



**AMENDED AND RESTATED
AUDIT COMMITTEE CHARTER
Effective April 24, 2019**

1. ORGANIZATION AND MEMBERSHIP. The Board of Directors (the “**Board**”) of Ingevity Corporation (the “**Company**”) shall appoint from its members an Audit Committee (the “**Committee**”). The Committee shall consist of three or more directors each of whom shall be a Qualified Audit Committee Member (as defined in the corporate governance guidelines adopted by the Board (the “**Guidelines**”)) and one of whom shall be the NYSE Qualified Audit Committee Member (as defined in 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 the New York Stock Exchange.

2. PURPOSE. The Committee shall assist the Board in fulfilling its responsibilities with respect to the oversight and evaluation of:

- The integrity of the Company’s financial statements.
- The Company’s system of internal control over financial reporting.
- The performance of the Company’s internal audit function.
- The independence, qualifications and performance of the Company’s independent auditor.
- The Company’s system of compliance with legal and regulatory requirements.
- The preparation of the Audit Committee Report for the Company’s proxy statement
- The Company’s financial management and resources as may be requested by the Board or management
- Specific financial strategy initiatives as requested by the Board

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

(a) Integrity of Financial Statements

- Provide oversight of the Company’s financial reporting process, which shall include the following:
 - Review management’s processes for ensuring the integrity of the Company’s financial statements.
 - Discuss with management and the independent auditor the Company’s annual audited financial statements and quarterly financial statements, including disclosure under the heading “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and, with respect to the annual audited financial statements, recommend to the Board whether such financial statements should be included in the Company’s Form 10-K.
 - Discuss the Company’s earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies. The Committee may perform this responsibility generally by discussing the types of information to be disclosed and the type of presentation to be made. The Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance.
 - Review with the independent auditor any audit problems or difficulties the auditor may have encountered during the course of performing the audit and management’s response.
 - Regularly meet separately with management, the internal audit department and the independent auditor.

(b) System of Internal Control Over Financial Reporting

- Review periodically management’s assessment of the effectiveness of the Company’s internal control over financial reporting and any related attestation report prepared by the independent auditor.
- Review any significant issues as to the adequacy of internal control over financial reporting, as well as any special audit steps adopted in connection with any significant deficiencies or material weaknesses related thereto and any disclosures concerning changes in internal control over financial reporting.
- Review disclosures made to the Committee by the Company’s CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal control or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company’s internal controls over financial reporting.

(c) Performance of Internal Audit Function

- Review and approve the internal audit department’s responsibilities, activities, budget and staffing.
- Review the effectiveness of the internal audit function, including compliance with professional standards.

(d) Independence, Qualifications and Performance of Independent Auditor

- Directly appoint, compensate, retain, and oversee the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. Resolve disagreements between management and any such registered public accounting firm regarding financial reporting. Each such registered public accounting firm shall report directly to the Committee.
- At least annually, obtain and review a report by the independent auditor describing each of the following:
 - The firm’s internal quality-control procedures.
 - Any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues.
 - All relationships between the independent auditor and the Company, other material communications between the independent auditors and management (such as any management letter), a schedule of significant deficiencies and material weaknesses in internal controls and a schedule of unadjusted differences.
- At least annually, evaluate the independent auditor’s independence, qualifications and performance and present the findings thereof to the Board.
- Review and pre-approve, in accordance with Applicable Law, any engagement of the independent auditor to provide audit, review, or attest services or non-audit services and the fee arrangements for any such services.
- Consider reports from the independent auditor on:
 - The Company’s critical accounting policies and practices.
 - All alternative treatments of financial information permitted within Generally Accepted Accounting Principles (“GAAP”) related to material items that have been discussed with management, including the ramifications of the use and disclosure of such treatments as well as the treatment preferred by the independent auditor.
 - Other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted audit differences.
 - Any other matters related to the conduct of the audit that are required to be communicated to the Committee under GAAP or under Applicable Law.

- Set and monitor compliance with policies regarding the hiring by the Company of any employee and former employee of the independent auditor.
- Obtain from the independent auditor assurance that it will inform the Company’s management concerning any information coming to the auditor’s attention indicating that an illegal act has or may have occurred, and assure that such information has been conveyed, as appropriate, to the Committee.
- Review and discuss with the independent auditors the matters required to be discussed by Auditing Standard No. 16, *Communications with Audit Committees*, as adopted by the Public Company Accounting Oversight Board and amended from time to time.

(e) Risk Review and System of Compliance

- Review the Company’s disclosure controls and procedures, and management’s assessment thereof.
- Review the Company’s policies with respect to risk assessment and risk management.
- Review the Company’s major financial risk exposures and the steps that management has taken to monitor and control such exposures.
- Review any off-balance sheet transactions, special purpose entities and transactions by and between affiliated companies (other than transactions by and between wholly- owned entities).
- Review the Company’s major data, information technology, and cyber security risk exposures and the steps that management has taken to monitor and control such exposures.
- Review and approve as appropriate the Company’s election of the “end user” exemption for derivative transactions under the Dodd-Frank Wall Street Reform and Consumer Protection Act.
- Review the Company’s legal and regulatory compliance and compliance with the Ingevity Code of Business Conduct and Ethics.
- Review with the Company’s counsel any legal matters that could have a significant impact on the Company’s financial statements.
- Review the Company’s procedures for (1) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and (2) the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

(f) Reporting

- Prepare the report from the Committee required by Applicable Law to be included in the Company’s annual proxy statement, including the disclosure required by Item 407(d)(3)(i) or Regulation S-K.

(g) Financial Management and Resources as may be requested by the Board or Management

Ensure that the following items are reviewed by the Board and/or the Committee; if the Committee shall undertake the initial review, the Chair shall report the results of such review to the Board and where Board action is to be taken, the Committee may make recommendations stemming from its review:

- The Company’s proposed capital budget, including expected financing approaches.
- Management’s assessment of the Company’s capital structure, including dividend policies and stock repurchase programs, debt capacity and liquidity.
- Procedures established by management to monitor debt-related covenant compliance and the effect of covenants on the Company’s capital structure.
- Financing and liquidity initiatives.
- The Company’s debt ratings, its discussions with the credit agencies and bank credit arrangements.
- Investor relations activities.

(h) Other

- Review and assess, at least annually, the adequacy of this Charter.

- Perform any other duties or responsibilities delegated to the Committee by the Board from time to time.
- While the Committee has the responsibilities and powers set forth in this Charter, management of the Company is responsible for preparing the Company's financial statements, and the independent auditors are responsible for auditing those financial statements.

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 any matters within the Committee's 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. 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. No Board approval shall be required for any Committee expenditure. Further, the Company shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of any of the following:

- Compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company.
- Compensation to any advisers employed by the Committee in accordance with this Charter.
- The ordinary administrative expenses of the Committee that are necessary or appropriate to carry out its duties.

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

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 Chairman of the Board, but not less frequently than quarterly after the end of each fiscal quarter. The Committee shall also meet regularly in executive session without management present. 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 member 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 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.