



DIVISION OF
CORPORATION FINANCE

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

February 28, 2025

David M. Stryker
Huntsman Corporation

Re: Huntsman Corporation (the "Company")
Incoming letter dated December 23, 2024

Dear David M. Stryker:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by John Chevedden for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

The Proposal requests a report, updated annually, disclosing the Company's policy and procedures governing direct and indirect lobbying and grassroots lobbying communications; payments used for direct or indirect lobbying or grassroots lobbying communications, in each case including the amount of the payment and the recipient; the Company's membership in and payments to any tax-exempt organization that writes and endorses model legislation; and a description of management's decision-making process and the board's oversight for making the aforementioned payments.

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(i)(7). In our view, the Proposal seeks to micromanage the Company. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on Rule 14a-8(i)(7).

Copies of all of the correspondence on which this response is based will be made available on our website at <https://www.sec.gov/corpfin/2024-2025-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: John Chevedden



David M. Stryker
Executive Vice President
and General Counsel

December 23, 2024

By Electronic Submission

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

**Re: Huntsman Corporation
Shareholder Proposal Submitted by John Chevedden**

Ladies and Gentlemen:

This letter and the enclosed materials are submitted by Huntsman Corporation (“**Huntsman**” or the “**Company**”) pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), to request confirmation from the staff of the Division of Corporation Finance (the “**Staff**”) that it will not recommend enforcement action to the U.S. Securities and Exchange Commission (the “**Commission**”) if the Company excludes a shareholder proposal (the “**Proposal**”) submitted by John Chevedden (the “**Proponent**”) from the proxy materials for its 2025 annual meeting of shareholders.

In accordance with the Staff’s announcement of November 7, 2023, this letter is being submitted via the Staff’s electronic shareholder proposal submission form. In accordance with Rule 14a-8(j) under the Exchange Act, a copy of this letter and the exhibit thereto are being provided to the Proponent simultaneously as notice of the Company’s intent to exclude the Proposal from its 2025 proxy materials. If Mr. Chevedden elects to submit any correspondence to the Commission or the Staff with respect to the Proposal, he should provide a copy of that correspondence concurrently to the undersigned on behalf of the Company at the address above.

HUNTSMAN CORPORATION

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THE PROPOSAL

The Proposal sets forth the following resolution:

Resolved, shareholders request the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
2. Payments by Huntsman used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.
3. Huntsman's membership in and payments to any tax-exempt organization that writes and endorses model legislation;
4. Description of management's decision-making process and the Board's oversight for making payments described above.

For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. "Indirect lobbying" is lobbying engaged in by a trade association or other organization of which Huntsman is a member.

Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels.

The report shall be presented to the Audit Committee and posted on Huntsman's website.

A copy of the Proposal, including the supporting statement, is attached hereto as Exhibit A.

BASIS FOR EXCLUSION

The Staff earlier this year determined that a proposal substantially similar to the Proposal, with a nearly identical resolved clause, was excludable on the grounds that it seeks to micromanage a company, which is impermissible under Rule 14a-8(i)(7). *Air Products and Chemicals, Inc.* (Nov. 29, 2024) ("**Air Products**"). Consistent with the determination in *Air Products*, we request that the Staff permit exclusion of the Proposal under Rule 14a-8(i)(7).

ANALYSIS

I. The Proposal May be Excluded Under Rule 14a-8(i)(7) Because it Relates to the Company's Ordinary Business Operations and Impermissibly Seeks to Micromanage the Company.

A. Overview of Rule 14a-8(i)(7)

Rule 14a-8(i)(7) permits the exclusion of a shareholder proposal from a company's proxy materials if the proposal "deals with a matter relating to the company's ordinary business operations."

The Commission has stated that the purpose of the ordinary business exception is “to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting.” Exchange Act Release No. 34-40018 (May 21, 1998) (the “**1998 Release**”). The Commission has further stated that the policy underlying this exclusion rests on two “central considerations,” specifically whether the proposal (i) concerns tasks that are “so fundamental to management’s ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight” and (ii) “seeks to ‘micromanage’ the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment.” *Id.* As the Commission has explained, a proposal may probe too deeply into matters of a complex nature if it “involves intricate detail, or seeks to impose specific time-frames or methods for implementing complex policies.” *Id.*

Staff Legal Bulletin No. 14E (Oct. 27, 2009) (“**SLB 14E**”) provides that, when analyzing a proposal to determine its underlying subject matter, the Staff looks not only to the resolved clause, but to the supporting statement and the proposal in its entirety. This position is also expressed in Staff Legal Bulletin No. 14C (June 28, 2005), which states that the Staff will consider both the resolved clause and the supporting statement as a whole when analyzing a proposal for which exclusion is sought under Rule 14a-8(i)(7).

The Commission has stated that a proposal requesting the dissemination of a report is excludable under Rule 14a-8(i)(7) if the substance of the proposal involves a matter of ordinary business of the company. *See* Exchange Act Release No. 34-20091 (Aug. 16, 1983) (the “**1983 Release**”) (“[T]he [S]taff will consider whether the subject matter of the special report or the committee involves a matter of ordinary business; where it does, the proposal will be excludable under Rule 14a-8(i)(7).”). In addition, in SLB 14E the Staff noted that a proposal seeking reporting related to certain risks will not cause a proposal to transcend ordinary business.

Instead, the Staff will “consider whether the underlying subject matter of the risk evaluation involves a matter of ordinary business to the company.” SLB 14E; *see also Deere & Company* (Dec. 29, 2023) (permitting exclusion under Rule 14a-8(i)(7) of a proposal seeking a report assessing the benefits and drawbacks of opposing “Right to Repair” regulation, as well as the financial and reputational risk associated with such opposition); *Citigroup Inc.* (Feb. 20, 2008) (permitting exclusion under Rule 14a-8(i)(7) of a proposal submitted by the Missionary Oblates of Mary Immaculate, *et al.*, requesting disclosure of collateral and other credit risk management policies for off balance sheet exposures).

B. The Proposal May be Excluded Under Rule 14a-8(i)(7) Because it Seeks to Micromanage the Company.

In *Air Products*, the same Proponent submitted to Air Products and Chemicals, Inc. (“**AP**”) a proposal substantially similar to the Proposal. Like the supporting statement accompanying the Proposal, the *Air Products* supporting statement specifically references certain lobbying groups, including pro-business organizations with which AP has been publicly associated as well as certain of AP’s lobbying history. The *Air Products* supporting statement further cites to news and other media articles critical of certain of those lobbying groups and other organizations, as is the case with the Proposal’s supporting statement.

The Commission and Staff have long recognized—and reiterated most recently in *Air Products*—that a proposal that seeks to micromanage a company is excludable under Rule 14a-8(i)(7). The Commission has stated that the exclusion of a proposal under Rule 14a-8(i)(7) on micromanagement grounds “may come into play in a number of circumstances, such as where the proposal involves intricate detail, or seeks to impose specific timeframes or methods for implementing complex policies.” 1998 Release. The Staff has determined that proposals that seek to impermissibly micromanage the Company “by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment” are excludable under Rule 14a-8(i)(7), even in circumstances where the proposal is found to address a significant social policy. *Id.* The Staff has repeatedly confirmed that the micromanagement basis of exclusion also applies to proposals that call for a study or report and, therefore, a proposal that seeks an intricately detailed study or report may be excluded on micromanagement grounds. To that end, the Staff has stated that this “approach is consistent with the Commission’s views on the ordinary business exclusion, which is designed to preserve management’s discretion on ordinary business matters but not prevent shareholders from providing high-level direction on large strategic corporate matters.” Staff Legal Bulletin No. 14L (Nov. 3, 2021) (“**SLB 14L**”).

Since the issuance of SLB 14L, the Staff has granted relief on micromanagement grounds with respect to numerous proposals requiring reporting of information that is significantly less complex than the information demanded by the Proposal. *See, e.g., Delta Air Lines, Inc.* (Apr. 24, 2024) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requiring a report regarding “union suppression expenditures,” including internal and external expenses); *Paramount Global* (Apr. 19, 2024) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting disclosure of the recipients of corporate charitable contributions of \$5,000 or more); *Walmart Inc.* (Apr. 18, 2024) (permitting exclusion under Rule 14a-8(i)(7) of a proposal submitted by Green Century Capital Management requiring a breakdown of greenhouse gas emissions for different categories of products in a manner inconsistent with existing reporting frameworks); *Amazon.com, Inc.* (Apr. 1, 2024) (permitting exclusion under Rule 14a-8(i)(7) of a proposal calling for highly detailed living wage report); *Amazon.com, Inc.* (Apr. 7, 2023) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting the company measure and disclose scope 3 greenhouse gas emissions from the company’s full value chain by imposing a specific method for implementing a complex policy without affording discretion to management); *Chubb Limited* (Mar. 27, 2023) (proposal requesting the board adopt and disclose a policy related to risks associated with new fossil fuel exploration and development project would micromanage the company); *Phillips 66* (Mar. 20, 2023) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting an audited report describing the undiscounted expected value to settle obligations for the company’s asset retirement obligations with indeterminate settlement dates); *Valero Energy Corporation* (Mar. 20, 2023) (same); *Verizon Communications Inc.* (Mar. 17, 2022) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting publication of employee-training materials); *Coca Cola Co.* (Feb. 16, 2022) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requiring the company to submit any proposed political statement to the next shareholder meeting for approval prior to issuing the statement publicly); *Deere & Co.* (Jan. 3, 2022) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting publication of employee-training materials).

The Proposal, in a manner identical to the *Air Products* proposal, seeks to micromanage the Company by requesting a highly prescriptive and detailed report that requires dozens of distinct pieces of information. In particular, the Proposal requests an annual report on the Company’s lobbying

activities and payments, which is to be subdivided into four sections, with each section being further subdivided into multiple subsections. The first section of the report requests disclosure of the Company's "policy and procedures governing" both "direct and indirect lobbying" and "grassroots lobbying communications." The Proposal defines the term "grassroots lobbying communications" as a "communication directed to the general public," which must satisfy a three-pronged test. Additionally, the Proposal provides definitions of both "direct and indirect lobbying" and "grassroots lobbying communications," which would require all of the foregoing information at the local, state and federal matters. The requested report would have a second section focused on the Company's payments related to direct or indirect lobbying or grassroots lobbying communications, "in each case including the amount of the payment and the recipient." The third section of the requested report would require disclosure of the Company's "membership in and payments" to any "tax-exemption organization," which "writes and endorses model legislation." The fourth section of the report would include disclosure of the Company's management and board of directors' "decision-making process" and "oversight" of payments covered by the second and third sections. Finally, the Proposal prescribes the manner in which the report would be reviewed by the board of directors and disclosed to the public. A chart illustrating the dozens of discrete pieces of information required by the Proposal is attached hereto as Annex A.

The highly prescriptive nature of the Proposal would significantly micromanage the manner in which the Company could provide information regarding its lobbying initiatives. In addition, the Proposal would require the Company to collect and report a significant amount of information from third parties with respect to their activities. If adopted, the Proposal would place substantial restrictions on the Company's ability to engage in and report on government relations initiatives. The disclosures prescribed in the Proposal are not required by the Commission and do not follow any established framework for reporting lobbying activities (unlike frameworks that exist for providing disclosure on many other complex topics, including political contributions). The prescribed disclosures are also significantly more detailed than the disclosures provided by the Company's peers and other public companies and the information required by the report is more detailed and granular than the information required by the micromanagement precedents listed above.

If adopted, the Proposal, like the *Air Products* proposal, would be unduly burdensome by requiring the Company to provide granular disclosure of prescribed lobbying activities without regard to their significance to the Company's operations, or even with respect to their significance to the Company's overall government relations activities. Importantly, the disclosures specified in the Proposal are without any limiting principle – any association with or contribution to a covered organization would be required to be disclosed, even if the Company's involvement is tangential or if the amount contributed is de minimis or if management determines that disclosure is not otherwise required and could be detrimental to the Company's interests. This level of detail is misaligned with the level of detail that the Company provides publicly with respect to any of its other business activities or categories of operating expenditures. Furthermore, the Proposal ignores the fact that lobbying activities are highly complex and based on a range of considerations related to the day-to-day operations of the business, and also that such activities are already subject to disclosure under the Lobbying Disclosure Act and similar state and foreign requirements and for which the Company already files publicly accessible reports as prescribed by law.

In short, the Proposal seeks to micromanage the Company by probing too deeply into matters of a complex nature in seeking disclosure of the intricate details of the manner in which the Company reports on lobbying activities, without providing the Company with any discretion to choose the form, substance or manner of its disclosure. Moreover, the Proposal even mandates the governance process through which the board of directors would oversee this reporting, as the Proposal would dictate that the report be provided to the Audit Committee rather than the full board or another committee. Furthermore, the Proposal seeks to indirectly influence management's decisions and assessments of how best to support the execution of the Company's projects and engage with community, regulatory and legislative stakeholders for such projects. These decisions fall squarely within the purview of the Company's management and its board of directors. It would neither be appropriate nor realistic for shareholders to direct such decisions at an annual meeting. Accordingly, the Proposal should be excluded under Rule 14a-8(i)(7) because it seeks to micromanage the Company with respect to its lobbying activities and related disclosures.

C. The Proposal May be Excluded Under Rule 14a-8(i)(7) Because it Relates to the Company's Ordinary Business Operations.

1. *The Proposal is Excludable Because it Targets the Company's Association with Specific Organizations and Types of Organizations.*

As in *Air Products*, the Proposal requests, among other details, that the Company report on its membership in and payments to any trade association or other organization in which it is a member, including any tax-exempt organization that writes and endorses model legislation. Although the Proposal's resolved clause is facially neutral, the text of the supporting statement, including the websites referenced in its footnotes, makes clear that the Proposal is in fact narrowly focused on the American Chemistry Council ("ACC"), American Fuel and Petrochemical Manufacturers ("AFPM") and US-China Business Council ("CBC")¹ and, derivatively, ACC's reported involvement with the American Legislative Exchange Council ("ALEC"),² and more generally on possible involvement with organizations espousing a pro-business viewpoint. In addition, footnotes one, two, three, and four to the supporting statement contain references to websites that are explicitly critical of ACC, ALEC, other trade associations and, more generally, pro-business groups.³

The Staff has consistently permitted the exclusion of facially neutral proposals under Rule 14a-8(i)(7) as relating to a company's ordinary business operations if the supporting statement (including any accompanying footnotes) indicates that the proposal relates to the company's association, or potential association, with specific organizations or types of organizations. *See, e.g., Walmart Inc.* (Apr. 18, 2024) (permitting exclusion under Rule 14a-8(i)(7) of a facially neutral proposal submitted by the National Legal and Policy Center requesting a study, and "[i]deally . . . a public report," of associations with "external organizations" when the supporting statement exclusively referenced associations with and donations to groups supporting LGBTQ+ rights); *Johnson & Johnson* (Mar. 2,

¹ ACC reports that it represents over 190 companies engaged in the business of chemistry. *See* American Chemistry Council, *About ACC*, at www.americanchemistry.com/about-acc.

² ALEC reports that it is a tax-exempt, nonpartisan membership organization comprised of state legislators and stakeholders from across the policy spectrum. *See* American Legislative Exchange Council, *About ALEC*, at www.alec.org/about/.

³ The Company is not, and has never been, a member of ALEC.

2023) (permitting exclusion under Rule 14a-8(i)(7) of a facially neutral proposal submitted by the National Legal and Policy Center seeking a report explaining the business rationale for participation in corporate and executive membership organizations); *Johnson & Johnson* (Feb. 10, 2014) (permitting exclusion under Rule 14a-8(i)(7) of a facially neutral proposal requesting a report on contributions that appear incongruent with the company’s corporate values because the proposal and supporting statement, when read together, focused on specific contributions that related to the operation of the company’s business); *PepsiCo, Inc.* (Mar. 3, 2011) (permitting exclusion under Rule 14a-8(i)(7) of a facially neutral proposal requesting a report on the company’s process for identifying and prioritizing advocacy activities where the supporting statement focused on the company’s membership in the U.S. Climate Action Partnership and support of cap and trade legislation); *see also Netflix, Inc.* (Apr. 9, 2021) (permitting exclusion under Rule 14a-8(i)(7) of a facially neutral proposal requesting a report on corporate charitable contributions where the supporting statement referenced contributions to organizations that support social justice movements); *AT&T Inc.* (Jan. 15, 2021) (same); *Starbucks Corp.* (Dec. 23, 2020) (same); *The Walt Disney Co.* (Dec. 23, 2020) (same); *JPMorgan Chase & Co.* (Feb. 28, 2018) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting an annual report regarding charitable contributions where the supporting statement referred to contributions to specific organizations); *Pfizer Inc.* (Feb. 12, 2018) (permitting exclusion under Rule 14a-8(i)(7) of a facially neutral proposal seeking a report on human rights policies that focused on the company’s relationships with specific organizations); *Johnson & Johnson* (Jan. 31, 2018) (permitting exclusion under Rule 14a-8(i)(7) of a facially neutral proposal relating to “pressure campaigns from outside organizations” when the supporting statement referenced a particular organization); *PG&E Corp.* (Feb. 4, 2015) (permitting exclusion under Rule 14a-8(i)(7) of a proposal recommending the formation of a committee to determine the effect of charitable contributions to groups expressing a particular viewpoint); *The Home Depot, Inc.* (Mar. 18, 2011) (permitting exclusion under Rule 14a-8(i)(7) of a facially neutral proposal where the supporting statement made clear that the proposal related to charitable contributions to specific types of organizations); *BellSouth Corp.* (Jan. 17, 2006) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting that the board not make direct or indirect contributions to any legal fund defending a politician because it related to “contributions to specific types of organizations”).

Although the Proposal is facially neutral, the supporting statement and footnote citations to websites make it clear that the Proposal is targeting affiliation with ACC, AFPM and ALEC and with groups espousing pro-business perspectives more generally. The Staff has consistently permitted the exclusion of proposals as relating to ordinary business when the supporting statement indicates that there is a strong possibility that investors will interpret the proposal as a referendum on the Company’s continued participation in an organization (*i.e.*, where, as a practical matter, the proposal is reasonably likely to be interpreted as a request to disassociate from an organization or particular type of organization). Here, the supporting statement is focused on the Company’s participation in ACC and AFPM, which sheds light on the real purpose of the Proposal, as reflected in the supporting statement and websites referenced in the footnotes to the supporting statement — to target the Company’s association with certain organizations and types of organizations.

As the Staff recognized in *Walmart*, *Johnson & Johnson* (2023), *Johnson & Johnson* (2014), *PepsiCo*, *Netflix* and the other precedents referenced above, in circumstances where a facially neutral proposal is used to obscure the actual intent of the proposal, the proposal may be omitted from the company’s proxy materials as relating to its ordinary business operations. Although the Proposal’s resolved clause refers generically to lobbying by a “trade association or other organization of which

Huntsman is a member” and “any tax-exempt organization that writes and endorses model legislation,” the supporting statement refers exclusively to ACC, AFPM, CBC and ALEC, despite the fact that the Company is from time to time a member of many groups that engage in the legislative process for a wide variety of reasons. Nonetheless, the Proposal’s supporting statement focuses solely on ACC, AFPM and ALEC, while the website references contain widespread criticism of business groups and very limited discussion of other groups. This focus makes the Proposal analogous to the Staff’s precedents described above and distinguishes the Proposal from proposals where the Staff concluded that particular organizations or types of organizations were not singled out, resulting in a determination that the proposal was not excludable under Rule 14a-8(i)(7). *See, e.g., Wells Fargo & Co.* (Feb. 19, 2010) (denying relief for a proposal requesting a report on charitable contributions that addressed a broad range of groups with little or no connection to one another). Because the Proposal is directed at the Company’s association with specific organizations and types of organizations, the Proposal relates to the Company’s ordinary business operations and is properly excludable under Rule 14a-8(i)(7).

2. *The Proposal is Excludable Because it Relates to Specific Lobbying Activities Related to the Company’s Sustainable Chemistry Business Strategy.*

In addition to being excludable for targeting the Company’s association with specific organizations and types of organizations, the Proposal also is excludable under Rule 14-8(i)(7) because, as was the case in *Air Products*, it relates to specific lobbying activities, in particular those relating to the Company’s business strategy with respect to sustainable chemistry products and ACC’s lobbying efforts against the Packaging Reduction and Recycling Infrastructure Act.

The Proposal focuses on lobbying activities related to specific issues or activities, which makes the Proposal excludable under Rule 14a-8(i)(7) as related to the Company’s ordinary business operations. The Staff has consistently permitted exclusion under Rule 14a-8(i)(7) of shareholder proposals that are directed at specific lobbying activities in recognition of the fact that such actions are an inherent part of a company’s ordinary business operations that are not an appropriate topic for direct shareholder oversight. *See, e.g., Deere & Company* (Dec. 29, 2023) (described above); *Chevron Corporation* (Mar. 6, 2020) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requiring the company “to support legislators and legislation that promote significant climate action”); *The Goldman Sachs Group, Inc.* (Feb. 13, 2015) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that requested that the board adopt a set of public policy advocacy guidelines regarding any laws or regulations relating to corporate governance and accountability); *Bristol-Myers Squibb Company* (Jan. 29, 2013, recon. denied Mar. 12, 2013) (allowing for exclusion under Rule 14a-8(i)(7) of a lobbying proposal related to a specific law and disclosures regarding the company’s memberships in a professional associations); *PepsiCo, Inc.* (Mar. 3, 2011) (described above); *Bristol-Myers Squibb Company* (Feb. 17, 2009) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting a report on the company’s lobbying activities and expenses relating to Medicare Prescription Drug Plans (Part D) because it related to the company’s ordinary business operations); *Abbott Laboratories* (Feb. 11, 2009) (permitting exclusion under Rule 14a-8(i)(7) of a proposal on similar grounds); *General Motors Corporation* (Apr. 7, 2006) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting that the company lobby the U.S. government for stricter emissions standards because it would involve the company in the political or legislative process relating to an aspect of its operations).

The Proposal similarly addresses the Company’s ordinary business operations, namely lobbying related to legislation targeting key products the Company produces, and should therefore be

excluded pursuant to Rule 14a-8(i)(7) as relating to the Company's ordinary business operations. The supporting statement, including an article referenced in the footnotes to the supporting statement, reflects an incomplete view of the full impact of certain legislation proposed in the State of New York with respect to packaging products. Decisions regarding lobbying initiatives with respect to these matters require a detailed understanding of the Company's business, business model, strategy, operations (including technically complex information, tax incentives, and chemical processes, products and operations), regulatory environment and competitive conditions. As the Staff recognized in the precedents cited in the prior paragraph, the decision whether and in what manner to engage with governments and other stakeholders with respect to these projects constitutes the Company's ordinary business and therefore the Proposal is subject to exclusion under Rule 14a-8(i)(7).

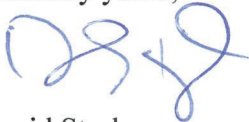
CONCLUSION

Based on the foregoing analysis, the Company respectfully requests that the Staff concur that the Company may exclude the Proposal from its 2025 proxy materials.

* * * * *

If the Staff disagrees with the Company's view that it can omit the Proposal, or should you require any additional information, we would welcome the opportunity to confer with the Staff concerning these matters prior to the final determination of the Staff's position. If the Staff has any questions regarding this request or requires additional information, please contact me at (281) 719-6494.

Sincerely yours,



David Stryker
Executive Vice President and General Counsel

Enclosure

cc: Christina M. Thomas
Kirkland & Ellis LLP

John Chevedden

Annex A

Information Required by the Proposal

Information Required by Shareholder Proposal	
Policies and Procedures Governing:	(1) Direct Lobbying - Local
	(2) Direct Lobbying - State
	(3) Direct Lobbying - Federal
	(4) Indirect Trade Association Lobbying - Local
	(5) Indirect Trade Association Lobbying - State
	(6) Indirect Trade Association Lobbying - Federal
	(7) Social Welfare Group Lobbying - Local
	(8) Social Welfare Group Lobbying - State
	(9) Social Welfare Group Lobbying-Federal
	(10) Indirect Other Organization Lobbying - Local
	(11) Indirect Other Organization Lobbying - State
	(12) Indirect Other Organization Lobbying -Federal
	(13) Grassroots Lobbying - Local
	(14) Grassroots Lobbying - State
	(15) Grassroots Lobbying-Federal
Recipient of Payments Used for or Made to:	(1) Direct Lobbying - Local
	(2) Direct Lobbying - State
	(3) Direct Lobbying - Federal
	(4) Indirect Trade Association Lobbying - Local
	(5) Indirect Trade Association Lobbying - State
	(6) Indirect Trade Association Lobbying - Federal
	(7) Social Welfare Group Lobbying - Local
	(8) Social Welfare Group Lobbying - State
	(9) Social Welfare Group Lobbying-Federal
	(10) Other Organization Lobbying - Local
	(11) Other Organization Lobbying - State
	(12) Other Organization Lobbying-Federal
	(13) Grassroots Lobbying - Local
	(14) Grassroots Lobbying - State
	(15) Grassroots Lobbying-Federal
	(16) Any Tax-Exempt Organization that Writes and Endorses Model Legislation
Amount Paid to Each Recipient Regarding:	(1) Direct Lobbying - Local
	(2) Direct Lobbying - State
	(3) Direct Lobbying - Federal
	(4) Indirect Trade Association Lobbying - Local
	(5) Indirect Trade Association Lobbying - State
	(6) Indirect Trade Association Lobbying - Federal
	(7) Social Welfare Group Lobbying - Local
	(8) Social Welfare Group Lobbying - State
	(9) Social Welfare Group Lobbying-Federal
	(10) Other Organization Lobbying - Local
	(11) Other Organization Lobbying - State
	(12) Other Organization Lobbying-Federal

	(13)	Grassroots Lobbying - Local
	(14)	Grassroots Lobbying - State
	(15)	Grassroots Lobbying-Federal
	(16)	Any Tax-Exempt Organization that Writes and Endorses Model Legislation
Management's Decision-Making Process for Making Payments Related To:	(1)	Direct Lobbying - Local
	(2)	Direct Lobbying - State
	(3)	Direct Lobbying - Federal
	(4)	Indirect Trade Association Lobbying - Local
	(5)	Indirect Trade Association Lobbying - State
	(6)	Indirect Trade Association Lobbying - Federal
	(7)	Social Welfare Group Lobbying - Local
	(8)	Social Welfare Group Lobbying - State
	(9)	Social Welfare Group Lobbying-Federal
	(10)	Other Organization Lobbying - Local
	(11)	Other Organization Lobbying - State
	(12)	Other Organization Lobbying-Federal
	(13)	Grassroots Lobbying - Local
	(14)	Grassroots Lobbying - State
	(15)	Grassroots Lobbying-Federal
	(16)	Any Tax-Exempt Organization that Writes and Endorses Model Legislation
Board Oversight for Making Payments Related to:	(1)	Direct Lobbying - Local
	(2)	Direct Lobbying - State
	(3)	Direct Lobbying - Federal
	(4)	Indirect Trade Association Lobbying - Local
	(5)	Indirect Trade Association Lobbying - State
	(6)	Indirect Trade Association Lobbying - Federal
	(7)	Social Welfare Group Lobbying - Local
	(8)	Social Welfare Group Lobbying - State
	(9)	Social Welfare Group Lobbying-Federal
	(10)	Other Organization Lobbying - Local
	(11)	Other Organization Lobbying - State
	(12)	Other Organization Lobbying-Federal
	(13)	Grassroots Lobbying - Local
	(14)	Grassroots Lobbying - State
	(15)	Grassroots Lobbying-Federal
	(16)	Tax-Exempt Organizations that Write Model Legislation

Exhibit A

Shareholder Proposal

Mr. David Stryker
Secretary
Huntsman Corporation (HUN)
10003 Woodloch Forest Drive
The Woodlands, Texas 77380
[REDACTED]

Dear Mr. Stryker,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial capitalization of our company.

This proposal is for the next annual shareholder meeting.

I intend to continue to hold the required amount of Company shares through the date of the Company's next Annual Meeting of Stockholders and beyond as is or will be documented in my ownership proof.

This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

Please assign the proper sequential proposal number in each appropriate place.

Please use the title of the proposal in bold in all references to the proposal in the proxy including the table of contents, like Board of Directors proposals, and on the ballot. If there is objection to the title please negotiate or seek no action relief as a last resort.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message to [REDACTED] it may very well save you from formally requesting a broker letter from me.

Please confirm that this proposal was sent to the correct email address for rule 14a-8 proposals. Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested." I so request.

Sincerely,


John Chevedden


Date

cc: Rachel Muir <[REDACTED]>
Ivan M Marcuse <[REDACTED]>

Resolved, shareholders request the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
2. Payments by Huntsman used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.
3. Huntsman’s membership in and payments to any tax-exempt organization that writes and endorses model legislation;
4. Description of management’s decision-making process and the Board’s oversight for making payments described above.

For purposes of this proposal, a “grassroots lobbying communication” is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. “Indirect lobbying” is lobbying engaged in by a trade association or other organization of which Huntsman is a member.

Both “direct and indirect lobbying” and “grassroots lobbying communications” include efforts at the local, state and federal levels.

The report shall be presented to the Audit Committee and posted on Huntsman’s website.

Supporting Statement

Full disclosure of Huntsman’s lobbying activities and expenditures is needed to assess whether its lobbying is consistent with its expressed goals and stockholder interests. Huntsman spent \$8 million from 2018 – 2023 on federal lobbying. Huntsman also lobbies at the state level, for example spending between \$101,080 – 283,060 on lobbying in Texas for 2023. Huntsman also lobbies abroad, spending between €100,000 – 199,999 on lobbying in Europe for 2022.

Companies can give unlimited amounts to third party groups that spend millions on lobbying and often undisclosed grassroots activity. These groups may be spending “at least double what’s publicly reported.”¹ Unlike peers Dow and Eastman Chemical, Huntsman fails to disclose its memberships in or payments to trade associations and social welfare groups, or the amounts used for lobbying, to stockholders. Huntsman belongs to the American Chemistry Council, American Fuel and Petrochemical Manufacturers and US-China Business Council, which spent \$22 million on federal lobbying for 2023.

Huntsman’s lack of disclosure presents reputational risk when its lobbying contradicts company public positions. For example, Huntsman supports full circularity and sustainable chemistry as part of its long-term sustainability aspirations, yet the American Chemistry Council spent over \$800,000 in New York lobbying against the Packaging Reduction and Recycling Infrastructure Act to cut plastic packaging by half over the next 12 years.² And while Huntsman does not belong to the controversial American Legislative Exchange Council (ALEC), which has pushed preemption legislation to deny municipalities the right to access courts,³ the American Chemistry Council and American Fuel and Petrochemical Manufacturers have reportedly backed ALEC’s anti-protest fossil fuel bills.⁴

Reputational damage stemming from these misalignments could harm stockholder value. Improved Huntsman lobbying disclosure will protect the reputation of Huntsman and preserve shareholder value.

¹ <https://theintercept.com/2019/08/06/business-group-spending-on-lobbying-in-washington-is-at-least-double-whats-publicly-reported/>.

² <https://citylimits.org/2024/03/07/chemical-industry-amps-up-lobbying-to-block-new-yorks-waste-reduction-bill/>.

³ <https://climateintegrity.org/news/view/new-report-documents-the-corporate-campaign-to-deny-municipalities-access-to-the-courts>.

⁴ <https://www.sierraclub.org/sierra/states-crack-down-environmental-activists>.

Notes:

“Proposal 4” stands in for the final proposal number that management will assign.

The proposal number and title at the top of proposal is the number and title intended for publication in the proxy and on the ballot – word for word with no added words or mixture of shareholder words with management words.

It is critically important that the proponent have control of the ballot title with no words added or subtracted from the title because the title of the proposal may be the only words a voting shareholder sees. If management disagrees then it has the option of negotiating now or asking for no action relief.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT.

Please arrange in advance in a separate email message regarding a meeting if needed.

The proponent intends to continue holding the same required amount of Company shares through the date of the Company’s 2025 Annual Meeting of Stockholders as is or will be documented in his ownership proof.

Please acknowledge this proposal promptly by email [REDACTED]

The color version of the below graphic is to be published immediately after the bold title line of the proposal at the top of the proposal and be center justified with the title.



FOR

***Shareholder
Rights***