



EXECUTIVE COMMITTEE CHARTER

1. ORGANIZATION AND MEMBERSHIP. The Board of Directors (the “**Board**”) of Ingevity Corporation (the “**Company**”) shall appoint from its members an Executive Committee (the “**Committee**”). The Committee shall consist of three or more directors, one of which will be Chairman. The Board may fill vacancies on the Committee and may remove a Committee member from the membership of the Committee at any time with or without cause.

2. PURPOSE. The purpose of the Committee is to provide for the exercise of certain powers of the Board between meetings of the Board where a full Board meeting is impractical or inconvenient, or is not warranted under the circumstances.

3. DUTIES AND RESPONSIBILITIES. In the intervals between meetings of the Board, the Committee shall have and shall exercise the powers of the Board in directing the management of the business and affairs of the Company, excepting:

- those matters which are expressly delegated to another committee of the Board of Directors;
- matters which, under the General Corporation Law of Delaware, the Company's Certificate of Incorporation or Bylaws, cannot be delegated by the Board to a committee.

The Committee may delegate to others in the Company authority with respect to directing the management of the usual and ordinary business affairs of one or more companies, divisions, departments or other business units within the Company.

The action of the Committee shall be reported to the Board of Directors at its next regular meeting and minutes of each meeting of the Committee shall be kept.

4. COMMITTEE MEETINGS AND ACTION.

- The Committee will meet at the call of its Chairman or the CEO.
- A majority of the Committee members will be a quorum for the transaction of business.
- The action of a majority of those present at a meeting at which a quorum is present will be the act of the Committee.
- Any action required to be taken at a meeting of the Committee will be deemed the action of the Committee without a meeting if all of the Committee members executed, either before or after the action is taken, a written consent and the consent is filed with the Corporate Secretary.
- The Committee Secretary (who will be the Corporate Secretary) will keep minutes of all Committee meetings, which will be available to all Board members.