

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, and to recommend to the Board either appointment to the Board or 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; and
- to oversee shareholder engagement activities with respect to governance-related matters.

MEMBERSHIP:

The Committee shall consist of a minimum of three Directors, each of whom shall be an “independent director” under the New York Stock Exchange’s (“NYSE’s”) Corporate Governance Standards and shall otherwise satisfy the requirements for Corporate Governance and Nominating Committee service imposed by the NYSE’s Corporate Governance Standards and the Securities Exchange Act of 1934, as amended.

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 can be summarized by function 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;
- 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;
- propose to the Board Directors qualified to fill a vacancy on a committee of the Board; and
- recommend removal of Directors, as may be warranted.

In relation to corporate governance:

- review the size, structure and organization of the Board and its committees 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;
- periodically review 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;
- 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 the Company's Corporate Governance Principles;
- review any other corporate governance matters as the Committee deems appropriate;
- oversee the Company's business conduct and anti-corruption compliance program and annually review the Company's compliance with its Policies on Business 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; 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 program.

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 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 CONSULTANTS:

- The Committee shall have the resources and authority to obtain advice and seek assistance from internal and external legal, accounting and other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of compensation to any such external advisors, 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 any 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 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 the Delaware General Corporation 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 its oversight role, on the 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.

Revised February 8, 2019