



INGEVITY CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

(As adopted by the Board of Directors effective as of April 28, 2026)

I. Purpose

The Nominating and Governance Committee (the “**Committee**”) shall assist the Board of Directors (the “**Board**”) of Ingevity Corporation (the “**Company**”) in fulfilling the Board’s responsibilities 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,
- developing and recommending Corporate Governance Guidelines (the “**Guidelines**”) and other governance policies and procedures,
- reviewing and evaluating codes of business conduct and/or ethics adopted by the Board,
- overseeing the Company’s environmental health and corporate social responsibility programs, and
- overseeing risks related to the Company’s cybersecurity program.

II. Membership and Meetings

A. Membership

1. The Committee shall consist of three or more directors appointed by the Board, each of whom shall be Independent (as defined in the Guidelines).
2. Members of the Committee may be replaced or removed by the Board at any time, with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal from the Committee.
3. The Board shall further designate one member of the Committee to act as its chairperson (the “**Committee Chair**”).
4. The Committee shall meet the size, independence, experience and other requirements of applicable statutes, rules and regulations, including those issued by the Securities and Exchange Commission and New York Stock Exchange.

B. Meetings



1. The Committee shall meet as scheduled by the Committee Chair or the Chair of the Board, but not less frequently than twice annually.
2. The Committee shall keep written minutes of its proceedings, which shall be filed with Board meeting minutes.
3. 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 organizational documents and applicable law.
4. The Committee shall regularly report its actions to the Board together with such recommendations as the Committee may deem appropriate.

III. Duties and Responsibilities

The following shall be the principal duties and responsibilities of the Committee:

A. Board Composition and Procedures

1. Maintain a Board succession plan and lead the search for potential director candidates.
2. Identify, evaluate and recommend candidates for the Board, consistent with the Membership Criteria (as defined in the Guidelines), for election at annual meetings and to fill new positions or vacancies on the Board.
3. Consider director candidates recommended by the Company's stockholders, provided that such stockholder recommendations are made in compliance with all applicable laws, rules and regulations, and such recommendations comply with the provisions of the Company's certificate of incorporation, bylaws and governance policies relating to director candidates nominated or recommended by the Company's stockholders.
4. Evaluate and recommend directors for nomination to each of the Board's committees.
5. 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.
6. Consider whether the qualifications of individual directors meet regulatory concepts such as "independent", "non-employee" or "outside" director and "audit committee financial expert."
7. 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.

8. Evaluate and recommend changes to the size, composition and structure of the Board and its committees as the Committee considers necessary or desirable.
9. Recommend to the Board from time to time the appropriate committee structure, including establishment of any new committees of the Board, as the Committee considers necessary or desirable.
10. 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.

B. Corporate Governance and Guidelines

1. Review annually the Guidelines and their application, and recommend any changes deemed appropriate by the Committee to the Board for its consideration.
2. Oversee the Company's corporate governance practices, including reviewing and recommending to the Board for approval any changes to the Company's corporate governance framework.
3. Review stockholder proposals submitted to the Company and recommend to the Board the Company's proposed response to such proposals.
4. Review the disclosure included in the Company's proxy statement regarding the Company's director nomination process and other corporate governance matters.

C. Codes of Business Conduct and Ethics

1. Evaluate recommendations by management to adopt or amend the Codes of Ethics (as defined in the Guidelines) and recommend to the Board such codes or amendments the Committee considers appropriate and/or necessary to comply with applicable law.
2. Evaluate periodically the Code of Conduct adopted by the Board and recommend any changes to the Code of Conduct that the Committee considers appropriate and/or necessary to comply with applicable law.
3. With respect to any Code of Conduct adopted by the Board, review and either approve or recommend to the Board for approval: (a) any waiver of or material departure from a provision thereof by any director, any executive officer, or, any senior financial officer that is subject to such code; and (b) any proposed disciplinary action for any such material departure that is not approved by the Board or the Committee.



D. Environmental Health, and Corporate Social Responsibility

1. Oversee and review the Company's integration of environmental and corporate social responsibility principles into its business strategy and decision making.
2. Oversee and review the Company's environmental health program, and its policies and procedures, and monitor performance with respect to environmental health, including monitoring progress against goals and program objectives.
3. Oversee and review the Company's performance against select external sustainability indices.
4. Oversee and review the periodic sustainability materiality assessment refreshes and the impact on the Company's sustainability priorities.
5. Oversee and review the Company's policies, procedures, and performance relating to matters affecting certain aspects of its corporate social responsibility initiatives, including community engagement and community giving.
6. Review the Company's Sustainability Report.

E. Cybersecurity

1. Oversee and review the Company's cybersecurity program and its policies and procedures, and monitor performance relating to matters affecting cybersecurity risk exposure and mitigation.

D. General

1. Periodically, but no less than annually, review and reassess the adequacy of this Charter, and recommend to the Board amendments to this Charter as the Committee deems appropriate.
2. Review related party transactions and make recommendations to the Board with respect to the appropriateness of such transactions.
3. Recommend such orientation and education procedures for directors, both new and continuing, as the Committee considers appropriate.
4. Perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

IV. Resources

The Committee shall have the power to conduct or authorize examinations into any matters within the Committee's scope of responsibilities with full access to all books, records, facilities, and personnel of



the Company as well as the Company's internal accountants, lawyers and other staff and outside accountants, lawyers and other advisers (collectively, "**Corporate Records**"). Information obtained during the course of a Committee member's review of Corporate Records is considered confidential information and shall not be disclosed, shared or otherwise communicated to any person outside the Company (other than the Company's accountants, lawyers or other outside advisers) without the prior approval of the Board. The Committee shall also have the authority to engage, terminate and compensate such independent counsel and other advisers, as the Committee deems necessary to carry out its duties and responsibilities. In particular, the Committee shall have the sole authority to engage and terminate search firms and other advisors 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 associated with the Committee discharging its duties and responsibilities. Further, the Company shall provide for appropriate funding, as determined by the Committee, for payment of (a) reasonable compensation to any consultant, independent legal counsel or advisers employed by the Committee in accordance with this Charter and/or (b) the ordinary administrative expenses of the Committee that are necessary or appropriate to carry out its duties.

V. Annual Performance Evaluation

The Committee shall conduct an annual evaluation (in accordance with the Guidelines and applicable law) of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.