance philosophy, more than two-thirds of targeted TDC is contingent upon performance and, therefore, fluctuates with our financial results and share price. We believe this approach motivates executives to consider the impact of their decisions on stockholder value.

To lessen the possible risk inherent in the greater focus on long-term incentives, executives receive a mix of different forms of stock compensation:

PSUs (rewards key financial performance in relation to the peer group in revenue growth and TSR). Overlapping performance cycles in the PSU program assure sustainability of performance

Stock options (rewards for stock price appreciation and direct link to stockholder experience)

RSUs (intended as retention tool and linked to stock price)

2013 TARGET COMPENSATION MIX AND "PAY AT RISK"

89% of TDC for the CEO is at risk

20% of the amount at risk is tied to achievement of annual incentive goals, and 80% is tied to achievement of share price or financial goals over a longer period

On average, 78% of TDC for the other NEOs is at risk

26% of the amount at risk is tied to achievement of annual incentive goals, and 74% is tied to achievement of share price or financial goals over a longer period

Benefits, Retirement and Other Compensation Components

In addition to the annual and long-term direct compensation programs designed to align pay with performance, we provide our executives with benefits, retirement plans, and limited perquisites.

Pay Element	***Role in Program/Objectives***	***How Amounts Are Determined***
Standard benefits and retirement plans	Same tax-qualified retirement, medical, dental, vacation benefit, life insurance, and disability plans provided to other employees Nonqualified retirement plans that restore benefits above the Internal Revenue Code ("IRC") limits for tax-qualified retirement plans as provided to other employees	Tax-qualified plans are targeted to peer group median Nonqualified retirement plans are provided to restore benefits due to IRC limits

	Nonqualified deferred compensation plan that allows for deferral of base salary, STIP and LTI awards	
Severance benefits (change in control)	Severance benefits upon a change in control and termination (double-trigger) to ensure continuity of management in a potential change in control environment A change in control does not automatically entitle an executive to this severance benefit. An executive must lose his/her job within two years of a change in control (see "Change in Control Severance Benefits" below for more details)	Cash payment of two times base salary and target annual incentive (three times for the CEO) Pro-rated payment of the target annual incentive for the year of termination. Financial counseling and outplacement services for two years (three for the CEO)
Limited perquisites	Very limited perquisites or personal benefits Personal financial counseling (excluding tax preparation) at a cost of generally less than $10,000 per NEO For security reasons, the CEO travels on Company aircraft for business and personal travel. Commercial travel is permitted when security risk is considered minimal and the Office of the Director of Corporate Security approves such travel	

Because we use only compensation practices that support our guiding principles, we do **NOT** offer our executives:

Employment agreements

Severance agreements except in the event of a change in control (double-trigger) or limited-duration agreements for newly hired executives when there is a demonstrated business need

Tax gross-ups on benefits and perquisites other than relocation benefits

Supplemental executive retirement benefits

Retirement plans that grant additional years of service or include long-term incentives in the benefit calculation

Repricing of stock options/repurchases of underwater stock options for cash

Change in Control Severance Benefits

To ensure that executives remain focused on Company business during a period of uncertainty, in 2013, DuPont adopted the Senior Executive Severance Plan. For any benefits to be earned, a change in control must occur and the executive's employment must be terminated within two years following the change in control, either by the Company without cause or the executive for good reason (often called a "double trigger"). The plan does not provide tax gross-ups. Payments and benefits to the executive will be reduced to the extent necessary to result in the executive's retaining a larger after-tax amount, taking into account the income, excise and other taxes imposed on the payments and benefits. For additional information, see Potential Payments Upon Termination or Change in Control.

Benefits provided under the program include:

Lump sum cash payment equal to two times (three times for the CEO) the sum of the executive's base salary and target annual bonus;

A lump sum cash payment equal to the pro-rated portion of the executive's target annual bonus for the year of termination; and

Continued health and dental benefits, financial counseling, tax preparation services and outplacement services for two years (three years for the CEO) following the date of termination.

The Senior Executive Severance Plan includes a 12-month non-competition, non-solicitation, non-disparagement and confidentiality provisions (18 months for the CEO).

HOW WE MANAGE COMPENSATION RISK

The Committee regularly monitors our compensation programs to assess whether those programs are motivating the desired behaviors while delivering on DuPont's performance objectives and encouraging appropriate levels of risk-taking. In 2013, the Committee asked Cook to test whether the Company's compensation programs encourage the appropriate levels of risk-taking given the Company's risk profile. Cook's review encompassed an assessment of risk pertaining to a broad range of design elements, such as mix of pay, performance metrics, goal-setting and payout curves, payment timing and adjustments, and the presence of maximum payments, as well as other mitigating program attributes. Cook's analysis determined that our compensation programs do not encourage behaviors that would create undue material risk for DuPont.

Payout Limitations or Caps

Payout limitations, or "caps," play a vital role in risk mitigation, and all metrics in the STIP and PSU programs are capped at 200% payout to protect against excessive payouts. Our performance/payout leverage is slightly less than competitive practice, reflecting our risk profile as a Company, and our rigor in setting performance targets. Clawback provisions, stock ownership guidelines and insider trading policies that prohibit executives from entering into derivative transactions also protect against excessive risk in the Company's incentive programs.

Stock Ownership Guidelines

The Company requires that NEOs accumulate and hold shares of DuPont Common Stock with a value equal to a specified multiple of base pay.

Stock ownership guidelines include a retention ratio requirement. Under the policy, until the required ownership is reached, executives are required to retain 75% of net shares acquired upon any future vesting of stock units and/or exercise of stock options, after deducting shares used to pay applicable taxes and/or exercise price.

The multiples for specific executive levels are shown below. Each NEO exceeds the ownership goal.

Multiple of Salary	*2013 Target*	*2013 Actual*
CEO	6x	19x
Other NEOs average	4x	14x

For purposes of the stock ownership guidelines, we include direct ownership of shares and stock units held in employee plans. Stock options and PSUs are not included in determining whether an executive has achieved the ownership levels.

Compensation Recovery Policy (Clawbacks)

The Company has a compensation recovery policy that covers each current and former employee of DuPont or an affiliated company who is, or was, the recipient of incentive-based compensation ("Grantee"). If a Grantee engages in misconduct, then:

He/she forfeits any right to receive any future awards or other equity-based incentive compensation

The Company may demand repayment of any awards or cash payments already received by a Grantee

The Grantee will be required to provide repayment within ten (10) days following such demand

"Misconduct" means any of the following:

Grantee's employment or service is terminated for cause

There has been a breach of a noncompete or confidentiality covenant set out in the employee agreement

The Company has been required to prepare an accounting restatement due to material noncompliance, as a result of fraud or misconduct, with any financial reporting requirement under the securities laws, and the Committee has determined, in its sole discretion, that the Grantee (a) had knowledge of the material noncompliance or the circumstances that gave rise to such noncompliance and failed to take reasonable steps to bring it to the attention of appropriate individuals within the Company or (b) personally and knowingly engaged in practices which materially contributed to the circumstances that enabled a material noncompliance to occur

Awards granted prior to March 2, 2011, are subject to the clawback provisions that were in effect at the time of the grant, as disclosed in prior years' proxy statements.

2013 COMPENSATION DECISIONS

Our Annual Compensation Program

Annual Base Salary

In setting 2013 NEO salaries, the Committee took a wide range of facts and circumstances into consideration. These included a corporate base salary merit budget of 3% for 2013, business results, market competitiveness, peer group competitiveness (CEO only), internal relationships, tally sheets and individual performance. Merit increases were effective March 1, 2013.

The table below shows the base salary rate as of December 31. This information is different from the base salary provided in the 2013 Summary Compensation Table ("SCT"), which reflects the actual base pay received for the year.

Name	*2012 Base Salary*	*2013 Base Salary*	*Change in Base Salary*	*Primary Rationale*
E. J. Kullman	$1,400,000	$1,442,000	3.0%	Standard merit increase
N. C. Fanandakis	673,000	725,000	7.7%	Market adjustment
T. M. Connelly, Jr.	776,000	776,000	0.0%	
J. C. Borel	677,500	700,000	3.3%	Standard merit increase
M. P. Vergnano	675,000	700,000	3.7%	Standard merit increase

Annual Short-Term Incentives

Our annual incentive plan design ensures that our executives maintain a strong focus on those financial metrics (e.g., revenue growth and earnings growth) that have been shown to be closely linked to stockholder value creation over time. For 2013, STIP awards were based on the following formula, measures and weightings. The Committee approves these factors at the beginning of each fiscal year. Each element is discussed in greater detail below.

1. Target Short-Term Incentive Program

Our STIP targets are set as a percentage of the midpoint of each level in our salary structure. Employees, including our NEOs, are assigned to a level, taking into consideration a position's market value, the internal value the Company places on that position and individual circumstances, such as experience. The target STIP percentage for each level is reviewed regularly against market and approved annually by the Committee (or in the case of the CEO, by the Board). The actual calculation of the 2013 target STIP amount for Mrs. Kullman and the other NEOs is detailed in the table below.

Name	***2013 DuPont Level Midpoint***	***X***	***2013 Target STIP %***	***=***	***2013 Target STIP $***
E. J. Kullman	$1,649,250		140%		$2,308,950
N. C. Fanandakis	674,850		90%		607,365
T. M. Connelly, Jr.	782,700		95%		743,565
J. C. Borel	674,850		90%		607,365
M. P. Vergnano	674,850		90%		607,365

Beginning with the 2014 STIP, targets will be set as a percentage of base salary, consistent with market practice. Targets will continue to be reviewed against market by position and approved by the Committee.

2. STIP Payout Factor:

The weighted average payout factor for the STIP is based on actual performance on each measure and the weighting of that performance measure.

STIP PERFORMANCE MEASURES

	Metric	*Weighting*	*Rationale for Use*
Corporate performance	Operating EPS (Operating EPS compared to an internal target (Profit Objective))	20%	Is the most effective and common metric in measuring stockholder value Closely aligns stockholder and executive interests Provides insight with respect to ongoing operating results
Business unit performance Because NEOs work across all businesses, their payout factor is based on the total business performance compared to aggregate targets in the four categories shown to the right. Payout factors are determined separately for each business and based on actual business performance compared to its objective for the year.	1. After-tax operating income (ATOI) (Business unit ATOI (excluding significant items) versus budget for the year)	15%	Measures profitability at the business unit level leading to corporate EPS results
	2. Revenue (Business unit revenue versus budget for the year)	15%	Reflects top-line growth critical to Company success
	3. Cash flow from operations (CFFO) (Business unit CFFO versus budget for the year)	20%	Measures our ability to translate earnings into cash, indicating the health of our business and allowing the Company to invest for the future
	4. Dynamic planning factor (Business units are assessed, both qualitatively and quantitatively, on a number of items, such as external factors, currency fluctuations, raw material fluctuations, and core values)	10%	Assesses how well a business unit anticipates and responds to the business environment in a way that creates value for the Company Assures that our plan payouts are relevant to the current business strategy and recognizes the external economic environment
Individual performance	Individual performance assessment (Based on the executive's performance versus personal, predetermined critical operating tasks or objectives, e.g., attainment of key strategic growth goals, specific revenue and earnings goals, achievement of fixed cost reduction targets, successful acquisitions/divestitures and integration efforts, and fulfillment of core values)	20%	Takes individual performance into consideration in finalizing STIP payout factors

2013 STIP PERFORMANCE AND PAYOUT FACTORS

Corporate and business unit performances are converted to a corresponding payout factor based on the concept of "leverage," i.e., the relationship between performance for a given metric and its payout factor. In 2013, the leverage in our plan was revised to be more consistent with competitive practice. For example, Operating EPS, business unit ATOI, business unit revenue, and business unit CFFO leverage is 2:1 below target and 5:1 above target. So, participants have two percentage points in payout deducted for each one percent change in performance below target, and receive five percentage points in payout for each one percent change in performance above target. In addition to steeper slopes, performance ranges were narrowed, resulting in a threshold performance requirement of 70% (80% for revenue metric) and a maximum payout at 120% performance or above. All metrics are capped at 200% payout.

Total Company	*Actual vs Target %*	*Payout Factor %*	*X*	*Weight*	*=*	*Payout Factor % (Weighted)*
Corporate performance	98%	97%		20%		19%
Business unit performance	81%	80%		60%		48%
Individual performance	90 110%	90 110%		20%		18 22%
Overall payout factor						85 89%

3. Final STIP Payout

As illustrated in the table below, the final 2013 STIP payout is determined by multiplying the target STIP amount by the final total payout factor.

Name	*2013 Target STIP $*	*X*	*TOTAL Payout Factor %*	*=*	*2013 Final STIP $*	*2012 Final STIP $*	*% Difference*
E. J. Kullman	$2,308,950		87%		$2,014,000	$1,915,000	5%
N. C. Fanandakis	607,365		89%		542,000	522,000	4%
T. M. Connelly, Jr.	743,565		85%		634,000	617,000	3%
J. C. Borel	607,365		88%		536,000	510,000	5%
M. P. Vergnano	607,365		87%		530,000	498,000	6%

The 2013 STIP awards to Section 16 officers are limited to 0.25% of adjusted net income of the Company for the CEO and 0.15% for other executive officers.

Our Long-Term Incentive Program

In 2013, our LTI program for NEOs consisted of a mix of stock options, PSUs, and RSUs, all based on fair value on the grant date. For 2014, the Committee revised the mix to increase PSUs to 50%, and decreased stock options and RSUs to 25% each. This shift reinforces our emphasis on pay for performance.

The following table summarizes the performance drivers, mix, and objectives for the various LTI components as they relate to NEOs:

	PSUs	***Stock Options***	***RSUs***
2013 LTI mix	40%	30%	30%
2014 LTI mix	50%	25%	25%
Performance drivers	TSR (relative to peer group) Revenue growth (intermediate-term) (relative to peer group)	Stock price appreciation (longer-term)	Stock price appreciation (intermediate-term)
Objectives	Focus on business priorities such as revenue growth and TSR, which are obtained through balanced growth, profitability, and capital management over a three-year period Stockholder alignment	Stockholder alignment Link to long-term business objectives Stock ownership	Stock ownership Capital accumulation Retention

		Lead/support business strategy	
		Retention	
Program design			
	At the conclusion of the performance cycle, payouts can range from 0% to 200% of the target grant based on relative performance of revenue and TSR	Options vest in one-third increments over three years	RSUs vest in one-third increments over a three-year period
		Seven-year term	RSUs are typically granted annually
	PSUs are based on a three-year performance cycle compared to our peers and are awarded annually to each NEO at the beginning of the cycle	Nonqualified stock option grants are made annually at the closing price on the date of grant	
		We do not reprice stock options	

2013 Long-Term Incentive Awards

Annual awards to employees, including NEOs, are made at a pre-established Committee meeting in early February. This allows sufficient time for the market to absorb announcement of annual earnings, which is typically made during the fourth week of January. We do not time equity awards in coordination with the release of material nonpublic information. The grant price is the closing price on the date of grant.

Any occasional special awards to employees who are not executive officers are approved by the Special Stock Performance Committee (consisting of the Chairs of the Board and the Committee), to which the Board of Directors has delegated the authority to approve special equity grants. Awards are effective on the date of approval by the Special Stock Performance Committee.

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Each year the Committee establishes target LTI values based on a number of factors including market practices, internal equity, and cost. For 2013, the Committee increased LTI targets to be more in line with competitive market levels and will continue to move toward market median over time.

Name	***2013 LTI Grant Date Fair Value****
E. J. Kullman	$9,000,000
N. C. Fanandakis	1,900,000
T. M. Connelly, Jr.	2,000,000
J. C. Borel	1,900,000
M. P. Vergnano	1,900,000

* Reflects the grant date fair value and differs from the value of equity awards shown in the SCT and Grants of Plan-Based Awards Table ("GPBAT") because those tables reflect the probable outcome of the performance conditions for PSUs. The LTI amounts shown in this table value PSUs at the closing price of DuPont Common Stock on the date of grant, and reflect the value the Committee considered when making LTI awards for 2013.

Performance Share Units Granted in 2013

The actual number of shares earned for the PSUs granted in 2013 will be based on DuPont's revenue growth and TSR relative to the peer group for the three-year performance period of 2013 through 2015, as shown in the table below.

PERFORMANCE TARGETS (2013 2015 PERFORMANCE PERIOD)

2011 2013 PSU PROGRAM (PAYABLE IN 2014)

The three-year performance period for PSUs awarded in 2011 ended on December 31, 2013. The final number of shares earned was based on revenue growth and TSR in relation to the peer group over the three-year performance period. The final payout determination was made in March of 2014 after a review of the Company's and peer group's performance. Revenue growth was comparable to those of the 75th percentile of the peer group. TSR was comparable to those of the 25th percentile of the peer group. This resulted in an overall payout of 113%.

REVENUE GROWTH AND TSR VS PEERS
(2011 2013 PSU PROGRAM, PAYABLE IN 2014)

REVENUE PERFORMANCE VS. PEER GROUP

TSR PERFORMANCE VS. PEER GROUP

Further details are provided in the 2013 Option Exercises and Stock Vested table.

Maximum units and year-end values for PSUs awarded in 2011 through 2013 are included in the Outstanding Equity Awards table.

Deductibility of Performance-Based Compensation

IRC Section 162(m) generally precludes a public corporation from taking a deduction for compensation in excess of $1,000,000 for its CEO or any of its three next-highest-paid executive officers (other than the Chief Financial Officer), unless certain specific and detailed criteria are satisfied. This limitation does not apply to qualified performance-based compensation.

We review all compensation programs and payments to determine the tax impact on the Company as well as on the executive officers. In addition, we review the impact of our programs against other considerations, such as accounting impact, stockholder alignment, market competitiveness, effectiveness and perceived value to employees. Because many different factors influence a well-rounded, comprehensive executive compensation program, some compensation might not, on some occasions, be deductible under IRC Section 162(m).

The stockholder-approved Equity and Incentive Plan ("EIP") is designed to allow the Company to issue awards that qualify as performance-based compensation under IRC Section 162(m).

We will continue to monitor developments and assess alternatives for preserving the deductibility of compensation payments and benefits to the extent reasonably practicable consistent with our compensation policies and as determined to be in the best interests of DuPont and its stockholders.

2013 NEO PERFORMANCE AND TOTAL COMPENSATION SUMMARY

Each year, the full Board conducts a review of the CEO's performance. The CEO provides the Committee with an assessment of performance for each of the NEOs. The assessment of individual performance takes into account a number of quantitative and qualitative factors such as attainment of key strategic growth goals, specific revenue and earnings goals for each business, achievement of fixed cost reduction targets, and successful acquisitions/divestitures and integration efforts, as well as the financial performance and overall company performance mentioned on the prior pages. After assessing each NEO's individual performance for 2013 against our performance metrics, the Board and Committee made the determination of each executive's compensation.

E. J. Kullman

Chair of the Board and Chief Executive Officer

Responsibilities: Accountable to the Board of Directors; champions market-driven science to drive innovation across all businesses to generate profitable growth and stockholder value

Refined the Company's growth strategy and set clear strategic and operational priorities and goals to create a higher-growth, higher-value company   this work included the decision to separate the Performance Chemicals segment

Completed divestiture of DuPont Performance Coatings

Led the Company's improvement in differentiated capital deployment and disciplined execution of operating plans

Achieved sustainability goals three years ahead of schedule

Strengthened the Company's talent initiatives improving diversity, enhancing companywide leadership and accountability, and defining a clear strategy on talent, acquisition, leadership development, succession planning, and performance management

2013 Base Salary	***2013 Final STIP***	***2013 LTI***	***Total Direct Compensation***	***2013 TDC vs 2012 TDC (% change)***
$1,442,000	$2,014,000	$9,000,000	$12,456,000	5%

N. C. Fanandakis

Chief Financial Officer, member of the Office of Chief Executive

Responsibilities: All aspects of financial plans and policies for the Company driving execution against plan and stockholder value

Improved the Company's financial health by driving companywide efforts to improve profit margins, reduce debt, secure credit rating and increase return on capital, positioning the Company to take advantage of future growth opportunities

Drove strategic realignment of the portfolio

Bolstered DuPont's credibility with its stockholders by improving performance vs. expectations and clearly communicating Company performance

Capital management that permitted repurchase of $1B of DuPont Common Stock and increase in dividend

Achieved outstanding value for stockholders in divestiture of DuPont Performance Coatings

2013 Base Salary	***2013 Final STIP***	***2013 LTI***	***Total Direct Compensation***	***2013 TDC vs 2012 TDC (% change)***
$725,000	$542,000	$1,900,000	$3,167,000	10%

T. M. Connelly, Jr.

Executive Vice President, member of the Office of Chief Executive

Responsibilities: Science and Technology, Integrated Operations (Operations, Sourcing & Logistics, Engineering), and Regional Management

Led Company's efforts to tighten focus on innovation and improve the measurement of return on innovation investment and value

Drove strategic reassessment of engineering function, including improving returns on significant capital expenditure projects

Realigned operations to enhance business integration and productivity

2013 Base Salary	*2013 Final STIP*	*2013 LTI*	*Total Direct Compensation*	*2013 TDC vs 2012 TDC (% change)*
$776,000	$634,000	$2,000,000	$3,410,000	2%

J. C. Borel

Executive Vice President, member of the Office of Chief Executive

Responsibilities: Agriculture and Nutrition & Health Segments

Drove industry-leading revenue and profit growth in DuPont's Agriculture businesses that significantly improved the Company's competitive position while increasing the value of its pipeline of future products

Completed the Company's integration of the Danisco acquisition and increased the growth trajectory for DuPont's Nutrition & Health segment

Strengthened segment competitiveness through productivity improvements and progress in the R&D investment strategy in both segments

Established DuPont's position as thought leader in public dialogue on challenges associated with feeding the growing population, including through the Food Security Index

2013 Base Salary	*2013 Final STIP*	*2013 LTI*	*Total Direct Compensation*	*2013 TDC vs 2012 TDC (% change)*
$700,000	$536,000	$1,900,000	$3,136,000	9%

M. P. Vergnano

Executive Vice President, member of the Office of Chief Executive

Responsibilities: Performance Chemicals and Electronics & Communications segments; drove development of the Company's advanced materials strategy

Delivered improved margins and profitability of the Company's Protection Technology and Electronics segments

Led strategic work that culminated in the decision to separate the Performance Chemicals Segment

Delivered significant progress in the Company's brand-strengthening effort and strategic account management programs

Improved sustainability presence, including placement in the Dow Jones North America Sustainability Index and Carbon Disclosure Index and achieved sustainability goals three years ahead of schedule and led work to improve our safety record

2013 Base Salary	*2013 Final STIP*	*2013 LTI*	*Total Direct Compensation*	*2013 TDC vs 2012 TDC (% change)*
$700,000	$530,000	$1,900,000	$3,130,000	6%

Total 2013 NEO Compensation

The Company and individual performance outlined above resulted in total NEO compensation for 2013 as shown in the table that follows. This table is not intended to be a substitute for the SCT or GPBAT. Base salary is shown as of December 31, 2013. STIP awards and LTI awards for 2013 are reflected in the SCT and GPBAT. The value of LTI awards reflected in this table differs from the value of equity awards shown in the SCT and GPBAT because those tables reflect the probable outcome of the performance conditions for PSUs. The LTI amounts shown in this table value PSUs at the closing price of DuPont Common Stock on the date of grant, and reflect the value the Committee considered when making LTI awards for 2013.

Name	*2013 Base Salary*	*2013 Final STIP*	*2013 LTI*	*TDC*	*2013 TDC vs 2012 TDC (% change)*
E. J. Kullman	$1,442,000	$2,014,000	$9,000,000	$12,456,000	5%
N. C. Fanandakis	725,000	542,000	1,900,000	3,167,000	10%
T. M. Connelly, Jr.	776,000	634,000	2,000,000	3,410,000	2%
J. C. Borel	700,000	536,000	1,900,000	3,136,000	9%
M. P. Vergnano	700,000	530,000	1,900,000	3,130,000	6%
TOTAL	**4,343,000**	**4,256,000**	**16,700,000**	**25,299,000**	**6%**

Pay Equity Multiple

The Committee has a long-standing practice of comparing CEO pay to that of other key executives. To ensure that NEOs are paid appropriately in relation to each other and that we manage the pay differential between the CEO and the other NEOs, we apply a pay equity multiple to average target total cash compensation ("TCC" equals base salary plus STIP awards) and average target TDC (TDC equals TCC plus LTI).

The 2013 pay equity multiples were as follows:

Element (Pay Equity Multiple Range)	*2013*
TCC (2 3 times NEO)	2.7
TDC (3 4 times NEO)	3.9

COMPENSATION OF EXECUTIVE OFFICERS

2013 SUMMARY COMPENSATION TABLE

The following table summarizes the compensation of the NEOs for the fiscal year ending December 31, 2013. The NEOs are DuPont's CEO and Chief Financial Officer ("CFO"), and the next three most highly compensated executive officers ranked by their total compensation (reduced by the amount of change in pension value and nonqualified deferred compensation earnings) in the 2013 Summary Compensation Table.

rincipal	***Year***	***Salary(1)***	***Stock Awards(2)***	***Option Awards(3)***	***Non-Equity Incentive Plan Compensation(4)***	***Change in Pension Value and Nonqualified Deferred Compensation Earnings(5)***	***All Other Compensation(6)***
an	2013	$1,435,000	$6,740,550	$2,700,001	$2,014,000	$864,679	$398,408
ef Executive	2012	1,389,833	6,158,897	2,833,336	1,915,000	2,932,277	433,374
	2011	1,332,500	5,491,916	2,500,011	2,509,000	3,629,023	464,181
dakis	2013	716,333	1,423,077	570,005	542,000	425,184	111,450
ce President &	2012	664,700	3,816,525	564,673	522,000	1,689,291	119,223
cial Officer	2011	613,750	1,171,689	533,345	660,000	1,590,028	127,868
elly, Jr.	2013	776,000	1,497,945	600,005	634,000		125,190
ce President &	2012	772,217	1,424,947	655,510	617,000	1,059,224	140,330
tion Officer	2011	749,633	1,391,289	633,334	787,000	725,907	156,297
	2013	696,250	1,423,077	570,005	536,000	407,938	108,563
ce President	2012	674,217	1,227,525	564,673	510,000	1,395,403	130,375
	2011	654,600	1,171,689	533,345	660,000	1,222,242	131,544
ano	2013	695,833	1,423,077	570,005	530,000	252,444	107,445
ce President	2012	668,600	1,288,868	592,912	498,000	1,294,045	118,584

(1)

Includes compensation that may have been deferred at the executive's election. Such amounts are also included in the Nonqualified Deferred Compensation table "Executive Contributions in 2013" column.

(2)

Represents the aggregate grant date fair value of time-vested RSUs and PSUs computed in accordance with FASB ASC Topic 718. Those values are detailed in the 2013 Grants of Plan-Based Awards table. For PSUs, the grant date fair value is based upon the probable outcome of the performance conditions. This amount is consistent with the estimate of aggregate compensation cost to be recognized over the service period determined as of the grant date under FASB ASC Topic 718, excluding the effect of estimated forfeitures. The grant date fair values of the PSUs assuming that the highest level of performance conditions will be achieved are as follows: E. J. Kullman ($8,081,100), N. C. Fanandakis ($1,706,076), T. M. Connelly, Jr. ($1,795,848), J. C. Borel ($1,706,076), and M. P. Vergnano ($1,706,076).

(3)

Represents the aggregate grant date fair value of stock options computed in accordance with FASB ASC Topic 718. Assumptions used in determining values for 2013 can be found under 2013 Grants of Plan-Based Awards Grant Date Fair Value of Stock Option Awards.

(4)

Represents payouts under the cash-based award component (STIP) of the Equity and Incentive Plan ("EIP") for services performed during 2013. This column includes compensation which may have been deferred at the NEO's election. Any such amounts will be included in the "Executive Contributions" column of the 2014 Nonqualified Deferred Compensation table.

(5)

This column reports the estimated positive change in the actuarial present value of an NEO's accumulated pension benefits and any above-market earnings on nonqualified deferred compensation balances. T. M. Connelly, Jr. is displayed as zero because he had a negative year over year change in pension value (-$151,101) mainly driven by a higher discount rate used in the present value calculation. DuPont does not credit participants in the nonqualified plans with above-market earnings; therefore, no such amounts are reflected here.

(6)

Amounts shown include Company contributions to qualified defined contribution plans and Company contributions to nonqualified defined contribution plans. The amounts also reflect perquisites and personal benefits including financial counseling, personal use of Company automobile and aircraft for Mrs. Kullman. For a detailed discussion of the items and amounts reported in this column, including a discussion of how the value of personal use of Company aircraft is calculated, refer to the "All Other Compensation" section of the narrative discussion following this footnote.

Narrative Discussion of Summary Compensation Table

Salary

Amounts shown in the "Salary" column of the table above represent base salary earned during 2013. Base salary rate changes for all NEOs are effective March 1. Base salary for 2013 represented 11% of TDC (base salary, STIP awards and LTI awards) for the CEO and, on average, 22% of total direct compensation for the other NEOs, which is consistent with the Human Resources and Compensation Committee's goal of placing emphasis on "at risk" compensation.

Stock Awards

Amounts shown in the "Stock Awards" column of the table above represent the aggregate grant date fair value of RSUs and PSUs computed in accordance with FASB ASC Topic 718. For PSUs, the grant date fair value is based upon the probable outcome of the performance conditions. This amount is consistent with the estimate of aggregate compensation cost to be recognized over the service period determined as of the grant date under FASB ASC Topic 718, excluding the effect of estimated forfeitures. Refer to 2013 Grants of Plan-Based Awards Grant Date Fair Value of Stock Option Awards for a detailed discussion of the grant date fair value of stock awards.

Option Awards

Amounts shown in the "Option Awards" column of the table above represent the aggregate grant date fair value of stock options computed in accordance with FASB ASC Topic 718. Refer to 2013 Grants of Plan-Based Awards Grant Date Fair Value of Stock Option Awards for a detailed discussion of the grant date fair value of option awards.

Non-Equity Incentive Plan Compensation

Amounts shown in the "Non-Equity Incentive Plan Compensation" column of the table above represent cash-based short-term incentive, or STIP, awards paid for a given year.

Change in Pension Value and Nonqualified Deferred Compensation Earnings

Amounts shown in the "Change in Pension Value and Nonqualified Deferred Compensation Earnings" column of the table above represent the estimated change in the actuarial present value of accumulated benefits for each of the NEOs at the earlier of either age 65 or the age at which the NEO is eligible for an unreduced pension. Key actuarial assumptions for the present value of accumulated benefit calculation can be found in Note 18 ("Long-Term Employee Benefits") to the Consolidated Financial Statements in DuPont's Annual Report on Form 10-K for the year ended December 31, 2013. Assumptions are further described in the narrative discussion following the Pension Benefits table.

There were no above-market or preferential earnings during 2013 on nonqualified deferred compensation. Generally, earnings on nonqualified deferred compensation include returns on investments in seven core investment alternatives, interest accruals on cash balances, DuPont Common Stock returns and dividend reinvestments. Interest is accrued on cash balances based on a rate that is traditionally less than 120% of the applicable federal rate, and dividend equivalents are accrued at a non-preferential rate. In addition, the other core investment alternatives are a subset of the investment alternatives available to all employees under the qualified plan. Accordingly, these amounts are not considered above-market or preferential earnings for purposes of, and are not included in, the 2013 Summary Compensation Table.

Accordingly, all amounts shown in this column reflect the change in the pension value under the Pension Plan and Pension Restoration Plan. The change in pension value represents the change from 2012 to 2013 in the present value of an NEO's accumulated benefit as of the applicable pension measurement date.

All Other Compensation

Amounts shown in the "All Other Compensation" column of the table above include perquisites and personal benefits (if greater than or equal to $10,000); registrant (Company) contributions to qualified defined contribution plans; and registrant (Company) contributions to nonqualified defined contribution plans. The following table details those amounts.

Name	***Perquisites and Other Personal Benefits***	***Registrant Contributions to Qualified Defined Contribution Plans***[b]	***Registrant Contributions to Nonqualified Defined Contribution Plans***[c]
E. J. Kullman	$96,908[a]	$22,950	$278,550
N. C. Fanandakis		22,950	88,500
T. M. Connelly, Jr.		22,950	102,240
J. C. Borel		22,950	85,613
M. P. Vergnano		22,950	84,495