

DOW CHEMICAL CO /DE/
Form DEFA14A
April 27, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant ☐

Filed by a Party other than the Registrant ☐

Check the appropriate box:

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

THE DOW CHEMICAL COMPANY

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

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

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

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

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

May 12th Annual Meeting Approaching

PLEASE VOTE YOUR PROXY TODAY

April 27, 2011

Dear Fellow Stockholders:

We previously mailed to you proxy materials in connection with the Annual Meeting of Stockholders of The Dow Chemical Company (the Company) to be held on May 12, 2011.

We encourage you to take part in the governance of your Company by voting your shares if you have not already done so, and specifically ask for your support in voting **FOR** all director nominees, and **FOR** proposal 2 to ratify accountants. In addition, following is a summary of our position regarding proposals #3 through #5 in the Proxy:

Proposal #3 Advisory Vote on Executive Compensation:

Dow's executive compensation aligns with our Pay for Performance philosophy. Our executive compensation for 2010 was tied to the strong results of the Company: Dow exceeded its financial and operational goals on all fronts. We recommend you vote **FOR** this advisory resolution.

Proposal #4 Frequency of Future Advisory Votes on Executive Compensation:

Dow's compensation programs are designed to reward long-term performance. We encourage stockholders to evaluate these programs over a multi-year horizon, which allows for meaningful review of our compensation program, constructive dialogue with our stockholders and measurement against key financial goals for the long-term success of our business. We recommend you vote for conducting future advisory votes every **THREE years**.

Proposal #5 Stockholder Proposal on Shareholder Action by Written Consent:

We believe this proposal could disenfranchise stockholders by making it possible for a single stockholder or a small group to accumulate a short-term voting position and use the consent procedure to take action without a meeting, without prior notice to the other stockholders or the Company, and without giving all stockholders an opportunity to participate and consider arguments for and against any action. The proposal also is unnecessary because our governing documents permit holders of 25% or more of Dow's shares to call a special meeting of stockholders, thus giving all stockholders the opportunity to participate in any voting decisions. We recommend you vote **AGAINST** this proposal.

We recommend you vote your proxy without further delay. Telephone and Internet voting represent the most efficient methods to cast your vote promptly. Alternatively, you may mark, sign, date and return the enclosed proxy or voting instruction form in the postage-paid return envelope provided. Given the proximity of our May 12 meeting date, telephone and Internet voting are recommended. If you have any questions or need assistance voting your shares, please call D. F. King & Co., Inc., which is assisting us, toll-free at 1-800-269-6427.

Thank you for your continued support.

Sincerely,

Charles J. Kalil
Executive Vice President
General Counsel and Corporate Secretary

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3 EASY WAYS TO VOTE

Help your Company avoid the expense of further solicitation by voting today. You may use one of the following simple methods to vote your shares:

1. **Vote by Telephone.** Call the toll-free number listed for this purpose on your proxy or voting instruction form. Have your control number listed on the form ready and follow the simple instructions.
2. **Vote by Internet.** Go to the website listed on your proxy or voting instruction form. Have your control number listed on the form ready and follow the simple instructions.
3. **Vote by Mail.** Mark, sign, date and return your proxy or voting instruction form in the postage-paid return envelope provided.

PLEASE ACT TODAY