

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
April 15, 2025 (April 10, 2025)



Commission
File Number

001-38646

Exact Name of Registrant as Specified in its Charter,
Principal Office Address and Telephone Number

Dow Inc.

2211 H.H. Dow Way, Midland, MI 48674
(989) 636-1000

State of Incorporation
or Organization

Delaware

I.R.S. Employer
Identification No.

30-1128146

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Registrant	Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Dow Inc.	Common Stock, par value \$0.01 per share	DOW	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Section 5 - Corporate Governance and Management

Item 5.07. Submission of Matters to a Vote of Security Holders.

On April 10, 2025, Dow Inc. ("Dow" or the "Company") held its 2025 Annual Meeting of Stockholders ("2025 Meeting"). As of the close of business on February 14, 2025, the record date for the 2025 Meeting, 705,764,456 shares of the Company's common stock were outstanding and entitled to vote. Each share of common stock is entitled to one vote. A total of 586,905,822 shares of common stock were voted in person or by proxy, representing 83.15% of the shares entitled to be voted and constituting a quorum. Abstentions and broker non-votes were included in determining the presence of a quorum for the 2025 Meeting.

The Company's Bylaws prescribe the voting standard for election of Directors as a majority of the votes cast in an uncontested election, such as this one, where the number of nominees does not exceed the number of Directors to be elected. Agenda Items must receive more for votes than against votes in order to be approved. Abstentions and broker non-votes were not counted and did not have an effect on the outcome of any matter except with respect to Agenda Item 3 (collectively, the "Voting Standard").

Summary of Final Voting Results of the 2025 Meeting

The following is a summary of the final voting results on the matters considered and voted upon at the 2025 Meeting, all of which are described in the Company's Definitive Proxy Statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on February 28, 2025 (the "Proxy Statement").

In accordance with the Voting Standard, stockholders voted in favor of Agenda Item 1 (Election of Directors), with each of the thirteen Director nominees named in the Proxy Statement receiving votes in favor of their election in the range of 93-98%. Stockholders voted in favor of each of the management proposals, as Agenda Item 2 (Advisory Resolution to Approve Executive Compensation) received 92% of the votes cast in favor of the resolution and Agenda Item 3 (Ratification of the Appointment of Deloitte & Touche LLP as the Company's Independent Registered Public Accounting Firm for 2025) received 94% of the votes cast in favor of the resolution. All percentages set forth above are rounded down to the nearest whole number.

The following are the detailed final voting results on each of the matters considered and voted upon at the 2025 Meeting, all of which are described in the Proxy Statement.

Agenda Item 1: Election of Directors

The Company's stockholders elected the following thirteen nominees to serve on the Board of Directors of the Company (the "Board") until the 2026 Annual Meeting of Stockholders or until a successor is duly elected and qualified.

Director	For	Against	Abstain	Broker Non-Votes
Samuel R. Allen	446,970,421	14,691,886	2,179,949	123,063,566
Gaurdie E. Banister Jr.	448,903,055	12,997,626	1,941,575	123,063,566
Wesley G. Bush	451,314,991	10,663,529	1,863,736	123,063,566
Richard K. Davis	447,595,890	14,367,460	1,878,906	123,063,566
Jerri DeVard	449,801,156	12,196,879	1,844,221	123,063,566
Debra L. Dial	452,579,113	9,425,339	1,837,804	123,063,566
Jeff M. Fettig	433,633,337	28,348,133	1,860,786	123,063,566
Jim Fitterling	429,937,732	32,222,572	1,681,952	123,063,566
Jacqueline C. Hinman	439,016,680	23,069,616	1,755,960	123,063,566
Rebecca B. Liebert	453,867,744	8,255,054	1,719,458	123,063,566
Luis Alberto Moreno	448,381,185	13,610,499	1,850,572	123,063,566
Jill S. Wyant	448,861,425	13,213,560	1,767,271	123,063,566
Daniel W. Yohannes	451,597,520	10,415,086	1,829,650	123,063,566

Agenda Item 2: Advisory Resolution to Approve Executive Compensation

The Company's stockholders approved, on an advisory basis, the compensation of the Company's named executive officers disclosed in the Proxy Statement. The Company's stockholders voted at the 2020 Annual Meeting of Stockholders for a one-year frequency of future advisory votes to approve executive compensation. The next advisory vote will occur at the 2026 Annual Meeting of Stockholders.

For	Against	Abstain	Broker Non-Votes
423,959,924	36,728,473	3,153,859	123,063,566

Agenda Item 3: Ratification of the Appointment of the Independent Registered Public Accounting Firm

The Company's stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2025.

For	Against	Abstain	Broker Non-Votes
554,093,233	29,948,145	2,864,444	0

Section 7 - Regulation FD

Item 7.01 Regulation FD Disclosure.

On April 10, 2025, the Company issued a press release announcing the preliminary results from the 2025 Meeting. A copy of the press release is attached hereto as Exhibit 99.1, which is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of Section 18, nor shall it be deemed incorporated by reference into any filing made by the Company under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Section 8 - Other Events

Item 8.01. Other Events.

Board Leadership Structure

The Board elected Richard K. Davis to serve as Lead Director effective April 10, 2025, until the first Board meeting following the 2026 Annual Meeting of Stockholders or until a successor is duly elected and qualified.

The Board then elected the following Directors to serve on the designated committees of the Board effective April 10, 2025, until the first Board meeting following the 2026 Annual Meeting of Stockholders or until a successor is duly elected and qualified:

Audit Committee: Wesley G. Bush, Richard K. Davis, Jerri DeVard, Debra L. Dial, Rebecca B. Liebert and Daniel W. Yohannes were elected as members of the Audit Committee of the Board. Richard K. Davis was elected the Chair of the Committee.

Compensation and Leadership Development Committee: Samuel R. Allen, Gaurdie E. Banister Jr., Richard K. Davis, Jeff M. Fettig, Jacqueline C. Hinman, Luis Alberto Moreno and Jill S. Wyant were elected as members of the Compensation and Leadership Development Committee of the Board. Jeff M. Fettig was elected the Chair of the Committee.

Corporate Governance Committee: Samuel R. Allen, Gaurdie E. Banister Jr., Wesley G. Bush, Richard K. Davis, Jeff M. Fettig, Jacqueline C. Hinman and Daniel W. Yohannes were elected as members of the Corporate Governance Committee of the Board. Samuel R. Allen was elected the Chair of the Committee.

Environment, Health, Safety & Technology Committee: Wesley G. Bush, Jerri DeVard, Debra L. Dial, Jacqueline C. Hinman, Rebecca B. Liebert, Luis Alberto Moreno, and Jill S. Wyant were elected as members of the Environment, Health, Safety & Technology Committee of the Board. Jacqueline C. Hinman was elected the Chair of the Committee.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The exhibits listed on the Exhibit Index are incorporated herein by reference.

Exhibit No.	Exhibit Description
99.1	Press release issued by Dow on April 10, 2025.
104	Cover Page Interactive Data File. The cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded with the Inline XBRL document.

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DOW INC.

Date: April 15, 2025

/s/ AMY E. WILSON

Amy E. Wilson

General Counsel and Corporate Secretary

**Press Information**

2211 H. H. Dow Way
Midland, MI 48674

dow.com

Dow announces results from 2025 Annual Stockholder Meeting

- *Declares quarterly dividend of 70 cents per share*
- *Richard K. Davis re-elected independent lead director*

MIDLAND, Mich. – April 10, 2025 – Dow (NYSE: DOW) is pleased to report the results of its 2025 Annual Meeting of Stockholders.

Today stockholders elected Samuel R. Allen, Gaurdie E. Banister Jr., Wesley G. Bush, Richard K. Davis, Jerri DeVard, Debra L. Dial, Jeff M. Fettig, Jim Fitterling, Jacqueline C. Hinman, Rebecca B. Liebert, Luis Alberto Moreno, Jill S. Wyant, and Daniel W. Yohannes to the Company's Board of Directors for one-year terms.

Stockholders approved an advisory resolution on executive compensation and ratified the appointment of Deloitte & Touche LLP as Dow's independent auditor for 2025. The meeting will be available via [webcast](#) replay on Dow's website.

Following the Company's 2025 Annual Meeting of Stockholders, the Board of Directors declared a quarterly dividend of 70 cents per share, payable June 13, 2025, to shareholders of record on May 30, 2025. This marks the 455th consecutive dividend paid by the Company or its affiliates since 1912.

The Board also re-elected Richard K. Davis to serve as independent lead director for a one-year term. Mr. Davis joined Dow's board in May 2015 and has served as independent lead director since April 2021. Additionally, he has served as a member of the Company's corporate governance committee since April 2019 and as chair of the audit committee since April 2021.

Dow's Board has extensive experience in global industry, consistently demonstrating a proven track record of innovation. The Company's Board of Directors is comprised of a strong balance of new and highly experienced directors, with an average tenure of 7 years. All directors are highly accomplished leaders and together bring a variety of relevant skills and experiences, including capital allocation; financial acumen; risk management; technology expertise; marketing and brand management; and operational experience to help Dow compete, innovate and deliver.

Biographies for all directors, committee assignments and other corporate governance information are available on our [Corporate Governance](#) website.

About Dow

Dow (NYSE: DOW) is one of the world's leading materials science companies, serving customers in high-growth markets such as packaging, infrastructure, mobility and consumer applications. Our global breadth, asset integration and scale, focused innovation, leading business positions and commitment to sustainability enable us to achieve profitable growth and help deliver a sustainable future. We operate manufacturing sites in 30 countries and employ approximately 36,000 people. Dow delivered sales of approximately \$43 billion in 2024. References to Dow or the Company mean Dow Inc. and its subsidiaries. Learn more about us and our ambition to be the most innovative, customer-centric, inclusive and sustainable materials science company in the world by visiting www.dow.com.

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Cautionary Statement about Forward-Looking Statements

Certain statements in this press release are “forward-looking statements” within the meaning of the federal securities laws, including Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements often address expected future business and financial performance, financial condition, and other matters, and often contain words or phrases such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “intend,” “may,” “opportunity,” “outlook,” “plan,” “project,” “seek,” “should,” “strategy,” “target,” “will,” “will be,” “will continue,” “will likely result,” “would” and similar expressions, and variations or negatives of these words or phrases.

Forward-looking statements are based on current assumptions and expectations of future events that are subject to risks, uncertainties and other factors that are beyond Dow’s control, which may cause actual results to differ materially from those projected, anticipated or implied in the forward-looking statements and speak only as of the date the statements were made. These factors include, but are not limited to: sales of Dow’s products; Dow’s expenses, future revenues and profitability; any sanctions, export restrictions, supply chain disruptions or increased economic uncertainty related to the ongoing conflicts between Russia and Ukraine and in the Middle East; capital requirements and need for and availability of financing; unexpected barriers in the development of technology, including with respect to Dow’s contemplated capital and operating projects; Dow’s ability to realize its commitment to carbon neutrality on the contemplated timeframe, including the completion and success of its integrated ethylene cracker and derivatives facility in Alberta, Canada; size of the markets for Dow’s products and services and ability to compete in such markets; Dow’s ability to develop and market new products and optimally manage product life cycles; the rate and degree of market acceptance of Dow’s products; significant litigation and environmental matters and related contingencies and unexpected expenses; the success of competing technologies that are or may become available; the ability to protect Dow’s intellectual property in the United States and abroad; developments related to contemplated restructuring activities and proposed divestitures or acquisitions such as workforce reduction, manufacturing facility and/or asset closure and related exit and disposal activities, and the benefits and costs associated with each of the foregoing; fluctuations in energy and raw material prices; management of process safety and product stewardship; changes in relationships with Dow’s significant customers and suppliers; changes in public sentiment and political leadership; increased concerns about plastics in the environment and lack of a circular economy for plastics at scale; changes in consumer preferences and demand; changes in laws and regulations, political conditions, tariffs and trade policies, or industry development; global economic and capital markets conditions, such as inflation, market uncertainty, interest and currency exchange rates, and equity and commodity prices; business, logistics, and supply disruptions; security threats, such as acts of sabotage, terrorism or war, including the ongoing conflicts between Russia and Ukraine and in the Middle East; weather events and natural disasters; disruptions in Dow’s information technology networks and systems, including the impact of cyberattacks; risks related to Dow’s separation from DowDuPont Inc. such as Dow’s obligation to indemnify DuPont de Nemours, Inc. and/or Corteva, Inc. for certain liabilities; and any global and regional economic impacts of a pandemic or other public health-related risks and events on Dow’s business.

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, 2024, 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.

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