



## COMPENSATION COMMITTEE CHARTER

**1. ORGANIZATION AND MEMBERSHIP.** The Board of Directors (the “**Board**”) of Ingevity Corporation (the “**Company**”) shall appoint from its members a Compensation Committee (the “**Committee**”). The Committee shall consist of three or more directors each of whom shall be a Qualified Compensation Committee Member (as defined in the corporate governance guidelines adopted by the Board (the “**Guidelines**”)).

The Committee shall meet the size, independence, experience and other requirements of applicable statutes, rules and regulations (“**Applicable Law**”), including those issued by the Securities and Exchange Commission (the “**SEC**”) and the New York Stock Exchange.

**2. PURPOSE.** The Committee shall assist the Board in fulfilling its responsibilities with respect to compensation of the Company’s executives and non-employee directors and oversight of matters relating to the Company’s equity compensation and employee benefits plans.

**3. DUTIES AND RESPONSIBILITIES.** The following shall be the principal duties and responsibilities of the Committee:

**(a) Executive and Director Compensation**

- Review and approve corporate goals and objectives relating to compensation of the Company’s Chief Executive Officer (“**CEO**”), evaluate the CEO’s performance in light of any such goals and objectives, and determine and approve the CEO’s compensation level based on any such evaluation. In determining the appropriateness of any element of the CEO’s compensation, the Committee shall consider the CEO’s total compensation, including realized and unrealized gains on prior equity awards, the size of any prior equity awards, the value of any perquisites, the actuarial value of pension or retirement plans, and the value of any potential severance or change in control payments. The Committee shall also consider, in determining the long term incentive component of CEO compensation, the Company’s performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.
- Except to the extent that the Committee elects to seek the approval of the Board with respect thereto, (1) review and approve goals, objectives and recommendations relating to compensation of Senior Executives (other than the CEO); and (2) approve the compensation for Senior Executives (other than the CEO). For such purposes, Senior Executives shall include all executive officers and other executives designated by the Committee.
- Except to the extent that the Committee delegates such responsibility to the CEO or elects to seek the approval of the Board with respect thereto, review and approve goals, objectives and recommendations relating to compensation of executives (other than the CEO or Senior Executives) submitted to the Committee by the CEO.
- Make recommendations to the Board with respect to compensation of the Company’s nonemployee directors.

**(b) Compensation Plans**

- Except to the extent that the Committee elects to delegate such authority with respect thereto to the CEO and other Senior Executives in a manner that is consistent with the terms of such plans and Applicable Law, adopt, amend and administer the Company's equity plans, cash based long term incentive compensation plans and non-qualified deferred compensation plans, participants in which deferred compensation plan may include the CEO, other Senior Executives and directors.
- Set the overall compensation strategy and compensation policies for the Company's executives and non-employee directors. The Committee shall have the authority to determine the forms and amount of compensation appropriate to achieve the Committee's strategic objectives, including salary, bonus, incentive or performance-based compensation, and equity awards. The Committee shall review its compensation strategy at least annually to assure that it supports the Company's objectives and stockholders' interests and that executives are being rewarded in a manner that is consistent with the Committee's strategy. Such review shall include a review of the Company's incentive compensation arrangements to confirm that incentive pay does not encourage inappropriate risk taking and periodic consideration of the relationship between risk management and incentive compensation. Also, the Committee shall consider whether the design of the executive compensation program facilitates the Company's ability to attract and retain high quality employees.
- Oversee the Company's compliance with the rules of the SEC regarding stockholder approval of certain executive compensation matters.

**(c) Reporting**

- Prepare the report from the Committee required by Applicable Law to be included in the Company's annual proxy statement, including the disclosure required by Item 407(e)(5) of Regulation S-K.
- Oversee the preparation of the compensation discussion and analysis for inclusion in the Company's annual proxy statement and annual report on form 10-K, and review and discuss the compensation discussion and analysis with management each year.

**(d) Other**

- Review and assess, at least annually, the adequacy of this Charter.
- Perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

**4. DELEGATION.** The Committee may from time to time delegate any of its duties and responsibilities to subcommittees of one or more members as the Committee may deem to be appropriate, in its sole discretion.

**5. RESOURCES.** The Committee shall have the power to conduct or authorize examinations into matters within the Committee's powers and responsibilities with full access to all books, records, facilities, and personnel of the Company as well as its internal accountants, lawyers and other staff and outside accountants, lawyers and other advisers. The Committee shall also have the

authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, independent legal counsel or other advisers. The Committee shall be directly responsible for the appointment, termination, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee.

The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration, all factors relevant to that person's independence from the Company's management, including the following: (1) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser; (2) the amount of fees received from Ingevity by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser; (3) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (4) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee; (5) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and (6) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company. The Committee is not required to conduct the independence assessment outlined in this paragraph with respect to (i) the Company's in-house legal counsel; and (ii) any compensation consultant, legal counsel or other adviser whose role is limited to (a) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of the Company's executive officers or directors and that is available generally to all salaried employees of the Company; or (b) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

**6. ANNUAL PERFORMANCE EVALUATION.** An annual evaluation shall be conducted in accordance with the Guidelines to determine whether the Committee is functioning effectively.

**7. COMMITTEE GOVERNANCE.** The Independent (as defined in the Guidelines) directors of the Board shall designate one member of the Committee to act as its chairperson (the "**Committee Chair**"). The Committee shall meet as scheduled by the Committee Chair or the Non-Executive Chairman of the Board, but not less frequently than three times each year. The Committee shall keep written minutes of its proceedings, which shall be filed with Board meeting minutes. A majority of the members of the Committee shall constitute a quorum for doing business. All actions shall be taken by a majority vote of the members of the Committee present at a meeting at which a quorum is present or by unanimous written consent. All other matters regarding Committee governance shall be administered in the same manner as provided with respect to governance of the Board or its committees in the Company's charter documents and Applicable Law or as otherwise provided by the Board.

The Committee shall regularly report its actions to the Board together with such recommendations as the Committee may deem appropriate.