



Ingredion Incorporated

People, Culture and Compensation Committee Charter

PURPOSE:

The purpose of the People, Culture and Compensation Committee (“Committee”) of the Board of Directors (“Board”) of Ingredion Incorporated (the “Company”) is to:

Together with the Company’s other independent Directors, discharge the Board’s responsibilities relating to compensation and benefits provided by the Company to its Chief Executive Officer (“CEO”) and Reviewed Officers (as defined below).

- Together with the CEO, determine the slate of “Reviewed Officers,” which shall consist of all executive officers¹ and such other officers and employees as may be appropriate from time to time.
- Review and recommend to the Board, for Board approval, the total compensation package for the CEO.
- Together with the CEO, determine the total compensation for Reviewed Officers, which shall consist of all executive officers and such other officers and employees as may be appropriate from time to time.
- Review and recommend to the Board, for Board approval, the compensation of independent and other non-employee Directors.
- Assure that compensation programs are implemented according to the Company’s compensation philosophy as established by the Committee and that compensation actions are consistent with performance results and aligned with the Company’s business strategy, expected financial results and the interests of its stockholders.
- Review the performance related to the Company’s Reviewed Officers.
- Review and monitor practices for supporting inclusion and belonging in the Company.
- Review and monitor human capital management policies and strategies, including those related to culture, engagement, advancement and development, consistent with Company values and strategy.

¹ For the purposes of this Charter “executive officer” has the same meaning specified for the term “officer” in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended (the “Act”).

MEMBERSHIP:

The Committee shall consist of at least three Directors, each of whom shall be an “independent director” under the Corporate Governance Standards of the New York Stock Exchange (“NYSE”) and shall otherwise satisfy the requirements for compensation committee service imposed by Rule 16b-3 under the Act and 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 Stockholders 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 in its discretion.

STRUCTURE AND OPERATIONS:

- The Committee shall meet in person, telephonically or via videoconference at least three times a year and at such other times as the Chairman of the Committee deems advisable to complete its responsibilities.
- 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 Committee shall conduct an annual evaluation of its performance and report its findings to the full Board.
- The Committee shall review and assess the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board of Directors for approval.
- The Company shall make a copy of the Charter available on or through the company’s website.
- The Committee shall establish a standing agenda to assure that during the course of its meetings throughout a fiscal year it discharges its duties hereunder (which responsibilities may be delegated to the Committee chair).
- 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 subcommittee will subsequently be reported to the Committee and ratified as required.

- The Committee shall perform such other duties and responsibilities, consistent with this Charter, the Company's Bylaws, governing law, the rules and regulations of the NYSE, the federal securities laws, and such other requirements applicable to the Company, delegated to
- the Committee by the Board or required under the provisions of any compensation or benefit plan maintained by the Company.

RESPONSIBILITIES:

The Committee shall have the following duties and responsibilities in carrying out its oversight functions. These duties and responsibilities may be changed or supplemented from time to time at the Board's direction as permitted and appropriate under applicable law and the Corporate Governance Standards of the NYSE.

In relation to compensation of the Chief Executive Officer and Reviewed Officers:

1. Establish and oversee the Company's executive compensation policies, including those relating to pay and performance, targeted pay positioning, peer groups for benchmarking, and pay mix. Review and approve any stock ownership requirements for the CEO, Reviewed Officers and non-employee Directors and monitor compliance with such stock ownership requirements. Review management's assessment of the Company's compensation policies and practices for the Company's employees and provide input to management, at least annually and consider whether risks arising from such policies and practices are reasonably likely to have a material adverse effect on the Company.
2. Annually review and approve CEO personal objectives and, at year end, solicit feedback from individual Directors on CEO performance versus personal objectives to determine the final rating for the CEO on these objectives. Recommend to the other independent Director's the compensation for the CEO. And then, together with the Company's other independent Directors, determine and approve, for the CEO, any employment agreement and compensation, including, without limitation, base salary, short- and long-term incentive compensation and compensation under equity-based plans.
3. Together with the CEO, review and approve the list of Reviewed Officers. Review and approve the base salaries, short- and long-term incentive compensation, annual performance objectives, compensation under equity-based plans and any employment agreements for the Reviewed Officers.
4. Review and approve change-in-control agreements and severance agreements and any other arrangements applicable to termination or retirement of the CEO or any Reviewed Officer.

5. Review and approve personal benefits and other non-cash compensation for the CEO and the Reviewed Officers.
6. Review and discuss with management the section of the Company's proxy statement for its Annual Meeting of Stockholders or Annual Report on Form 10-K captioned "Compensation Discussion and Analysis," and, on the basis of that review and discussion, recommend to the Board that that section be included in the Company's Annual Report on Form 10-K or the Company's proxy statement for its Annual Meeting of Stockholders.
7. Provide such reports in the Company's proxy statements as are required of the Committee by applicable law or exchange regulation (including, without limitation, pursuant to Item 407(e)(5) of Regulation S-K promulgated by the SEC).
8. Review the results of the Company's stockholders' advisory vote on executive compensation. Determine what, if any, actions or policy recommendation are warranted based on the advisory vote and other feedback from stockholders. Make recommendations on how frequently the Company should provide its stockholders with such an advisory vote.
9. Review, oversee and administer compliance with the Ingridion Policy on Recoupment of Incentive Compensation (the "Clawback Policy"), including recovery or "clawback" of excess incentive-based compensation (including stock options) paid to the CEO or any of the other Reviewed Officers.

In relation to incentive, equity-based and other employee benefit plans:

1. Make recommendations to the Board with respect to new incentive-compensation and equity-based plans or amendments to any such existing plans.
2. Review employee benefit programs and proposals for adoption, amendment or termination of the Company's principal pension and welfare plans.
3. Appoint an administrative committee or committees for the Company's principal pension and welfare plans.
4. Under the terms of equity-based plans, the Committee shall have the authority to determine eligibility for awards thereunder and to determine the form, amount and timing of each award to eligible persons. The Committee may authorize the CEO to designate, within a specified limit, a number of equity-based awards to be received by non-Director and non-executive officer employees.
5. As required, recommend actions to the Board for their review and approval.

In relation to the compensation of Directors:

1. Based on a review of external market information, recommend to the Board for approval, the compensation arrangements for independent Directors and deferred compensation plans for independent and other non-employee Directors.

In relation to the alignment of the compensation philosophy to the business strategy:

1. Review and approve compensation plan designs based on factors including, without limitation: alignment to the business strategy, company performance, relative total stockholder return, return on invested capital, competitive market information of comparable companies, individual performance, historical award payouts, incentive vehicles and time to vest.
2. Review compensation plan design with external advisers.

In relation to other matters regarding the Company's human capital management programs and processes:

1. Provide oversight with respect to the Company's workforce and human capital management processes, including strategies regarding recruitment and retention, talent development and progression, workplace environment and overall culture and organizational engagement and effectiveness.
2. Periodically review the results of the Company's employee engagement survey, as applicable.
3. In consultation with management, periodically review, assess and provide updates to the Board regarding the Company's strategic people and culture initiatives that function to identify and develop talent.

In relation to other oversight functions delegated by the Board to the Committee from time to time:

1. Perform such additional duties and discharge such additional responsibilities as may be necessary or appropriate in carrying out such other oversight functions.

RESOURCES AND ADVISERS:

1. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser (a "Committee Adviser").
2. The Committee shall have the sole authority to select, retain and terminate Committee Advisers to approve the fees and other retention terms of such

Committee Advisers. The Committee shall be directly responsible for oversight of the work of any Committee Adviser retained by the Committee.

3. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation and expenses to any Committee Adviser as well as for the ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out the Committee's duties.
4. The Committee may select a Committee Adviser to the Committee only after taking into consideration, at least annually, all factors specified by applicable NYSE rules relevant to that person's independence from management, including, without limitation, the following:
 - the provision of other services to the Company by the person that employs the Committee Adviser;
 - the amount of fees received from the Company by the person that employs the Committee Adviser, as a percentage of the total revenue of the person that Committee Adviser;
 - the policies and procedures of the person that employs the Committee Adviser that are designed to prevent conflicts of interest;
 - any business or personal relationship of the Committee Adviser with a member of the Committee;
 - any stock of the Company owned by the Committee Adviser; and
 - any business or personal relationship of the Committee Adviser or the person employing the adviser with an executive officer of the issuer.
 - Nothing in this Charter under the heading "Resources and Advisers" shall be construed: (A) to require the Committee to implement or act on any advice or recommendations of any Committee Adviser to the Committee; or (B) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee.

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 12, 2025