



CODE OF BUSINESS CONDUCT AND ETHICS FOR THE BOARD OF DIRECTORS

Ingevity Corporation (“**Ingevity**”) has adopted this Code of Business Conduct and Ethics (this “**Code**”) for the members of its Board of Directors (the “**Board**”).

Directors who also serve as officers of Ingevity shall abide by this Code in addition to Ingevity’s Code of Business Conduct and Ethics for its employees, as well as its Code of Ethical Conduct for CEO and Senior Financial Officers, to the extent applicable.

To the best of his or her individual knowledge and ability, each member of the Board:

- Must act honestly and ethically in all matters involving Ingevity.
- Must handle ethically any actual or apparent conflicts between his or her private interests and the interests of Ingevity.
- Must disclose to Ingevity’s General Counsel any material transaction or relationship that could reasonably be expected to be or to give rise to a conflict of interest. If the General Counsel determines that a conflict of interest exists or potentially could arise from such a transaction or relationship, the General Counsel shall submit such transaction or relationship to the Nominating and Corporate Governance Committee (“Governance Committee”) of the Board. The Governance Committee shall determine whether to authorize such transaction or relationship.
- Must not compete with Ingevity, directly or indirectly, for business opportunities, even if such opportunities are not discovered through the use of Ingevity property or information or the director’s position. Notwithstanding the foregoing, if Ingevity’s disinterested directors determine that Ingevity will not pursue a particular opportunity that relates to Ingevity’s business, a director may then do so; provided, however, any such transaction or relationship constituting a conflict of interest will not be permitted unless it is authorized by the Governance Committee.
- Must endeavor to maintain the confidentiality of information regarding Ingevity acquired, from whatever source, in his or her capacity as director, except when disclosure is authorized by the Chief Executive Officer of Ingevity or required by laws or regulations.
- Must endeavor to deal fairly with customers, suppliers, competitors, employees and agents of Ingevity, and not to take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

- Must endeavor to assure responsible use and control of Ingevity's assets, resources, and information. Ingevity assets must be used only for legitimate business purposes, except in the rare case that a director is authorized by the Governance Committee or the Compensation Committee to utilize Ingevity assets for personal use.
- Must endeavor in connection with all actions taken by him or her on behalf of Ingevity to comply with all applicable governmental laws, rules, and regulations, including insider trading laws.
- Must perform responsibilities with a view to promoting full, fair, accurate, timely, and understandable disclosure by Ingevity in the reports and documents that it files with, or submits to, the SEC and in other public communications made by Ingevity.
- Must promptly report any violation of this Code or any other Ingevity code of conduct or ethics to Ingevity's General Counsel, unless the General Counsel is involved in the matter, then to the Chair of the Governance Committee.

Ingevity shall not, directly or indirectly, extend or maintain credit, or arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan or guarantee to or for any director of Ingevity, other than legally permissible expense advancements.

All directors are expected to adhere at all times to this Code. Amendments to this Code may be made by the Board of Directors. Waivers of any provision of this Code shall require the approval of the Board of Directors. The Company shall comply with all requirements of law and the New York Stock Exchange relative to disclosing any amendment to this Code or the approval of any waiver of any provision of this Code.