December 19, 2019

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, N.E. Washington, D.C. 20549

Re: Huntsman Corporation 2020 Annual Meeting of Stockholders
Stockholder Proposal of As You Sow

Ladies and Gentlemen:

This letter is to inform you that Huntsman Corporation (the “Company”), intends to omit from its proxy statement and form of proxy for its 2020 Annual Meeting of Stockholders (collectively, the “2020 Proxy Materials”) a stockholder proposal (the “Proposal”) and statement in support thereof received from As You Sow (the “Representative”), submitted on behalf of Trio Foundation (the “Lead Proponent”) and Stephen V Bomse 2005 Trust (the “Co-Filer,” together with the Lead Proponent, “Proponents”).

Pursuant to Rule 14a-8(i), we have:

• filed this letter with the Securities and Exchange Commission (the “Commission”) no later than eighty (80) calendar days before the Company intends to file its definitive 2020 Proxy Materials with the Commission; and

• concurrently sent copies of this correspondence to the Representative, on behalf of Proponents.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) ("SLB 14D") provide that stockholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the “Staff”). Accordingly, we are taking this opportunity to inform the Representative that if it submits additional correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

BASIS FOR EXCLUSION

We respectfully request the Staff to concur in our view that the Proposal may be excluded from the 2020 Proxy Materials pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1) because Proponents failed to provide the requisite proof of continuous stock ownership in response to the Company’s proper request for such information.
BACKGROUND

On November 23, 2019, the Representative, on behalf of Proponents, submitted the Proposal to the Company via email, which the Company received at 5:37 a.m. See Exhibit A. Proponent did not submit the Proposal via any other means. The Representative’s submission included a statement that all communications regarding the Proposal should be sent via email to the Representative. See Exhibit A.

The Proposal was not accompanied by any proof of Proponents’ ownership of Company securities. The Company thereafter reviewed its stock records, which did not indicate that either Proponent was a record owner of any shares of Company securities.

On November 27, 2019, the Company emailed the Representative a Deficiency Notice identifying the procedural deficiencies as required by Rule 14a-8(f). Email delivery of the Deficiency Notice was sent at 4:54 p.m. on November 27, 2019. In the Deficiency Notice, attached as Exhibit B, the Company informed the Representative of the requirements of Rule 14a-8 and how it could cure the procedural deficiencies.

Specifically, the Deficiency Notice stated:

• the ownership requirements of Rule 14a-8(b);

• that, according to the Company’s stock records, Proponents were not record owners of sufficient shares;

• the type of statement or documentation necessary to demonstrate beneficial ownership under Rule 14a-8(b);

• that Proponents must submit verification of their ownership of the requisite number of Company shares from the record owner of those shares;

• that, under Rule 14a-8(b), the Co-Filer must submit a written statement of its intent to hold the requisite number of shares through the date of the Company’s 2020 Annual Meeting of Stockholders; and

• that Proponent’s response had to be postmarked or transmitted electronically no later than 14 calendar days from the date the Representative received the Deficiency Notice.

The Deficiency Notice also included copies of Rule 14a-8 and Staff Legal Bulletins No. 14F (“SLB 14F”) and 14G (“SLB 14G”). A courtesy copy of the Deficiency Notice was sent to the Representative on the same day via overnight FedEx delivery and was delivered on December 2, 2019 at 9:22 a.m. See Exhibit C.

As of the date of this letter, 22 days after the Representative timely received the Deficiency Notice via email and 17 days after the Representative timely received the Deficiency Notice by overnight FedEx delivery, the Company has received no further correspondence from the Representative regarding Proponents’ ownership of Company shares.

ANALYSIS
The Proposal May Be Excluded Under Rule 14a-8(b) And Rule 14a-8(f)(1) Because Both Proponents Failed To Establish The Requisite Eligibility To Submit The Proposal.

Under Rule 14a-8(f)(1), the Company may exclude the Proposal because Proponents failed to substantiate their eligibility to submit the Proposal under Rule 14a-8(b). Rule 14a-8(b)(1) provides, in part, that “[i]n order to be eligible to submit a proposal, [a stockholder] must have continuously held at least $2,000 in market value, or 1%, of the company’s securities entitled to be voted on the proposal at the meeting for at least one year by the date [the stockholder] submit[s] the proposal.” Staff Legal Bulletin No. 14 specifies that when the stockholder is not the registered holder, the stockholder “is responsible for proving his or her eligibility to submit a proposal to the company,” which the stockholder may do by one of the two ways provided in Rule 14a-8(b)(2). See Section C.1.c, Staff Legal Bulletin No. 14 (Jul. 13, 2001). The Staff has clarified that the proof of ownership letters must come from the “record” holder of Proponents’ shares, and that only Depository Trust Company (“DTC”) participants are viewed as record holders of securities that are deposited at DTC. See SLB 14F.

Rule 14a-8(f) provides that the Company may exclude a stockholder proposal if the proponent fails to provide evidence of eligibility under Rule 14a-8, including the beneficial ownership requirements of Rule 14a-8(b), provided that the company timely notifies the proponent of the problem and the proponent fails to correct the deficiency within the required time. The Representative here submitted the Proponents’ Proposal to the Company via email on November 23, 2019 and did not include documentary evidence of Proponents’ ownership of Company shares. The Company thereafter reviewed its stock records, which did not indicate that either Proponent was a record owner of Company shares. Under these circumstances, the Staff has consistently concurred with the exclusion of proposals when proponents have failed, following a timely and proper request by a company, to furnish satisfactory evidence of eligibility under Rule 14a-8(b) and Rule 14a-8(f)(1).

The Company satisfied its obligation under Rule 14a-8 by sending the Deficiency Notice to the Representative in a timely manner. The Deficiency Notice specifically set forth the information and instructions and attached a copy of Rule 14a-8, SLB 14F and SLB 14G. See Exhibit B. The Company’s Deficiency Notice has been ignored, and neither the Representative nor Proponents have provided, within the required 14-day time period after it received the Company’s timely

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1. See FedEx Corporation (avail. June 5, 2019) (concurring with the exclusion of a proposal because the proponent had failed to supply proof of ownership within 14 days of the company’s request where the proponent supplied proof of ownership 15 days after receiving the timely deficiency notice); Time Warner Inc. (avail. Mar. 13, 2018) (concurring with the exclusion of a proposal because the proponent had failed to supply proof of ownership within 14 days of the company’s request where the proponent supplied proof of ownership 18 days after receiving the timely deficiency notice); Exxon Mobil Corp. (avail. Feb. 13, 2017) (concurring with the exclusion of a stockholder proposal under Rule 14a-8(b) and Rule 14a-8(f) and noting that “the proponent appears to have failed to supply, within 14 days of receipt of ExxonMobil’s request, documentary support sufficiently evidencing that she satisfied the minimum ownership requirement for the one-year period required by Rule 14a-8(b)’’); Cisco Systems, Inc. (avail. Jul. 11, 2011); I.D. Systems, Inc. (avail. Mar. 30, 2011); Amazon.com, Inc. (avail. Mar. 29, 2011); Yahoo! Inc. (avail. Mar. 24, 2011); Alcoa Inc. (avail. Feb. 18, 2009); Qwest Communications International, Inc. (avail. Feb. 28, 2008); Occidental Petroleum Corp. (avail. Nov. 21, 2007); General Motors Corp. (avail. Apr. 5, 2007); Yahoo! Inc. (avail. Mar. 29, 2007); CSK Auto Corp. (avail. Jan. 9, 2007); Motorola, Inc. (avail. Jan. 10, 2005); Johnson & Johnson (avail. Jan. 3, 2005); Agilent Technologies (avail. Nov. 19, 2004); Intel Corp. (avail. Jan. 29, 2004); Moody’s Corp. (avail. Mar. 7, 2002). Moreover, the Staff has concurred in the exclusion of a stockholder proposal based on a proponent’s failure to provide any evidence of eligibility to submit the stockholder proposal. See, e.g., salesforce.com, Inc. (avail. Feb. 14, 2017) (concurring with the exclusion of a proposal where the proponent failed to provide any response to a deficiency notice sent by the company); Amazon.com, Inc. (avail. Mar. 29, 2011) (same); General Electric Co. (avail. Dec. 28, 2010) (same); General Motors Corp. (avail. Feb. 19, 2008) (same).
Deficiency Notice, the proof of ownership required by Rule 14a-8(b)(2) as described in the Deficiency Notice.

As in the Amazon.com, General Electric, salesforce.com and General Motors matters footnoted above, Proponents failed to provide any documentary evidence of ownership of Company shares, either with its original Proposal or in response to the Company’s timely Deficiency Notice, and have therefore not demonstrated eligibility under Rule 14a-8 to submit the Proposal. Accordingly, we ask that the Staff concur that the Company may exclude the Proposal under Rule 14a-8(b) and Rule 14a-8(f)(1).

CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its 2020 Proxy Materials.

The Company is available to provide any additional information or answer any questions that you may have regarding this subject. Members of the Staff should feel free to contact Rachel Muir, the Company’s Associate General Counsel, Corporate Law and M&A, at (281) 719-4631 or by email at rachel_muir@huntsman.com.

Sincerely yours,

HUNTSMAN CORPORATION

By: [Signature]

Name: David Stryker
Title: Executive Vice President,
   General Counsel and Secretary

Enclosures
From: Kwan Hong Teoh <Kwan@asyousow.org>
Sent: Saturday, November 23, 2019 5:37 AM
To: CorporateSecretary/US/PC/HUNTMAN <corporatesecretary@huntsman.com>
Cc: Conrad MacKerron <mack@asyousow.org>; Shareholder Engagement <shareholderengagement@asyousow.org>
Subject: [EXTERNAL] HUN - Shareholder Proposal -- Filing

Dear Mr. Stryker,

Please find enclosed filing letters submitting a shareholder proposal for inclusion in the company’s 2020 proxy statement. Conrad MacKerron, here cc-ed, is available to discuss the proposal in detail with the company. I can assist should you have any questions about the filing and/or require additional documentation.

Receipt confirmation of this email would be appreciated. Thank you

Best,
Kwan

Teoh, Kwan Hong (he/him)
Environmental Health Program
Research Manager
As You Sow
2150 Kittredge St., Suite 450
Berkeley, CA 94704
(510) 735-8147 (direct line) | (605) 651-5517 (cell)
kwan@asyousow.org | www.asyousow.org

“Building a Safe, Just and Sustainable World since 1992”
VIA EMAIL

November 23, 2019

David M. Stryker
Executive Vice President, General Counsel,
Chief Compliance Officer and Secretary
Huntsman Corporation
10003 Woodloch Forest Drive
The Woodlands, Texas
CorporateSecretary@huntsman.com

Dear Mr. Stryker,

As You Sow is concerned about the impact of spills of plastic pellets. Huntsman Corporation is one of the top 40 U.S. chemical producers, manufacturing plastics like polyurethanes, and apparently operates facilities that produce plastic pellets.

Due to spills and poor handling procedures, billions of plastic industry pellets are swept into waterways during production or transport annually and increasingly found on beaches and shorelines, adding to harmful levels of plastic pollution in the environment. The company provides no public reporting about pellet spills or remediation. We reached out in recent months to Patrice Carreau and Amy Smedley to start a dialogue but received no response. Therefore, to protect our right to bring this issue before shareholders, a shareholder proposal is being filed.

Trio Foundation is a shareholder of Huntsman Corporation. We submit the enclosed shareholder proposal on behalf of Trio Foundation (Proponent) for inclusion in the company's 2020 proxy statement, and for consideration by shareholders in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934.

A letter from the Proponent authorizing As You Sow to act on Its behalf Is enclosed. A representative of the Proponent will attend the stockholders' meeting to move the resolution as required.

We are available to discuss this issue and are optimistic that such a discussion could result in resolution of the Proponent's concerns. To schedule a dialogue, please contact Conrad MacKerron, Senior Vice President at mack@asyousow.org. Please send all correspondence to Mr. MacKerron with a copy to shareholderengagement@asyousow.org. Also, please note that our address has changed. Our new address is set forth above.

Sincerely,

Conrad MacKerron
Senior Vice President

Enclosures: Shareholder proposal, shareholder authorization
Whereas plastic pollution is a global environmental crisis. Huntsman Corporation is one of the top 40 U.S. chemical producers, manufacturing plastics like polyurethanes.

Most plastic products originate from plastic pre-production pellets, or nurdles, manufactured in polymer production plants. Due to spills and poor handling procedures, billions of such plastic pellets are swept into waterways during production or transport annually and increasingly found on beaches and shorelines, adding to harmful levels of plastic pollution in the environment.

Eight million tons of plastics leaks into oceans annually. Plastics degrade in water to small particles that animals mistake for food; plastic pollution impacts 260 species, causing fatalities from ingestion, entanglement, suffocation, and drowning. Plastic does $13 billion in damage to marine ecosystems annually. If no action is taken, oceans are expected to contain more plastic than fish by 2050. Pellets are similar in size and shape to fish eggs and often mistaken by marine animals for food. Plastic pellets can absorb toxins such as dioxins from water and transfer them to the marine food web and potentially to human diets, increasing the risk of adverse effects to wildlife and humans.

Nearly 200 nations pledged to eliminate plastic pollution in the world’s oceans at the United Nations Environment Assembly in 2018. The United Nations Undersecretary-General has called this issue “an ocean Armageddon.”

Plastic pellets are estimated to be the second largest direct source of micro plastic pollution to the ocean by weight; up to 53 billion pellets may be spilled annually in the United Kingdom alone. A recent study concluded that up to 36 million plastic pellets might be spilled from one major industry production complex in Sweden.

Pellet spills create financial risk. Formosa Plastics Corp. USA agreed to a $50 million settlement of a Clean Water Act lawsuit over plastic pellet pollution at its Texas facility in 2019.

Huntsman is not listed as a member of Operation Clean Sweep, an industry program that encourages use of best practices for pellet management and containment to reduce pellet loss.

Given the severe biodiversity and economic impacts of plastic pollution described above, there is an urgent need to increase and improve reporting on pellet spills and remediation, as well as discussing accountability for pellet spill remediation in more detail. Earlier this year, our corporate peers ExxonMobil Chemical, Chevron Phillips Chemical, and Dow Chemical agreed to public reporting of pellet spills.

BE IT RESOLVED Shareholders request that the Board of Directors of Huntsman issue an annual report to shareholders, at reasonable cost and omitting proprietary information, on plastic pollution. The report should disclose trends in the amount of pellets, powder or granules released to the environment by the company annually, and concisely assess the effectiveness of
the company's policies and actions to reduce the volume of the company's plastic materials contaminating the environment.

Supporting statement: Proponent recommends that the report include discussion of pellet loss prevention, cleanup and containment.
November 12, 2019

Andrew Behar
CEO
As You Sow
2150 Kittredge St., Suite 450
Berkeley, CA 94704

Re: Authorization to File Shareholder Resolution

Dear Mr. Behar,

The undersigned ("Stockholder") authorizes As You Sow to file or co-file a shareholder resolution on Stockholder’s behalf with the named Company for inclusion in the Company’s 2020 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. The resolution at issue relates to the below described subject.

Stockholder: Trio Foundation
Company: Huntsman Corporation
Subject: Report on plastic pellet pollution

The Stockholder has continuously owned over $2,000 worth of Company stock, with voting rights, for over a year. The Stockholder intends to hold the required amount of stock through the date of the Company’s annual meeting in 2020.

The Stockholder gives As You Sow the authority to address, on the Stockholder’s behalf, any and all aspects of the shareholder resolution, including designating another entity as lead filer and representative of the shareholder. The Stockholder understands that the Stockholder’s name may appear on the company’s proxy statement as the filer of the aforementioned resolution, and that the media may mention the Stockholder’s name in relation to the resolution.

The shareholder alternatively authorizes As You Sow to send a letter of support of the resolution on Stockholder’s behalf.

Sincerely,

Chela Blitt
Authorized signer
Trio Foundation
VIA EMAIL

November 23, 2019

David M. Stryker
Executive Vice President, General Counsel,
Chief Compliance Officer and Secretary
Huntsman Corporation
10003 Woodloch Forest Drive
The Woodlands, Texas
CorporateSecretary@huntsman.com

Dear Mr. Stryker,

Stephen V Bomse 2005 Trust, a shareholder of Huntsman Corporation, is co-filing a shareholder proposal for action at the next annual meeting of the company. Shareholder is co-filing this resolution with Trio Foundation, who is the lead filer of the proposal. Trio Foundation (represented by As You Sow) has submitted the enclosed shareholder proposal for inclusion in the 2020 proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. LEADFILER is authorized to act on the co-filer’s behalf with regard to withdrawal of the proposal.

Letters authorizing As You Sow to act on co-filers’ behalf are enclosed. A representative of the lead filer will attend the stockholders’ meeting to move the resolution as required. To schedule a dialogue, please contact Conrad MacKerron, Senior Vice President at mack@asyousow.org. Please send all correspondence to Mr. MacKerron with a copy to shareholderengagement@asyousow.org. Also, please note that our address has changed. Our new address is set forth above.

Sincerely,

Conrad MacKerron
Senior Vice President

Enclosures
- Shareholder Proposal
- Shareholder Authorization
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Most plastic products originate from plastic pre-production pellets, or nurdles, manufactured in polymer production plants. Due to spills and poor handling procedures, billions of such plastic pellets are swept into waterways during production or transport annually and increasingly found on beaches and shorelines, adding to harmful levels of plastic pollution in the environment.

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the company's policies and actions to reduce the volume of the company's plastic materials contaminating the environment.

Supporting statement: Proponent recommends that the report include discussion of pellet loss prevention, cleanup and containment.
Andrew Behar  
CEO  
As You Sow  
2150 Kittredge St., Suite 450  
Berkeley, CA 94704  

Re: Authorization to File Shareholder Resolution  

Dear Andrew Behar,  

As of the date of this letter, the undersigned authorizes As You Sow (AYS) file, cofile, or endorse the shareholder resolution identified below on Stockholder’s behalf with the identified company, and that it be included in the proxy statement as specified below, in accordance with Rule 14-a8 of the General Rules and Regulations of the Securities and Exchange Act of 1934.  

The Stockholder: Stephen V Bomse 2005 Trust  
Company: Huntsman Corporation  
Annual Meeting/Proxy Statement Year: 2020  
Resolution Subject: Report on plastic pellet pollution  

The Stockholder gives As You Sow the authority to deal on the Stockholder’s behalf with any and all aspects of the shareholder resolution, including designating another entity as lead filer and representative of the shareholder. The Stockholder understands that the Stockholder’s name may appear on the company’s proxy statement as the filer of the aforementioned resolution, and that the media may mention the Stockholder’s name related to the resolution.  

Sincerely,  

[Signature]
EXHIBIT B

From: Rachel Muir <rachel_muir@huntsman.com>
Sent: Wednesday, November 27, 2019 4:54 PM
To: mack@asyousow.org; Kwan@asyousow.org
Cc: CorporateSecretary/US/PC/HUNTSMAN <corporatesecretary@huntsman.com>; David M Stryker <david_stryker@huntsman.com>; Frank Wu <frank_wu@huntsman.com>; shareholderengagement@asyousow.org
Subject: RE: HUN - Shareholder Proposal - Filing

Messrs. MacKerron and Kwan,

In response to the Rule 14a-8 proposal you submitted on November 23, 2019, please find attached the Company’s Notice of Deficiency.

Feel free to reach out to me should you have any questions in this regard.

Thank you,
Rachel

Rachel K. Muir
Associate General Counsel, Corporate Law and M&A
10003 Woodloch Forest Drive, The Woodlands, TX 77380
Tel: +1 (281) 719-4631 Mobile: +1 (801) 209-6910
Email: rachel_muir@huntsman.com

HUNTSMAN

From: Kwan Hong Teoh <Kwan@asyousow.org>
Sent: Saturday, November 23, 2019 5:37 AM
To: CorporateSecretary/US/PC/HUNTSMAN <corporatesecretary@huntsman.com>
Cc: Conrad MacKerron <mack@asyousow.org>; Shareholder Engagement <shareholderengagement@asyousow.org>
Subject: [EXTERNAL] HUN - Shareholder Proposal - Filing

Dear Mr. Stryker,

Please find enclosed filing letters submitting a shareholder proposal for inclusion in the company’s 2020 proxy statement. Conrad MacKerron, here cc-ed, is available to discuss the proposal in detail with the company. I can assist should you have any questions about the filing and/or require additional documentation.

Receipt confirmation of this email would be appreciated. Thank you
Best,
Kwan

Teoh, Kwan Hong (he/him)
Environmental Health Program
Research Manager
As You Sow
2150 Kittredge St., Suite 450
Berkeley, CA 94704
(510) 735-8147 (direct line) | (605) 651-5517 (cell)
kwan@asyousow.org | www.asyousow.org

“Building a Safe, Just and Sustainable World since 1992”
VIA E-MAIL

November 27, 2019

As You Sow
2150 Kittredge St. Suite 450
Berkeley, CA 94704
Attention: Conrad MacKerron

Re: Notice of Defects under Rule 14a-8
Stockholder Proposal for Huntsman Corporation 2020 Annual Meeting

Dear Mr. MacKerron:

On behalf of Huntsman Corporation ("Huntsman" or the "Company"), we are in receipt of your e-mail dated November 23, 2019 (the "Submission Date"), which transmitted a stockholder proposal (the "Proposal"). The Proposal was submitted on behalf of Trio Foundation (the "Lead Proponent") and Stephen V Bomse 2005 Trust (the "Co-Filer," together with the Lead Proponent, "Proponents").

The purpose of this letter is to inform you that your submission does not comply with Rule 14a-8 under the Securities and Exchange Act of 1934, as amended, and therefore is not eligible for inclusion in our proxy statement for our 2020 annual meeting of stockholders (the "2020 Annual Meeting"). SEC regulations require us to bring this deficiency to your attention.

Failure to Establish Ownership for Requisite One-Year Period

In order to be eligible to submit a shareholder proposal, Proponents must have continuously held at least $2,000 in market value, or 1%, of Huntsman shares entitled to vote on the Proposal at the 2020 Annual Meeting for at least the one-year period preceding and including the Submission Date and continue to hold the required amount of shares through the date of the 2020 Annual Meeting. Upon examination of Huntsman’s records, we are unable to verify that either Proponents is a record holder of Huntsman shares.

Pursuant to Rule 14a-8(b), since Proponents do not appear to be record holders, Proponents must provide Huntsman with documentation of Proponents’ ownership of the required amount of Huntsman shares. Sufficient proof must be in the form of either:

• a written statement from the “record” holder of Proponents’ shares (usually a broker or bank) verifying that, as of the Submission Date, Proponents continuously held the required amount of Huntsman shares for at least the one-year period preceding and including the Submission Date; or

Page 1
• a copy of a Schedule 13D, Schedule 13G, Form 3, Form 4 and/or Form 5 filed with the Securities and Exchange Commission ("SEC"), or amendments to those documents or updated forms, reflecting Proponents' ownership of the required amount of Huntsman shares as of the date on which the one-year eligibility period begins, and a written statement that Proponents continuously held the required amount of Huntsman shares for at least the one-year period.

If Proponents intend to demonstrate ownership by submitting a written statement from the "record" holder of the Huntsman shares, please note that most large U.S. brokers and banks deposit their customers' shares with, and hold those shares through, the Depository Trust Company ("DTC"). Under SEC Staff Legal Bulletins No. 14F ("SLB 14F") and 14G ("SLB 14G"), only DTC participants and their affiliates are viewed as "record" holders of shares that are deposited at DTC. Proponents can confirm whether the bank or broker is a DTC participant by asking the broker or bank or by checking the DTC's participant list, which is currently available on the Internet at: http://www.dtcc.com/client-center/dtc-directories.

In these situations, proof of ownership must be obtained from the DTC participant or affiliate through which Proponents' Huntsman shares are held, as follows:

• If the broker or bank is a DTC participant or affiliate, then Proponents must submit a written statement from the broker or bank verifying that for at least the one-year period preceding and including the Submission Date, Proponents continuously held the required amount of Huntsman shares.

• If the broker or bank is not a DTC participant or affiliate, then Proponents must submit proof of ownership from the DTC participant or affiliate through which Proponents' Huntsman shares are held verifying that for at least the one-year period preceding and including the Submission Date, Proponents continuously held the required amount of Huntsman shares. Proponents should be able to find out the identity of the DTC participant by asking the broker or bank. If the DTC participant that holds the shares is not able to confirm the individual holdings but is able to confirm the holdings of the broker or bank, then Proponents need to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that for at least the one-year period preceding and including the Submission Date, Proponents continuously held the required amount of Huntsman shares: (1) one from the broker or bank confirming Proponents' continuous ownership of Huntsman shares, and (2) the other from the DTC participant confirming the continuous ownership of Huntsman shares by the broker or bank.

SLB 14F provides that the following is an acceptable format for the broker or bank to provide the required proof of ownership as of the Submission Date for purposes of Rule 14a-8(b):

"As of [date the proposal is submitted], [name of shareholder] held, and has held continuously for at least one year, [number of securities] shares of [company name] [class of securities]."

Co-Filer's Failure to Include a Written Statement of Intent to Hold the Huntsman Shares Through the Date of the 2020 Annual Meeting

In addition, Rule 14a-8(b)(2)(i) requires a shareholder proponent to include a written statement that it intends to continue to hold a minimum of $2,000 in market value, or 1%, of an issuer's securities
entitled to be voted on the proposal through the date of the annual meeting at which proponent intends to present the proposal. The authorization letter signed by the Co-Filer had failed to include such written statement. To correct the deficiency, the Co-Filer (and not a designee) is required to provide its own written statement that it intends to hold a minimum of $2,000 in market value, or 1%, of the Huntsman shares entitled to be voted on the Proposal through the date of the 2020 Annual Meeting.

Response Required Within 14 Days of Receipt

For the Proposal to be eligible for inclusion in the Company's proxy materials for the 2020 Annual Meeting, the information requested above must be furnished to us electronically, or be postmarked, no later than 14 calendar days from the date you receive this letter. If the information is not provided, the Company may exclude the Proposal from its proxy materials pursuant to Rule 14a-8(f).

Please address any response to Rachel Muir, Huntsman Corporation, 10003 Woodloch Forrest Drive, The Woodlands, Texas 77380 or E-mail: rachel_muir@huntsman.com. In accordance with SEC Staff Legal Bulletin Nos. 14 and 14B, a copy of Rule 14a-8, including Rule 14a-8(b), is enclosed for your reference. Also enclosed for your reference are copies of SLB 14F and SLB 14G.

Sincerely yours,

HUNTSMAN CORPORATION

By: __

Name: David M. Stryker
Title: Executive Vice President, General Counsel and Secretary

Enclosures
EXHIBIT C

Your package has been delivered

Tracking # 777100555665

Ship date: Wed, 11/27/2019
Tanja Murray
The Woodlands, TX 77380
US

Delivery date: Mon, 12/2/2019 9:22 am
Conrad MacKerron
As You Sow
2150 Kittredge Street
Suite #450
BERKELEY, CA 94704
US

Shipment Facts

Our records indicate that the following package has been delivered.

Tracking number: 777100555665
Status: Delivered: 12/02/2019 09:22 AM
Signed for by: Signature not required
Delivery location: BERKELEY, CA
Delivered to: Residence
Service type: FedEx Priority Overnight®
Packaging type: FedEx® Envelope
Number of pieces: 1
Weight: 0.50 lb.

Special handling/Services: Deliver Weekday

Residential Delivery

Standard transit: 11/29/2019 by 10:30 am

Please do not respond to this message. This email was sent from an unattended mailbox. This report was generated at approximately 11:24 AM CST on 12/02/2019.

All weights are estimated.

To track the latest status of your shipment, click on the tracking number above.

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