



Ingevity Corporation Stock Ownership Guidelines
(revised April 23, 2024)

- **Purpose:** To further align the interests of the Company’s senior executives and non-employee directors, certain designated executives and non-employee directors are expected to acquire and retain shares of the Company’s common stock having a value equal to that set forth in the table below on page two (2).
- **Time Period:** Designated executives and non-employee directors shall have five (5) years from the date of their respective appointment or election (or the date these guidelines were initially adopted, July 25, 2016) whichever is later, to attain the applicable ownership levels. The Talent and Compensation Committee (the “Committee”) may extend the period of time of these ownership levels in appropriate circumstances, including but not limited to hardship or extenuating circumstances on a case by case basis.
- **Shares counted:** For purposes of these guidelines, a designated executive and/or non-employee director’s stock ownership shall include the following:
 - Shares purchased in the open market;
 - Shares held jointly with, or separately by the executive, non-employee director or an immediate family member (spouse/or dependent children);
 - Shares held in trust for the executive, non-employee director or immediate family member;
 - Shares held through any Company sponsored plan such as an employee stock purchase plan, or qualified savings plan;
 - Shares owned through the exercise of stock options; and
 - Vested or unvested restricted stock units (“RSUs”) (including deferred stock units (“DSUs”); for the avoidance of doubt, unvested performance-based restricted stock units and/or shares (“PSUs”) and vested but unexercised stock options are not included.
- **Holding Requirement:**
 - During the initial five (5) year guideline period, a designated executive or non-employee director must hold fifty percent (50%) of his or her net shares gained from the settlement of any RSUs, DSUs or PSUs until the applicable guideline is met.
 - If the applicable guideline is not met within the five (5) year guideline period by the designated executive or non-employee director, then the designated executive or non-employee director must hold 100% of his or her net shares gained from the



settlement of any RSUs, DSUs or PSUs until he or she meets the applicable guideline.

- **Annual Compliance Review:** The Committee shall review annually the progress made by executives and non-employee directors covered by these stock ownership guidelines. Such review will be conducted with a valuation of the executive's or non-employee director's holdings based on the closing price of the Company's common stock as reported on the New York Stock Exchange measured on December 31st each calendar year.
- **Responsibility to Comply:** The responsibility to comply with these stock ownership guidelines rests solely with the designated executive or non-employee director. Failure to comply may result in certain disciplinary action as determined by the Committee in its sole discretion. Notwithstanding this provision, once the stock ownership requirement is met, a year-over-year decrease in the Company's common stock price shall not in and of itself cause a violation of these guidelines, however such designated executive or non-employee director shall not sell or transfer any shares of the Company's common stock until the threshold has again been achieved.

The Committee shall have the discretion to determine whether an exception should be made in the case of any designated executive or non-employee director who, due to his or her unique financial circumstances, would incur an undue hardship by complying with these stock ownership guidelines.

- **Stock Ownership Guidelines are as follows:**

Designated Executive/Director	Stock Ownership Requirement
Non-Employee Director	5 times Annual Retainer
Chief Executive Officer	5 times Base Salary
Chief Financial Officer and Executive Vice-Presidents	3 times Base Salary
Senior-Vice Presidents	2 times Base Salary