

# **Ingredion Incorporated**

## **Corporate Governance and Nominating Committee Charter**

### **PURPOSE:**

The purpose of the Corporate Governance and Nominating Committee (“Committee”) of the Company’s Board of Directors (“Board”) is as follows:

- to identify individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board either the appointment of such individuals to the Board or their nomination for election at a meeting of shareholders;
- to develop, periodically review and recommend to the Board a set of corporate governance principles applicable to the Company;
- to otherwise take a leadership role in shaping the corporate governance of the Company;
- to oversee shareholder engagement activities with respect to governance-related matters; and
- with respect to product safety and quality, to provide oversight, and to assist the Board to provide oversight, of the Company’s compliance with legal and regulatory requirements related to the safety and quality of products developed, processed, manufactured, marketed, distributed and sold by the Company.

### **MEMBERSHIP:**

The Committee shall consist of a minimum of three Directors, each of whom shall be an “independent director” under the Corporate Governance Standards of the New York Stock Exchange and shall otherwise satisfy the requirements for Corporate Governance and Nominating Committee service imposed by such Corporate Governance Standards.

Members of the Committee and the Chairman of the Committee shall be appointed by the Board at its meeting following the Company’s Annual Meeting of Shareholders and shall serve until their successors shall be duly elected and qualified or until their earlier death, resignation, retirement, removal or disqualification. A Committee member shall be automatically removed without further action of the Board if the member ceases to be a Director of the Company or is found by the Board to no longer satisfy the eligibility requirements for membership on the

Committee set forth above. A Committee member may otherwise be removed or replaced by a vote of the Board.

## **RESPONSIBILITIES:**

The responsibilities of the Committee are as follows:

### **In relation to selection of Directors:**

- develop and periodically review the experience profile, including independence, and tenure of incumbent Directors;
- develop, recommend to the Board for approval and periodically review the selection criteria, including independence standards, for new Directors;
- identify, interview and recruit candidates who meet the selection criteria and recommend such candidates to the Board for nomination or appointment;
- consider qualified Director candidates proposed by stockholders for recommendation to the Board for nomination;
- propose to the Board, at the Board's first meeting after each Annual Meeting of Shareholders or as soon thereafter as may be feasible, the assignment of Directors to each committee of the Board and the Chairman of each committee; and
- propose to the Board Directors qualified candidates to fill any vacancies on committees of the Board.

### **In relation to other corporate governance matters:**

- recommend action to be taken by the Board with respect to any resignation tendered by a Director under the Board's Director resignation policy;
- recommend removal by the Board of any member of a committee of the Board, as may be warranted;
- review the size, structure and organization of the Board and its committees (including authority to delegate to subcommittees) and the flow of information to and within the Board;
- annually review the Charters of each of the committees of the Board;
- establish criteria for the evaluation of Board performance and effectiveness and oversee the annual Board evaluation;
- establish performance parameters for Directors and review the performance of incumbent Directors;

- annually conduct a preliminary review of the independence of all Directors and of the financial literacy and expertise of Audit Committee members;
- make recommendations regarding director orientation and continuing education as the Committee deems appropriate;
- oversee the evaluation of management;
- periodically review and propose any amendments to the Company's Certificate of Incorporation and By-laws;
- oversee Environmental, Social and Governance (ES&G) matters;
- oversee the Company's sustainability and social responsibility programs;
- in conjunction with the Chairman of the Board, review stockholder proposals and recommend Board responses thereto;
- oversee shareholder engagement activities with respect to governance-related matters;
- receive periodic reports from the General Counsel regarding legal, regulatory and intellectual property issues;
- periodically review and propose any amendments to the Company's Corporate Governance Principles;
- oversee the Company's business conduct and anti-corruption compliance program and annually review the Company's compliance with its Code of Conduct and recommend changes if necessary;
- review the status of any significant governmental or other inquiry or investigation that is not related to the Company's financial statements or the financial reporting process;
- review the Company's product recall procedures;
- review and make recommendations to the Board with respect to any other corporate governance matters as the Committee deems appropriate; and
- perform an annual self-evaluation of the Committee and report its findings to the full Board.

**In relation to corporate communications:**

- review crisis management organization and implementation;
- review corporate communications programs; and

- review investor relations programs.

**In relation to product safety and quality:**

- oversee the Company's controls, policies, procedures, systems and practices (compliance programs) in effect from time to time to promote compliance with laws and regulations related to product safety and quality and applicable to the Company, its facilities and its operations in the United States and each other relevant jurisdiction in respect of the development, processing, manufacturing, marketing, distribution and sale of the Company's products, including the Food, Drug and Cosmetic Act of 1938, as amended, and the regulations thereunder;
- ensure, in connection with such oversight, that adequate reporting processes, including escalation protocols, exist to provide the Committee and the Board in a timely manner with information sufficient to enable them to monitor and assess the operation and effectiveness of the Company's compliance programs and to address product safety and quality compliance issues that may arise from time to time;
- review internal and external information, based on criteria to be developed by the Committee, required to evaluate the operation and effectiveness of the Company's compliance programs, including, as applicable, information contained in or resulting from self-audits and other internal compliance assessments, results of product, environmental and other tests, third-party audits, reports of governmental inspections, inquiries and investigations, warning letters or other administrative action threatened or pursued by the Food and Drug Administration or other governmental bodies, lawsuits or other legal proceedings initiated against the Company, customer complaints and product recalls;
- oversee procedures for the receipt, retention and treatment of complaints received by the Company regarding product safety or quality and the operation of the Company's compliance programs, including procedures for the confidential, anonymous submission of such complaints by employees of the Company or its affiliates;
- review with the General Counsel all legal and regulatory actions by governmental bodies or other third parties related to product safety or quality that are threatened or initiated against the Company and that, in the Committee's judgment, could have a material adverse effect on the Company's business, financial condition, assets or operating results;
- coordinate with the Audit Committee of the Board regarding the foregoing matters as appropriate in connection with the Audit Committee's fulfillment of its responsibilities regarding risk assessment and risk management; and

- assist the Board with the Board's oversight of product safety and quality and, in connection therewith and without limitation, report to the Board regarding (a) the Committee's assessments relating to the foregoing matters, (b) any recommendations by the Committee regarding action by the Board with respect to any existing or potential instances of material noncompliance with applicable legal and regulatory requirements and (c) any recommendations by the Committee regarding enhancements to the Company's compliance programs for approval by the Board.

#### **STRUCTURE AND OPERATION:**

- The Committee shall meet at least four times a year and at such other times as the Chairman of the Committee deems advisable.
- The Committee shall meet in executive session with the Company's Corporate Compliance Officer as often as it deems appropriate.
- The Committee shall meet in executive session without the presence of management as often as it deems appropriate.
- The Chairman of the Committee shall report to the Board, at each meeting of the Board following a meeting of the Committee, on the matters considered.
- The Company shall make available a copy of this Charter on or through the Company's website.
- The Committee may, at its discretion, delegate all or a portion of its duties and responsibilities to subcommittees, as it deems necessary or desirable, provided that any such subcommittee is composed entirely of members of the Committee and any action taken by such subcommittees will subsequently be reported to the Committee and ratified, as required.

#### **RESOURCES AND ADVISERS:**

- The Committee shall have the resources and authority to obtain advice and seek assistance from internal and external legal, accounting and other advisers. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of compensation to any such external advisers, as well as for ordinary administrative expenses that are necessary or appropriate in carrying out the Committee's duties.
- The Committee shall have the sole authority to select, retain and terminate independent legal counsel and other outside advisers and consultants, including any search firm used to identify Director candidates, to assist in discharging its duties and the sole authority to approve the fees and other retention terms of such advisers or consultants.

**Nothing contained in this Charter is intended to alter or impair the operation of the “business judgment rule” as interpreted by the courts under Delaware law. Further, nothing contained in this Charter is intended to alter or impair the right of the members of the Committee to rely, in discharging their oversight role, on the books and records of the Company and on other information presented to the Committee, the Board or the Company by its officers or employees or by outside experts.**

Amended and restated as of February 9, 2021