

CODE OF ETHICAL CONDUCT FOR CEO AND SENIOR FINANCIAL OFFICERS

PREFACE

In addition to the Ingevity Code of Conduct with which all employees and officers are required to adhere, Ingevity Corporation (“**Ingevity**”) has adopted this Code of Ethical Conduct (this “**Code**”) for its principal executive officer (the “**CEO**”), its principal financial officer (the “**CFO**”), and its principal accounting officer (the “**CAO**”), as well as any other senior executive and senior financial officers who may be specifically designated from time to time by the CEO (collectively, the “**Senior Officers**”).

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To the best of his or her individual knowledge and ability, the Senior Officers:

- Must act honestly and ethically.
- 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 Ingevity’s Board of Directors (the “**Board**”). The Governance Committee shall determine whether to authorize such transaction or relationship, and such officer shall abide by such determination.
- Must not, directly or indirectly, falsify or cause to be falsified, any book, record or account that reflects the transactions and dispositions of Ingevity’s assets.
- Must endeavor not to do either of the following to an accountant in connection with any audit, review or examination of the financial statements of Ingevity, or the preparation or filing of documents or reports, in each case that are required to be filed by Ingevity with the Securities and Exchange Commission (the “**SEC**”), all as contemplated by applicable law and any applicable rules and regulations adopted by the SEC (“**SEC Rules**”):
 - Make, or cause to be made, a materially false or misleading statement.
 - Omit to state, or cause any person to omit to state, any material fact necessary in order to make statements made, in light of the circumstances under which such statements were made, not misleading.
- Must endeavor not to directly or indirectly take any action to coerce, manipulate, mislead or fraudulently influence any independent public or certified public accountant engaged in the performance of an audit or review of Ingevity’s financial statements that are required to be filed with the SEC if that Senior Officer knew or should have known that such action, if successful, could result in rendering Ingevity’s financial statements materially misleading, as contemplated by applicable law and any applicable SEC Rules.

- Must endeavor in connection with all actions taken by them on behalf of Ingevity to comply with all applicable governmental laws, rules, and regulations.
- Must perform responsibilities with a view to promoting full, fair, accurate, timely and understandable disclosure by Ingevity in the reports and document that Ingevity files with, or submits to, the SEC and in other public communications by Ingevity.
- Must endeavor to maintain the confidentiality of information regarding Ingevity acquired in the course of his or her employment, except when disclosure is authorized by the Chief Executive Officer of Ingevity or any other appropriate officer or required by laws or regulations.
- Must endeavor to assure responsible use of and control of Ingevity's assets, resources and proprietary information.
- 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 violation, then to the Chair of the Governance Committee.

All Senior Officers are expected to adhere at all times to this Code. Failure to comply with this Code is a serious offense and will result in appropriate disciplinary action. Each of the Board and the Governance Committee shall have authority to independently approve, in its sole discretion, any amendment to this Code and any waiver of any provision of this Code. Ingevity shall promptly disclose, to the extent and in the manner required by any applicable law or New York Stock Exchange listing standard, the nature of any amendment to this Code (other than technical, administrative, or other non-substantive amendments) and the approval of any waiver of any provision of this Code and any failure to take action within a reasonable period of time regarding any waiver of or material departure from a provision of this Code that has been made known to an Ingevity executive officers (as defined by applicable SEC Rules).