



INGEVITY CORPORATION

SUSTAINABILITY & SAFETY COMMITTEE CHARTER

(As adopted by the Board of Directors effective as of December 16, 2024)

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 safety matters and certain aspects of sustainability, including its oversight responsibilities regarding (i) environmental health and corporate social responsibility; (ii) employee, public, process, and product safety; and (iii) oversight of risks related to the Company’s cybersecurity program.

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 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.

B. Employee, Public, Process and Product Safety

1. Oversee and review the Company's safety programs and its policies and procedures and monitor performance relating to matters affecting employee, public, process, and product safety.

C. 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. Other

1. Review the Company's Annual Sustainability Report
2. Make such recommendations to the Board regarding environmental health, safety, corporate social responsibility, and cybersecurity matters as the Committee may deem appropriate,
3. 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.
4. Keep current with emerging issues and regulations related to sustainability, corporate social responsibility, safety and cybersecurity matters.
5. Perform any other duties or responsibilities delegated to the Committee by the Board from 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.