



## INGEVITY CORPORATION

### SUSTAINABILITY & SAFETY COMMITTEE CHARTER

(As adopted by the Board of Directors effective as of July 24, 2023)

#### I. Purpose

The Sustainability & Safety Committee (the “**Committee**”) shall assist the Board of Directors (the “**Board**”) of Ingevity Corporation (the “**Company**”) in fulfilling certain responsibilities regarding sustainability and safety matters, including its oversight responsibilities regarding the environment, corporate social responsibility, and sustainability; employee, public, process, and product safety; and community engagement.

#### II. Membership and Meetings

##### A. Membership

1. The Committee shall consist of three (3) or more directors appointed by the Board, each of whom shall be Independent (as defined in the Company’s Corporate Governance 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**”).

##### B. Meetings

1. The Committee shall meet as scheduled by the Committee Chair or the Chair of the Board, but not less frequently than three (3) times 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. Environmental, Corporate Social Responsibility, and Sustainability**

1. Oversee and review the Company's integration of economic, environmental, and social principles into its business strategy and decision making.
2. Review and monitor the Company's policies, procedures, and performance with respect to its environmental, corporate social responsibility, and sustainability programs, including environmental, social and governance goals and program development objectives, and progress toward achieving those goals and objectives.
3. Review the Company's annual Sustainability Report.
4. Make such recommendations to the Board regarding environmental, corporate social responsibility, and sustainability matters as the Committee may deem appropriate, including review of sustainability priorities through periodic materiality refreshes.

#### **B. Employee, Public, Process and Product Safety**

1. Review and monitor the Company's policies, procedures and performance relating to matters affecting employee, public, process, and product safety.
2. Make such recommendations to the Board regarding employee, public, process, and product safety as the Committee may deem appropriate.

#### **C. Community Engagement**

1. Review and monitor the Company's policies, procedures, and performance relating to matters affecting community engagement.
2. Make such recommendations to the Board regarding community engagement matters as the Committee may deem appropriate.

#### **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. Keep current with emerging issues and regulations related to sustainability matters.
3. 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 duties and responsibilities with full access to all books and records of the Company, facilities, and personnel of the Company as well as the Company's internal and outside accountants, attorneys, and other advisors (collectively, "**Corporate Records/Personnel**"). Information obtained during the course of a Committee member's review of Corporate Records/Personnel 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, and other outside advisors) without the prior approval of the Board. The Committee shall also have the authority to engage, terminate, and compensate such independent legal counsel and other advisors as the Committee deems necessary to carry out its duties and responsibilities. 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 advisors engaged or employed by the Committee in accordance with this Charter, and (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 Company's Corporate Governance 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.