

4Q 2024 RESULTS

January 30, 2025

AGENDA

- QUARTERLY AND FULL YEAR RESULTS
- OPERATING SEGMENT PERFORMANCE
- OUTLOOK
- ADVANCING OUR STRATEGIC PRIORITIES



4Q 2024 PERFORMANCE OVERVIEW

Preserving Operational and Financial Discipline Through Challenging Macroeconomic Conditions

- Net sales of \$10.4B; 5th consecutive quarter of YoY volume growth
- Operating EBITDA was \$1.2B, flat YoY
- Total CapEx was \$767MM, delivering free cash flow of \$44MM

Optimizing Our Portfolio for Growth

- Signed an agreement for the sale of a minority stake in select U.S. Gulf Coast infrastructure assets for up to ~\$3B
- Announced a strategic review of our European footprint
- Completed the sale of our flexible packaging laminating adhesives business to Arkema for an enterprise value of ~\$150MM

\$10.4B NET SALES

\$454MM OPERATING EBIT

\$811MM OPERATING CASH FLOW¹

> \$492MM SHAREHOLDER REMUNERATION

> > Dow

2024 FULL YEAR OVERVIEW





excl. Hydrocarbons & Energy

\$2.5B returned to shareholders through **\$2B** in dividends and **\$0.5B** in share buybacks



Received a record breaking 12 Edison Awards for Dow innovations

Second consecutive year recognized by Great Place to Work® and FORTUNE as one of the top 25 World's Best Workplaces[™]



Navigating Continued Challenges

related and supply chain disruptions, geopolitical uncertainties. weak macros and persistently high inflation



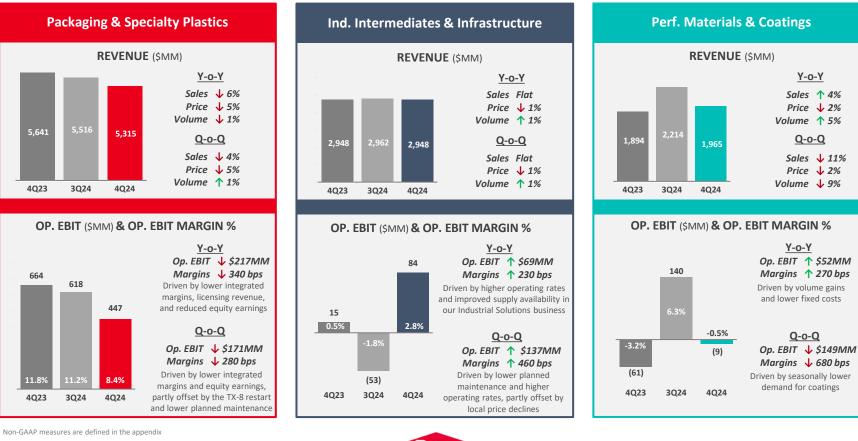
Despite continued demand growth, faced pricing pressure, resulting in 4% price decline YoY

Experienced headwinds due to higher-than-normal unplanned events, including at our Texas-8 cracker and Glycol-2 unit





4Q 2024 OPERATING SEGMENT PERFORMANCE



PERSISTENT SOFTNESS ACROSS MOST REGIONS AND MARKETS

Market Vertical (% of Revenue ¹)	U.S. & Canada	Latin America	Europe	China	Rest of World	Select Macroeconomic Indicators by Market Vertical
Packaging ~30%						 U.S. & Canada industry PE domestic and export demand grew 4.4% and 11.5% in 2024, respectively China Manufacturing PMI remains at tepid levels, declining MoM in December Eurozone Manufacturing PMI in contractionary territory for 30 consecutive months
Infrastructure ² ~40%						 U.S. building permits declined 3.1% YoY in December and are below three-year averages Eurozone Construction PMI has remained in contractionary territory since April 2022 China new home prices declined YoY in December; 18th consecutive month of declines
Consumer ~20%						 U.S. consumer confidence weakened in December to 109.5 (The Conference Board) Eurozone consumer confidence worsened in December; lowest level since April 2024 China retail sales grew 3.7% YoY in December; furniture sales decelerated MoM
Mobility ~10%						 U.S. auto sales were up 6.7% YoY in November driven by higher discounts to clear inventory EU new car registrations decreased ~13% in the second half of 2024 vs. the first half China auto production and sales up YoY in December, largely driven by government stimulus

Source: Based on internal and third-party markers

Strong

Moderate/Mixed 🛛 Weak 🏠 🕂 Changes vs. Prior Update

1. Average 2022 – 2024 % of Total Dow Revenue excluding Corporate and Hydrocarbons & Energy 2. Includes housing and residential construction trends

1Q25 MODELING GUIDANCE

Margin Pressure from Higher Feedstocks and Energy Costs

Net Sales	~\$10.3B	Depreciation & Amortization	~\$725MM	
Full-Year Operational Tax Rate	~25 – 29% Net Interest Expense (Net of Int. Incom		~\$175MM	
Net Income Attrib. to Non-Controlling Int.	~\$25MM	Average Share Count	~708MM	

	Top-Line Ranges (1Q25 vs. 4Q24)		Top-Line Ranges (1Q25 vs. 4Q24)		Base Case Op. EBITDA Drivers (1Q25 vs. 4Q24)
	<u>Sales % A QoQ</u>				
	Low	<u>High</u>			
Packaging & Specialty Plastics	-4% -2%		 Lower global integrated margins, higher feedstocks and energy costs more than offsetting pricing actions (~\$100MM headwind) Higher planned maintenance activity in Energy and Functional Polymers assets along the USGC (~\$50MM headwind) 		
Industrial Intermediates & Infrastructure	-4% -2%		 Higher energy costs and lower project-related catalyst sales (~\$50MM headwind) Higher planned maintenance activity along the USGC and at our Kuwait JVs (~\$50MM headwind) 		
Performance Materials & Coatings	+3%	+7%	 Higher demand from typical seasonality as well as continued growth in downstream silicones (~\$75MM tailwind) Higher planned maintenance activity at Deer Park, Texas acrylic monomers site (~\$25MM headwind) 		
Corporate	Sales of ~;	\$175MM	 Op. EBIT of \$(80)MM and Op. EBITDA of \$(70)MM 		



Margin Support

- Taking additional, targeted actions expected to deliver \$1B in annualized cost reductions
- Targeted areas include contract labor, purchased services and ~1,500 Dow roles
- Expect ~\$300MM of benefit in 2025 and full implementation by 2026

Asset Footprint

- Progressing the evaluation of our European asset footprint
- All decisions will be focused on driving long-term shareholder value
- Update to be provided by mid-2025

Capital Spending

- Completing in-flight, higher-return growth investments
- Recalibrating CapEx to match current demand and macroeconomic conditions
- Taking action to reduce planned 2025 CapEx by \$300 to \$500MM compared to prior target

Dow will continue to take action to preserve a strong financial foundation until we see a more definitive cycle recovery taking hold



UNLOCKING UP TO \$3B IN CASH FROM SELECT INFRASTRUCTURE ASSETS

Newly Formed Infrastructure-Focused Company



World-class assets with best-inclass safety and reliability

- Dedicated **management team**, focused on operational excellence
- Support >70 long-standing customers; growth opportunities across-industry



Transaction Highlights

- Expect to receive cash proceeds of ~\$2.4B for a 40% equity stake; closing by mid-2025
- Option for Macquarie Asset Management to increase their stake to 49% for total cash proceeds of ~\$3B
- Macquarie Asset Management is the world's largest infrastructure investor with specific chemical industry experience
- Dow to maintain operational control as the majority owner while benefitting from efficiency gains and new customer growth model
- Further supports Dow's higher-value growth investments for core businesses with an expected ROIC of >13%

Wide Range of Infrastructure Services

Energy	Environmental	Infrastructure	Pipelines
 Power and Steam 	 Wastewater treatment 	 Emergency and site security 	 Network spanning Texas and Louisiana
generationHigh purity water	Fire water systemsWaste disposal	RoadwaysBridgesBipo racks	 Access to advantaged
 Natural and industrial gas distribution 	 Treated and cooling water 	 Pipe racks Buildings	feedstocks and nat gas grids

2025 STRATEGIC PRIORITIES

Preserve a Strong Financial Foundation	 Fully implement \$1B in annualized targeted cost reductions; expect ~\$300MM in 2025 and full benefit by 2026 Reduce 2025 CapEx by \$300 to \$500MM compared to prior target, in response to current market conditions and will remain at these levels until we begin to see definitive signs of market improvements Progress our long-term strategy while delivering on all cash and capital allocation priorities, including our industry-leading dividend
Drive Operational Excellence Despite Continued Weak Macros	 Expect soft macroeconomic conditions to persist near-term across most end-markets and regions Focus on improving margins across our portfolio, including additional targeted asset idling if required Continue to deliver volume growth in attractive end-markets, including packaging, energy and electronics
Optimize our Portfolio for Growth	 Complete the sale of minority stake in select U.S. Gulf Coast infrastructure assets for up to ~\$3B Complete in-flight, higher-return growth investments Advance our strategic review of select European assets, further optimizing our low-cost global footprint aligned to higher-margin areas of our businesses





Seek

Together[™]

FY25 MODELING CONSIDERATIONS

	Operating EBIT Drivers		
Equity Earnings	~\$25 to ~\$50MM lower YoY		
Pension and Defined Contribution Impact	~\$90MM higher YoY		
Corporate	Op. EBIT of ~\$(320)MM and Op. EBITDA of ~\$(280)MM	Cash	Flow Considerations
Turnaround Expenses	~Flat YoY	Dividends from Equity Companies	~\$300 to ~\$325MM
Other	Income Statement Considerations	Pension contributions	~\$175MM
Net Interest Expense	~\$600MM		
D&A	~\$2.9B	СарЕх	~\$3.0 to ~\$3.2B
Net Income Attrib. to Non-Controlling Int	~\$100MM ¹ (reduction to reported Net Income)	2025 Cost Optimization Program Costs	~\$100 to 150MM cash outflow
Year-End Average Share Count	~715MM		
Operational Tax Rate	25% to 29%		

1. Does not reflect the sale of a minority stake in select U.S. Gulf Coast infrastructure assets; announced in December 2024 and expected to close mid-2025



Dow's Proportional Share of Principal JV Financial Re	sults
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	4Q 2024			3Q 2024			4Q 2023		
\$ millions (unaudited)	Sadara	Kuwait JVs	Thai JVs	Sadara	Kuwait JVs	Thai JVs	Sadara	Kuwait JVs	Thai JVs
EBITDA	\$1	\$133	\$(19)	\$36	\$147	\$(5)	\$14	\$97	\$9
EBIT	\$(79)	\$92	\$(24)	\$(43)	\$104	\$(10)	\$(66)	\$55	\$4
Net Income Equity Earnings to Dow	\$(113)	\$76	\$(27)	\$(85)	\$85	\$(14)	\$(108)	\$70	\$(3)
EBITDA in Excess of Eq. Earnings	\$114	\$57	\$8	\$121	\$62	\$9	\$122	\$27	\$12
Net Debt	\$4,364	\$1,416	\$306	\$4,331	\$1,613	\$342	\$4,211	\$1,573	\$316

Drivers of Changes in Equity Earnings

- <u>Sadara:</u> YoY lower volumes in most product chains; QoQ primarily lower Asia Pacific market prices
- <u>Kuwait JVs:</u> YoY higher prices and volumes in PE and MEG; QoQ driven primarily by lower PE prices
- <u>Thai JVs:</u> primarily from lower integrated margins due to softened demand for elastomers applications



SHARE ISSUANCE AND REPURCHASE ACTIVITY

Share Issuances & Repurchases									
Shares in millions	4Q24	3Q24	4Q23	FY24	FY23				
Stock Incentive Plans (LTI)	-	0.1	0.3	3.5	4.3				
Contributions to U.S. Defined Contribution Plans (401(k))	1.1	0.9	0.4	4.3	2.3				
Employee Stock Purchase Plan (ESPP) ¹		-	2.6	2.4	2.6				
Total Shares Issued		1.0	3.3	10.2	9.2				
Total Shares Repurchased	-	1.8	2.6	8.9	11.9				

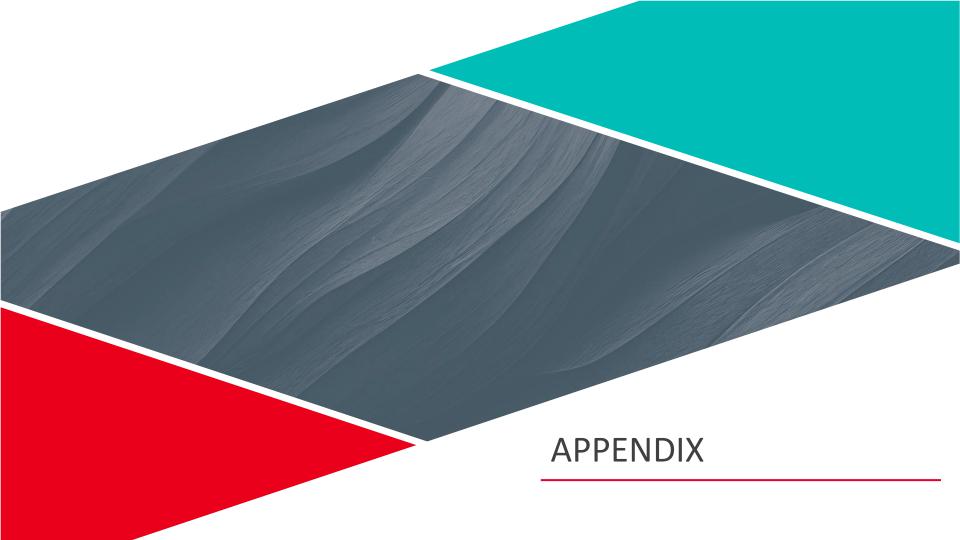
Cash inflows and outflows related to shares issued and repurchased are presented in the Consolidated Statements of Cash Flows.

Refer to Dow's 10-Q and 10-K for additional details on Stock Incentive, Defined Contribution, and Employee Stock Purchase Plans.

Comments

- Stock Incentive Plans (LTI): Includes stock options, restricted stock units, performance stock units, stock appreciation rights and stock units
- 401(k) Contributions: Beginning in 2024, all eligible U.S. employees receive an automatic non-elective contribution percent with the freezing of legacy defined benefit plans in addition to a company match up to preset contribution levels
- Stock Incentive Plans and Defined Contributions Plans are benchmarked against our proxy compensation peer set and 401(k) contributions are secondarily benchmarked against the chemical industry
- **ESPP:** All eligible employees can participate at a capped and defined level of eligible compensation





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General Comments

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Where, in any forward-looking statement, an expectation or belief as to future results or events is expressed, such expectation or belief is based on the current plans and expectations of management and expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the expectation or belief will result or be achieved or accomplished. A detailed discussion of principal risks and uncertainties which may cause actual results and events to differ materially from such forward-looking statements is included in the section titled "Risk Factors" contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2023, and the Company's subsequent Quarterly Reports on Form 10-Q. These are not the only risks and uncertainties that Dow faces. There may be other risks and uncertainties that Dow is unable to identify at this time or that Dow does not currently expect to have a material impact on its business. If any of those risks or uncertainties develops into an actual event, it could have a material adverse effect on Dow's business. Dow Inc. and The Dow Chemical Company and its consolidated subsidiaries assume no obligation to update or revise publicly any forward-looking statements whether because of new information, future events, or otherwise, except as required by securities and other applicable laws.



NON-GAAP FINANCIAL MEASURES & DEFINITIONS

Non-GAAP Financial Measures

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See investors.dow.com for a reconciliation of the most directly comparable GAAP financial measure.

Definitions

Operating EBIT is defined as earnings (i.e. "Income (loss) before income taxes") before interest, excluding the impact of significant items. Operating EBITDA is defined as earnings (i.e. "Income (loss) before income taxes") before interest, depreciation and amortization, excluding the impact of significant items. Operating EBIT Margin is defined as Operating EBIT as a percentage of net sales. Operating EBITDA Margin is defined as Operating EBITDA as a percentage of net sales. Adjusted Operating EBIT is defined as Operating EBIT less equity earnings (losses). Adjusted Operating EBIT Margin is defined as Operating EBIT less equity earnings (losses), divided by net sales. Adjusted Operating EBITDA is defined as Operating EBITDA less equity earnings (losses). Adjusted Operating EBITDA Margin is defined as Adjusted Operating EBITDA divided by net sales., excluding certain transactions with nonconsolidated affiliates. Operating Earnings Per Share is defined as "Earnings (loss) per common share - diluted", excluding the after-tax impact of significant items. Operational Tax Rate is defined as the effective tax rate (i.e., GAAP "Provision (credit) for income taxes" divided by "Income (loss) before income taxes"), excluding the impact of significant items. Free Cash Flow is defined as "Cash flows from operating activities - continuing operations," less capital expenditures. Under this definition, Free Cash Flow represents the cash generated by Dow from operations after investing in its asset base. Free Cash Flow, combined with cash balances and other sources of liquidity, represent the cash available to fund obligations and provide returns to shareholders. Free Cash Flow is an integral financial measure used in Dow's financial planning process. Free Cash Flow Yield is defined as Free Cash Flow divided by market capitalization. Shareholder Remuneration is defined as dividends paid to stockholders plus purchases of treasury stock. Shareholder Yield is defined as Shareholder Remuneration divided by market capitalization. Cash Flow Conversion is defined as "Cash provided by (used for) operating activities - continuing operations" divided by Operating EBITDA. Management believes Cash Flow Conversion is an important financial metric as it helps the Company determine how efficiently it is converting its earnings to cash flow. Free Cash Conversion at an operating segment level is defined as Adjusted Operating EBITDA less capital expenditures divided by Adjusted Operating EBITDA. Operating Net Income is defined as net income (loss), excluding the after-tax impact of significant items. Operating Return on Capital (ROC) is defined as net operating profit after tax, excluding the impact of significant items, divided by total average capital, also referred to as ROIC. Net operating profit after tax (excluding significant items) is a net income measure the Company uses in presentations to investors that excludes net income attributable to noncontrolling interests, and interest expense, exclusive of the significant items. Net Debt is defined as "Notes payable" plus "Long-term debt due within one year" plus "Long-term debt" less "Cash and cash equivalents" and "Marketable securities." Kuwait Joint Ventures (JVs) refers to EQUATE Petrochemical Company K.S.C.C., The Kuwait Olefins Company K.S.C.C., and The Kuwait Styrene Company K.S.C.C. Thai Joint Ventures (JVs) refers to Map Ta Phut Olefins Company Limited and The SCGC-Dow Group (Siam Polvethylene Company Limited, Siam Polvethylene Company Limited, Siam Styrene Monomer Co., Ltd., Siam Synthetic Latex Company Limited).

