



## NOMINATING AND GOVERNANCE COMMITTEE CHARTER

**1. ORGANIZATION AND MEMBERSHIP.** The Board of Directors (the “**Board**”) of Ingevity Corporation (the “**Company**”) shall appoint from its members a Nominating and Governance Committee (the “**Committee**”). The Committee shall consist of three or more directors each of whom shall be Independent (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 and New York Stock Exchange.

**2. PURPOSE.** The Committee shall assist the Board in fulfilling its corporate governance responsibilities, including, without limitation, with respect to identifying and recommending qualified candidates for the Board and its committees; overseeing the evaluation of the effectiveness of the Board and its committees; reviewing matters on corporate governance, including trends and current practices and developing and recommending Guidelines and other governance policies and procedures.

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

### (a) Corporate Governance Guidelines

- Develop and recommend the Guidelines and other corporate governance policies and procedures and any changes thereto that the Committee considers appropriate.
- Review and make recommendations regarding corporate governance proposals by stockholders.

### (b) Board Composition and Procedures

- Maintain a Board succession plan and lead the search for potential director candidates. Evaluate and recommend candidates for the Board consistent with the Membership Criteria (as defined in the Guidelines), including incumbent directors whose terms are expiring and potential new directors. Assist in the process of attracting qualified director nominees. Evaluate and recommend changes to the size, composition and structure of the Board and its committees. Evaluate and recommend directors for nomination to each of the Board’s committees. Evaluate and recommend any changes to the Membership Criteria, Committee Criteria (as defined in the Guidelines) and the charters of the Board’s committees that the Committee considers appropriate.
- Consider whether the qualifications of individual directors meet regulatory concepts such as “independent”, “non-employee” or “outside” director and “audit committee financial expert.”

- Review the qualifications of Board members and their suitability for continued service and also undertake such review with respect to any director at any time he or she changes employment or profession, suffers a relevant deterioration in health, or undergoes any other significant alteration in circumstances which may impact his or her Board service.
- Develop and recommend to the Board and, when approved by the Board, oversee an annual self-evaluation process for the Board and its committees in accordance with the Guidelines and recommend to the Board any changes to the process that the Committee considers appropriate.
- Recommend to the Board from time to time such changes to the size of the Board or any committee thereof as the Committee considers necessary or desirable.
- Recommend to the Board from time to time the establishment of any new committees of the Board as the Committee considers necessary or desirable.

**(c) Codes of Business Conduct and Ethics**

- Evaluate recommendations by management to adopt or amend codes of business conduct and ethics and to recommend to the Board such codes that the Committee considers necessary to comply with Applicable Law or otherwise appropriate.
- Evaluate periodically all codes of business conduct and ethics adopted by the Board and recommend any changes that the Committee considers necessary to comply with Applicable Law or otherwise appropriate.
- With respect to any code of business conduct and ethics adopted by the Board, review and either approve or recommend to the Board for approval: (1) any waiver of or material departure from a provision thereof by any director, any executive officer, or, solely with respect to the Company's Code of Ethical Conduct for CEO and Senior Financial Officers, any senior financial officer that is subject to such code, and (2) any proposed disciplinary action for any such material departure that is not approved by the Board or the Committee.

**(d) Other**

- Review and assess, at least annually, the adequacy of this Charter.
- Review related party transactions and make recommendations to the Board with respect to the appropriateness of such transactions.
- Recommend such orientation and education procedures for directors as the Committee considers appropriate.
- 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 to engage and compensate such independent counsel and other consultants as the Committee deems necessary to carry out its duties and responsibilities. In particular, the Committee shall have sole authority to engage and terminate search firms and other advisers to assist in the identification and evaluation of director candidates and to approve the fees and retention terms of such search firms and consultants. No Board approval shall be required for any Committee expenditure.

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

**7. COMMITTEE GOVERNANCE.** The 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. 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 Ingevity’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.