

Ingevity Corp
Form DEF 14A
March 15, 2017

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)
Filed by the Registrant
Filed by a Party other than the Registrant
Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

INGEVITY CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)
Payment of Filing Fee (Check the appropriate box):

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(1)
Title of each class of securities to which transaction applies:

(2)

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(3)

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(4)

Proposed maximum aggregate value of transaction:

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Amount Previously Paid:

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Form, Schedule or Registration Statement No.:

(3)

Filing Party:

(4)

Date Filed:

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March 15, 2017

To our Stockholders:

It is our pleasure to invite you to attend our first annual meeting of stockholders, which is to be held on April 27, 2017 at The Daniel Island Club, 600 Island Park Drive, Charleston, South Carolina. The meeting will begin at 9:30 a.m., local time. The following Notice of the 2017 Annual Meeting of Stockholders outlines the business to be conducted at the meeting.

Your vote is important. Please cast your vote as soon as possible over the Internet, by telephone, or by completing and returning the enclosed proxy card in the postage-prepaid envelope so that your shares are represented. Your vote will mean that you are represented at the Annual Meeting regardless of whether or not you attend in person. Returning the proxy does not deprive you of your right to attend the meeting and to vote your shares in person.

We look forward to seeing you at the meeting.

Best regards,

D. Michael Wilson
Chief Executive Officer & President

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Notice of Annual Meeting of Stockholders

TIME: 9:30 a.m., Eastern Daylight Time, on Thursday, April 27, 2017

PLACE: The Daniel Island Club, 600 Island Park Dr., Charleston, SC

You are invited to the Annual Meeting of Stockholders of Ingevity Corporation. We will hold the meeting at the time and place noted above. At the meeting, we will ask you to:

1.
Elect the two director nominees named in the proxy statement, each for a two-year term or until his successor is duly elected and qualified;
2.
Adopt the 2017 Ingevity Corporation Employee Stock Purchase Plan;
3.
Approve the material terms for qualified performance-based compensation for Section 162(m) Internal Revenue Code purposes under the Ingevity Corporation 2016 Omnibus Incentive Plan;
4.
Approve on an advisory basis (non-binding) the compensation paid to our named executive officers (Say-on-Pay);
5.
Approve on an advisory basis (non-binding) the frequency of advisory votes to approve named executive officer compensation (Say-on-Frequency);
6.
Ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2017; and
7.
Transact such other business that may properly come before the Annual Meeting or any adjournment or postponement thereof.

Holders of record of Ingevity's Common Stock as of the close of business on March 7, 2017 are entitled to receive notice of and to vote at the Annual Meeting and at any adjournment or postponement thereof.

Your vote is very important. After reading the Proxy Statement, please submit your proxy as soon as possible by the Internet, telephone, or mail. Submitting your proxy by one of these methods will ensure your representation at the Annual Meeting regardless of whether you attend the meeting in person.

By Order of the Board of Directors

Katherine Pryor Burgeson, Secretary

DATE MATERIALS FIRST MADE AVAILABLE: March 15, 2017

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to Be Held on April 27, 2017: Our Proxy Statement and Annual Report on Form 10-K for the fiscal year ended December 31, 2016 are available at <http://ir.ingevity.com/> under the Financial Information tab.

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INGEVITY CORPORATION

5255 VIRGINIA AVE

N. CHARLESTON, SOUTH CAROLINA 29406

PROXY STATEMENT

FOR THE 2017 ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON APRIL 27, 2017

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QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING, PROXY SOLICITATION AND VOTING INFORMATION

Why did I receive these materials?

You received these materials (the “Proxy Materials”) because you owned shares of common stock (the “Common Stock”) of Ingevity Corporation, a Delaware corporation (“Ingevity,” the “Company,” “we,” “us,” and “our”), as of the close of business on March 7, 2017 (the “Record Date”) and are therefore entitled to vote at Ingevity’s annual meeting of stockholders to be held on April 27, 2017 (the “Annual Meeting”).

What is included in the Proxy Materials?

The Proxy Materials you received include the Notice of the Annual Meeting, our proxy statement for the Annual Meeting (the “Proxy Statement”), a proxy card and our 2016 annual report to stockholders (the “Annual Report”), which includes our Annual Report on Form 10-K for the year ended December 31, 2016. These materials provide you with important information about us, the Annual Meeting and the proposals to be voted on at the Annual Meeting.

What is a proxy?

A proxy is your legal designation of another person to vote the shares of Common Stock you owned as of the Record Date. The person you designate to vote your shares is called a proxy. When you designate someone as your proxy in a written document, that document is also called a proxy or a proxy card.

The proxy card included with these materials is solicited by our Board of Directors (the “Board”) for the Annual Meeting.

If you are a stockholder of record, by signing and returning the enclosed proxy card you will be designating Katherine P. Burgeson and Ryan C. Fisher to vote your shares of Common Stock at the Annual Meeting in the manner indicated. As a stockholder of record, you may also designate your proxies and direct your votes for the Annual Meeting over the internet, by phone or in person at the Annual Meeting, as described below.

How do I vote?

Your voting method depends on whether you are a stockholder of record or a beneficial owner.

Stockholder of Record. If you are a stockholder of record, you may vote using one of the following methods:

- Over the Internet.
- By telephone.
- By mail by completing, signing and returning the enclosed proxy card.
- By attending the Annual Meeting and voting in person.

We encourage you to vote over the Internet. Instructions for voting by proxy over the Internet, by telephone or by mail are set forth on the enclosed proxy card. Please follow the directions on the proxy card carefully. Even if you plan to attend the Annual Meeting in person, we encourage you to vote your shares ahead of time by proxy.

Beneficial Owner. If you are a beneficial owner, you may vote by following the instructions on the voting instruction form or notice provided to you by the bank or broker that holds your shares.

May I revoke my proxy and change my vote?

If you are a stockholder of record, you may revoke your proxy and change your vote before the polls close at the Annual Meeting by doing one of the following:

- Voting again by telephone or over the Internet prior to 11:59 p.m., Eastern Daylight Time, on April 26, 2017.
- Giving written notice to the Corporate Secretary of the Company.
- Delivering a later-dated proxy to the Company.
- Voting in person at the Annual Meeting.

If you are a beneficial owner, please check your voting instruction form or contact the bank or broker that holds your shares for instructions on how to revoke or change your voting instruction.

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What is the difference between a stockholder of record and a beneficial owner?

If your shares are registered in your name on the books and records of our transfer agent, you are a “stockholder of record.” We therefore sent the Proxy Materials directly to you.

If your shares are held for you in the name of your broker or bank, your shares are held in “street name” and you are considered the “beneficial owner” of your shares and the broker or bank is considered to be the stockholder of record. If you are a beneficial owner, the Proxy Materials have been forwarded to you by the broker or bank that holds your shares and, as the beneficial owner, you have the right to direct your broker or bank on how to vote your shares by using the voting instruction form or notice provided to you with the Proxy Materials.

Who is entitled to vote at the Annual Meeting?

All Ingevity stockholders who owned Common Stock as of the close of business on the Record Date are entitled to vote at the Annual Meeting.

How many votes are entitled to be cast at the Annual Meeting?

Each Ingevity stockholder is entitled to one vote for each share of Common Stock owned as of the Record Date. There were 42,141,134 shares of Common Stock outstanding on the Record Date. There is no cumulative voting.

When and where is the Annual Meeting, and who may attend?

The Annual Meeting will be held on April 27, 2017 at 9:30 a.m., Eastern Daylight Time, at The Daniel Island Club, 600 Island Park Dr., Charleston, South Carolina. The meeting room will open at 9:00 a.m. and registration will begin at that time. Stockholders who are entitled to vote, and our invited guests, may attend the Annual Meeting.

What do I need to bring to attend the Annual Meeting?

What you need in order to attend the Annual Meeting depends upon whether you are a stockholder of record or beneficial owner.

Stockholders of Record. If you are a stockholder of record and plan to attend the Annual Meeting, please bring a copy of your admission ticket included on your proxy card and photo identification. Stockholders of record who do not present a copy of his or her admission ticket will be admitted only upon verification of ownership at the admission counter. Once admitted to the Annual Meeting, stockholders of record may vote their shares in person by completing the ballot made available at the meeting.

Beneficial Owner. If you are a beneficial owner and plan to attend the Annual Meeting, you must present proof of your ownership of shares of Common Stock as of the Record Date, such as a bank or brokerage account statement, and photo identification. If you wish to vote at the Annual Meeting, you must also bring a legal proxy provided by the bank or broker that holds your shares.

How many votes must be present to hold the Annual Meeting?

In order for us to conduct the Annual Meeting, a majority of the shares outstanding as of the Record Date, or 21,070,568 shares, must be present in person or by proxy. This is referred to as a quorum. If a share is represented for any matter at the Annual Meeting, it is deemed to be present for quorum purposes. Abstentions and shares held of record by

a bank or broker or its nominee (“Broker Shares”) that are voted on any matter are included in determining the number of shares present at the Annual Meeting. However, Broker Shares that are not voted on any matter at the Annual Meeting will not be included in determining whether a quorum is present at such meeting.

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What proposals will be voted on at the Annual Meeting?

The following proposals will be voted on at the Annual Meeting, along with any other business properly presented at the meeting:

- Proposal No. 1 — Election of the two director nominees named in this Proxy Statement.
- Proposal No. 2 — Adopt the 2017 Ingevity Corporation Employee Stock Purchase Plan (the “ESPP”).
- Proposal No. 3 — Approve the material terms for qualified performance-based compensation for Section 162(m) of the Internal Revenue Code purposes under the Ingevity Corporation 2016 Omnibus Incentive Plan (the “Omnibus Plan”).
- Proposal No. 4 — Approval, on an advisory (non-binding) basis, of the compensation paid to Ingevity’s named executive officers (“Say-on-Pay”).
- Proposal No. 5 — Selection, on an advisory (non-binding) basis, of the frequency of future Say-on-Pay votes (“Say-on-Frequency”).
- Proposal No. 6 — Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal 2017.

The Board recommends that you vote “FOR” both director nominees named in this Proxy Statement, “FOR” Proposals 2, 3, 4 and 6 and for “ONE YEAR” on Proposal 5.

How many votes are needed to approve each proposal?

Proposal No. 1: To be elected as a director, each nominee will need to receive a majority of the votes cast, which means that the number of votes cast “for” a director nominee must exceed the number of votes cast “against” the director nominee. Any director nominee who is not elected shall offer to tender his or her resignation to the Chairman of the Board and the Nominating and Governance Committee. Abstentions and broker non-votes will have no effect on the outcome of the election of directors.

Proposal No. 2: An affirmative vote of the majority of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote on this proposal is required for approval of the adoption of the ESPP. Abstentions will have the same effect as voting against this proposal because they are considered present and entitled to vote on this proposal. Broker non-votes will have no effect on the outcome of this proposal.

Proposal No. 3: An affirmative vote of the majority of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote on this proposal is required to approve the material terms for qualified performance-based compensation for Section 162(m) of the Internal Revenue Code purposes under the Omnibus Plan. Abstentions will have the same effect as voting against this proposal because they are considered present and entitled to vote on this proposal. Broker non-votes will have no effect on the outcome of this proposal.

Proposal No. 4: An affirmative vote of the majority of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote on this proposal is required to approve, on an advisory basis, the compensation paid to Ingevity’s named executive officers. Abstentions will have the same effect as voting against this proposal because they are considered present and entitled to vote on this proposal. Broker non-votes will have no effect on the outcome of this proposal.

Proposal No. 5: For the Say on Frequency proposal, the option (one, two or three years) that receives an affirmative vote of the majority of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote on this proposal will be adopted for state law purposes. However, in the absence of a majority vote for one of these frequency options, the Company will consider stockholders to have expressed a non-binding preference for the frequency option that receives the most favorable votes. Abstentions will have the same effect as voting against this proposal because they are considered present and entitled to vote on this proposal. Broker non-votes will have no effect on the outcome of this proposal.

Proposal No. 6: An affirmative vote of the majority of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote on this proposal is required for the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal 2017. Abstentions will have the same effect as voting against this proposal because they are considered present and entitled to vote on this proposal. Broker non-votes will have no effect on the outcome of this proposal.

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What is discretionary voting by brokers and what is a broker non-vote?

If you are a beneficial owner and hold shares through an account with a bank or broker, your shares may be voted on certain matters even if you do not provide voting instructions. Brokerage firms have the discretionary authority under the New York Stock Exchange (“NYSE”) rules to vote shares for which their customers do not provide voting instructions on “routine” matters. The ratification of the appointment of PricewaterhouseCoopers LLP is considered a routine matter. The election of directors, the approval of the ESPP, the approval of the Omnibus Plan, the advisory approval of the Say-on-Pay proposal and the advisory selection for the Say-on-Frequency proposal are not considered routine. When a matter is not routine and the brokerage firm has not received voting instructions from the beneficial owner, the brokerage firm cannot vote the shares on that matter. This is called a broker non-vote.

What if I do not specify a choice for a matter when returning a proxy?

Proxies signed and returned by stockholders of record that do not contain voting instructions will be voted:

- “FOR” the election of each of the director nominees named in this proxy statement,
- “FOR” the approval of the adoption of the ESPP,
- “FOR” the approval of the material terms for qualified performance-based compensation for Section 162(m) of the Internal Revenue Code purposes under the Omnibus Plan,
- “FOR” the approval of the advisory Say-on-Pay proposal,
- “ONE YEAR” for the advisory Say-on-Frequency proposal,
- “FOR” the ratification of appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm, and
- in accordance with the best judgment of the named proxies on any other matters properly brought before the Annual Meeting.

Will there be any other matters of business addressed at the Annual Meeting?

As of the date of this Proxy Statement, we are not aware of any other matter that will be properly brought before the Annual Meeting. If other matters are properly introduced, the persons named in the proxy as the proxy holders will vote on such matters in their discretion.

Who bears the expenses of solicitation?

We will bear the cost of solicitation of proxies by the Board in connection with the Annual Meeting. We will reimburse brokers, fiduciaries and custodians for reasonable expenses incurred by them in forwarding proxy materials to beneficial owners of Common Stock held in their names. In addition to the use of the mail, proxies may be solicited

personally or by telephone, facsimile or other means of communication by our officers and other employees. These people will receive no additional compensation for these services, but will be reimbursed for any expenses incurred by them in connection with these services.

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What is Ingevity’s principal executive office address?

The address of Ingevity’s principal executive offices is: 5255 Virginia Ave, N. Charleston, South Carolina 29406.

What is “householding” and how does it affect me?

Householding refers to a procedure allowed by the SEC to reduce the number of copies of proxy materials mailed to one address. Under this procedure, we will deliver one set of printed Proxy Materials to stockholders of record residing at the same address, unless we receive instructions from such stockholders to the contrary. If you reside at the same address as other stockholders of record and would like to receive a separate set of Proxy Materials, please contact us at 1-844-643-8489 (1-84-INGEVITY) or at Ingevity Corporation, 5255 Virginia Ave, N. Charleston, SC 29406, Attn: Katherine P. Burgeson, Secretary, and we will promptly deliver a separate set to you. If you and other stockholders of record residing at the same address received multiple sets of the Proxy Materials and would like to receive a single set in the future, please contact us as described above. Beneficial owners with questions about combined mailings should contact the bank or broker holding their shares.

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PROPOSAL NO. 1 — ELECTION OF DIRECTORS

Ingevity’s Board currently consists of seven members. Pursuant to our certificate of incorporation, until 2019, our Board will be divided into three classes with staggered terms. Class I is comprised of two directors, Class II is comprised of two directors and Class III is comprised of three directors. The directors designated as Class I directors have terms expiring at the Annual Meeting. The directors designated as Class II directors have terms that will expire at the 2018 annual meeting of stockholders (the “2018 Annual Meeting”), and the directors designated as Class III directors have terms that will expire at the 2019 annual meeting of stockholders (the “2019 Annual Meeting”). Commencing with this Annual Meeting, directors elected to succeed those directors whose terms then expire shall be elected for a term of office to expire at the 2019 Annual Meeting. Beginning at the 2019 Annual Meeting, all of our directors will stand for election each year for annual terms, and our Board will therefore no longer be divided into three classes.

At any meeting of stockholders for the election of directors at which a quorum is present, the election will be determined by a majority of the votes cast by the stockholders entitled to vote in the election, except that in the case of a contested election, the election will be determined by a plurality of the votes cast by the stockholders entitled to vote in the election.

The Board has nominated Richard B. Kelson and D. Michael Wilson for election as Class I directors. Both of the nominees are current members of the Board. Mr. Wilson currently serves as our CEO and Mr. Kelson serves as Chairman of our Board.

The Nominating and Governance Committee (the “Governance Committee”) recommended both Mr. Kelson and Mr. Wilson for nomination. Based on this recommendation and each nominee’s credentials and experience outlined below, the Board has determined that each such nominee can make a significant contribution to the Board and should serve as a director of the Company.

Any director who is not elected shall offer to tender his or her resignation to the Chairman of the Board and the Governance Committee. The Governance Committee will promptly consider the resignation offer and make a recommendation to the Board as to whether to accept or reject the tendered resignation and whether other action should be taken. The Board will act on the tendered resignation within 90 days following the stockholders’ meeting at which the election occurred. The Governance Committee, in making its recommendation, and the Board, in making its decision, may consider all the information, factors and alternatives it considers appropriate. Any director who offers his or her resignation pursuant to this provision may not participate in the Governance Committee deliberations and recommendation or in the Board’s decision whether to accept or reject the resignation offer.

The information below provides biographical information about each continuing director and each nominee for director, including information regarding the person’s service as a director, business experience, director positions held currently or at any time during the last five years, information regarding involvement in certain legal or administrative proceedings, if applicable, and the experiences, qualifications, attributes or skills that factored into the Board’s determination that the person should serve as a director of the Company. All of the preceding seven persons currently serve as directors of Ingevity since the Company became public on May 15, 2016.

The Board recommends a vote “FOR” each of Richard B. Kelson and D. Michael Wilson to the Board, each to serve for a two-year term or until his successor is duly elected and qualified.

Current Director Nominees

Richard B. Kelson (age 70). Mr. Kelson is currently the Chairman of our Board. He is also the Chairman, President, and CEO of ServCo LLC, where he has served in that capacity since July 2009. Mr. Kelson also served as Alcoa Inc.’s Executive Vice President and CFO for nearly a decade, retiring in 2006 as Chairman’s Counsel. Prior to that, he was Alcoa, Inc.’s Executive Vice President — Environment, Health and Safety and General Counsel, and a member of the Executive Counsel, the senior leadership group that provides strategic direction for the company. He also served as an Operating Advisor with Pegasus Capital Advisors, L.P., a private equity fund manager. Mr. Kelson served as a member of the Board of Directors of MeadWestvaco Corporation, and its predecessor, Westvaco Corporation, from 2001 to 2015, and has served as a member of the Board of Directors of PNC Financial Services Group, Inc. since 2002, Anadigics, Inc. from February 2015 to March 2016, and Commercial Metals Company since 2010, where he is lead director. Mr. Kelson has served as a director of Evocative Design LLC, a privately

held company, since 2011, and has also served as a director of Shale-Inland Holdings, LLC (d/b/a FloWorks International, LLC), a privately held company, since 2012. He served as a Director of Lighting Science Group Corporation. Mr. Kelson has also served on various non-profit boards. Mr. Kelson's qualifications to serve as a director include substantial experience in the areas of finance, safety and environment, and law, which he gained during his service as an executive officer of a major publicly traded global company. Mr. Kelson also brings to the board legal expertise, having served as general counsel for Alcoa, Inc. In addition, Mr. Kelson brings additional public company board experience and leadership to our Board.

D. Michael Wilson (age 54). Mr. Wilson serves as President and Chief Executive Officer of Ingevity. Mr. Wilson came to Ingevity from Albemarle Corporation, where he served as Executive Vice President of Albemarle and President of Albemarle's Performance Chemicals business in 2015. Mr. Wilson served as President of Albemarle's Catalyst

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Solutions business from September 2013 through 2014 and held a variety of business unit leadership roles at FMC Corporation over the course of more than fifteen years, including group head of Industrial Chemicals from 2003 to 2010, and President of the Specialty Chemicals group from 2011 to 2013. Prior to FMC Corporation, Mr. Wilson served various roles at Wausau Papers and Rexam. He holds a Bachelor of Science degree in chemistry from the University of North Carolina and a Master of Business Administration from the Kenan-Flagler Business School at the University of North Carolina. Mr. Wilson's qualifications to serve as director include his significant industry experience, as he has worked in the chemicals industry for more than fifteen years. Furthermore, through his prior service as an executive officer for various companies, he has a track record of achieving growth through strategic positioning and mergers and acquisitions.

Continuing Directors with Terms Expiring in 2018

J. Michael Fitzpatrick (age 70). Dr. Fitzpatrick is a member of the Board of Directors of McCormick & Company, a manufacturer of spices, herbs and flavorings, and serves on its Audit Committee. Dr. Fitzpatrick has served as a director since November 2001. He also has served as Chairman of the Board of Directors of Aurora Plastics, Inc., a privately held company, since August 2016. Dr. Fitzpatrick previously served as a director of NOVOLEX, a privately held company, from 2013 to 2016. Dr. Fitzpatrick has been an Executive Advisor Partner at Wind Point Partners since March 2005, and was Chairman and Chief Executive Officer of Citadel Plastics Holdings, Inc., a plastics manufacturer, from March 2007 to 2012. Previously, Dr. Fitzpatrick spent thirty years with Rohm & Haas Company, serving most recently as President and COO. Dr. Fitzpatrick served on the Board of Directors of Carpenter Technology Corporation, and on the Board of Directors of SPX Corporation. Dr. Fitzpatrick serves on various non-profit boards. Dr. Fitzpatrick's qualifications to serve as director include senior executive experience at a publicly traded multinational company, general management experience in international operations, a high level of financial literacy, and extensive experience in mergers and acquisitions.

Frederick J. Lynch (age 52). Mr. Lynch has served as President of Masonite International Corporation, a global manufacturer of interior doors and entry door systems, since July 2006 and Chief Executive Officer since May 2007. He has served on the Masonite International Corporation Board of Directors since June 2009. Masonite filed a voluntary petition for reorganization under Chapter 11 of the U.S. Bankruptcy Code on March 16, 2009 and emerged from reorganization proceedings on June 9, 2009. Mr. Lynch joined Masonite from Alpharma Inc., where he served as President of the human generics division and Senior Vice President of global supply chain. Prior to joining Alpharma, Mr. Lynch spent nearly 18 years at Honeywell International Inc., most recently as Vice President and General Manager of its specialty chemical business. Mr. Lynch serves on various non-profit boards. Mr. Lynch's qualifications to serve as a director include his extensive global operating experience in midsize to Fortune 100 multinational manufacturing corporations, which has provided him with a deep knowledge of international business and strategic planning.

Continuing Directors with Terms Expiring in 2019

Jean S. Blackwell (age 62). Ms. Blackwell has served as a member of the Board of Directors, a member of the Audit Committee, and the Chair of the Nominating and Governance Committee of Celanese Corporation, a global technology and specialty materials company, since March 2014. She has also served as a member of the Board of Directors of Essendant Inc. (formerly United Stationers Inc.), a leading national wholesale distributor of business products, since May 2007. She is currently Chair of the Governance Committee and a member of the Finance Committee at Essendant. She previously served as a member of the Board of Directors and Chair of the Audit Committee of Phoenix Companies, Inc., a life insurance company. Ms. Blackwell served as CEO of Cummins Foundation and Executive Vice President of Corporate Responsibility of Cummins Inc. from March 2008 until her retirement in March 2013. At Cummins she previously served as Executive Vice President and CFO, Vice President, Cummins Business Services, Vice President, Human Resources, and Vice President and General Counsel. Prior to joining Cummins, Ms. Blackwell served as the Budget Director for the State of Indiana, and as the Executive Director of the Indiana State Lottery Commission. Prior to her service on the State Lottery Commission, Ms. Blackwell was a partner at Bose McKinney & Evans LLP, where she practiced in the area of financial and real estate transactions. Ms. Blackwell has served, and continues to serve, on various non-profit boards. Ms. Blackwell's qualifications to serve

as director include her in-depth knowledge of the business operations of a publicly traded company and a strong financial acumen from her senior management experience with various companies, including prior directorships at several public companies. She has a thorough understanding of public company financial reporting and is well versed in internal controls.

Luis Fernandez-Moreno (age 54). Mr. Fernandez-Moreno served as Senior Vice President of Ashland Inc., a specialty chemical company, from October 2013 and President of its Chemicals Group from April 2015 through February 2017. He previously served as President of Ashland Specialty Ingredients from October 2013 until April 2015. From November 2012 to October 2013, he was President of Ashland Water Technologies. Mr. Fernandez-Moreno served as Executive Vice President of HTH Water Products & Wood Protection for Arch Chemicals, Inc., from September 2010 until October 2011. Prior to joining Arch Chemicals,

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Mr. Fernandez-Moreno spent approximately 25 years at Rohm & Haas Company until it was acquired by Dow Chemical Company, after which he managed the newly-formed Dow Coatings Materials business until August 2010. Mr. Fernandez-Moreno's qualifications to serve as director include his extensive experience in the chemicals industry, specifically his service as an executive officer of Ashland Inc., as well as his background in the development and implementation of merger and acquisitions plans, including successful acquisitions, joint ventures, and divestitures.

Daniel F. Sansone (age 64). Mr. Sansone has served as a member of the Board of Directors, a member of the Audit Committee, and Chairperson of the Compensation Committee of AdvanSix Inc. since September 2016. He also served as Executive Vice President of Strategy at Vulcan Materials Company from January 2014 to December 2014. Vulcan, an S&P 500 company, is the largest U.S. producer of construction aggregates and a major producer of ready-mixed concrete, asphalt mix and cement. At Vulcan he served as Executive Vice President and CFO from February 2010 to January 2014. Mr. Sansone had previously served at Vulcan as Senior Vice President and CFO. He previously was President of Vulcan's Southern and Gulf Coast Division. Mr. Sansone serves on various non-profit boards. Mr. Sansone's qualifications to serve as a director include his 40 years of general management and financial experience both as an executive officer and board member of public companies.

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CORPORATE GOVERNANCE

Corporate Governance Guidelines

Our Company is managed under the direction of our Board, which has adopted a set of Corporate Governance Guidelines (the “Governance Guidelines”) to set forth certain corporate governance practices. The Governance Committee is responsible for reviewing periodically the Governance Guidelines and making recommendations on governance issues that should be addressed by the Board. The Governance Guidelines are available on our website at <http://ir.ingevity.com/governance/documents>.

Director Independence

Our Board annually conducts an assessment of the independence of each director in accordance with our Governance Guidelines, applicable rules and regulations of the SEC, and the general listing standards of the NYSE. The Board assesses each director’s independence by reviewing any potential conflicts of interest and significant outside relationships. In determining each director’s independence, the Board broadly considers all relevant facts and circumstances, including specific criteria included in the NYSE’s general listing standards. For these purposes, the NYSE requires the Board to consider certain relationships that existed during a three-year look-back period. The Board considers the materiality and importance of such relationships not merely from the standpoint of the director, but also from the standpoint of persons or organizations with which the director has an affiliation. An independent director is a director that our Board affirmatively determines has no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company). Upon the recommendation of our Governance Committee, the Board has affirmatively determined that, with the exception of Mr. Wilson, Ingevity’s Chief Executive Officer, each of the remaining directors — Ms. Blackwell, and Messrs. Kelson, Fernandez-Moreno, Fitzpatrick, Lynch, and Sansone, is independent.

Board Meetings

Our Board meets on a regularly scheduled basis during the year to review significant developments affecting our Company and to act on matters requiring board approval, and may hold special meetings between scheduled board meetings when appropriate. Following the legal separation of Ingevity from Westrock Company (“Westrock”) into a newly formed, independent, publicly traded company on May 15, 2016 (the “Separation”), the Board met four times during fiscal year 2016. All directors attended 75% or more of these meetings and the meetings of all committees of the Board on which they served that were held during fiscal year 2016 since the Separation and during the periods in which they were directors or served on such committees.

Executive Sessions of Non-Management Directors

Our Governance Guidelines require that the non-management members of our Board meet in executive session without management participation at each regularly scheduled Board meeting. These meetings are chaired by the Chairman of the Board. Our Governance Guidelines also require that the independent members of our Board meet in executive session at least once a year.

Director Attendance at Annual Meetings

Directors are invited and encouraged to attend the Company’s Annual Meeting.

Board Leadership Structure

Our Board has determined that having an independent director serve as the Chairman of the Board is currently the best leadership structure for the Company. Separating the positions of Chairman and CEO allows the CEO to focus on executing the Company’s strategic plan and managing the Company’s operations and performance and permits improved communications and relations between the Board, the CEO and other senior leaders of the Company. Our Board

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regularly reviews the Company's Board leadership structure, how the structure is functioning and whether the structure continues to be in the best interest of our stockholders.

Codes of Business Conduct and Ethics

To avoid the risk of loss from unethical or illegal conduct, the Company maintains three codes of business conduct and ethics (collectively, the "Codes of Ethics") to focus the Board and management on areas of ethical risk, provide guidance to personnel to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct, and help to foster a culture of honesty and accountability. The Codes of Ethics include:

- Code of Ethical Conduct for CEO and Senior Financial Officers, which applies to the Company's principal executive officer, principal financial officer, principal accounting officer, as well as any other senior financial officers who may be designated from time to time by the CEO,

- Code of Business Conduct and Ethics for the Board of Directors, which applies to the Company's directors, and

- Employee Code of Conduct and Ethics, which applies to all employees.

Each of the Codes is available for review on our website at <http://ir.ingevity.com/governance/codes-of-conduct>. This website is also where we will disclose, to the extent and in the manner permitted by Item 5.05 of Form 8-K under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the nature of any amendment to the Codes of Ethics (other than technical, administrative, or other non-substantive amendments), our approval of any material departure from a provision of the Codes of Ethics, and our failure to take action within a reasonable period of time regarding any material departure from a provision of the Codes of Ethics that has been made known to any of our executive officers.

Any waiver of the Codes of Ethics for executive officers or directors will be made only by the Board or its Governance Committee. In support of the Codes of Ethics, we have provided employees with a number of avenues for the reporting of ethics violations or similar concerns, including an anonymous telephone hotline.

Board's Role in Risk Oversight

Our Board believes that full and open communication between management and the Board is essential for effective risk management and oversight. Our Board meets with our Chief Executive Officer and other senior management at regular Board meetings to discuss strategy and risks facing the Company. Periodically, senior management delivers presentations to our Board or a Board committee regarding strategic matters and matters involving material risk. Our Board also holds strategic planning sessions with senior management to discuss strategies, key challenges, and risks and opportunities for the Company.

While our Board is ultimately responsible for risk oversight, our Board committees assist the Board in fulfilling its oversight responsibilities in certain areas of risk. The Audit Committee assists our Board in fulfilling its oversight responsibilities with respect to risk management in the areas of disclosure controls and procedures, information technology and cyber security risk and legal and regulatory compliance. The Audit Committee also discusses with management our major financial risk exposures and the steps management has taken to monitor and control such exposure. The Compensation Committee assists our Board in fulfilling its oversight responsibilities with respect to the management of risks arising from our compensation policies and programs. The Governance Committee assists our Board in fulfilling its oversight responsibilities with respect to the management of risks associated with Board organization, membership and structure, corporate governance and succession planning for our directors. While Board committees are responsible for assisting the Board in evaluating certain risks and overseeing the management of such risks, our entire Board is regularly informed through management and committee reports about such risks and steps taken to manage and mitigate them.

Interested Party Communications with the Board

Interested parties, including stockholders, may communicate by mail with all or selected members of the Board. Correspondence should be addressed to the Board or any individual director(s) or group or committee of directors either by name or title (for example, “Chairman of the Board,” “Chair of the Nominating and Governance Committee” or “All Non-Management Directors”). All correspondence should be sent via U.S. Mail to: Ingevity Corporation, 5255 Virginia Ave, N. Charleston, SC 29406, Attn: Katherine P. Burgeson, Secretary, or by Email to: corporatesecretary@ingevity.com. In general, any communication delivered to the Company for forwarding to the Board, a Board committee, a particular group of directors or specified Board members will be forwarded in accordance with the stockholder’s instruction, except that we reserve the right not to forward any abusive, threatening or otherwise inappropriate materials.

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Committees of our Board

The Board has three standing committees which met during fiscal year 2016: the Audit Committee, the Governance Committee, and the Compensation Committee. Each of these committees is composed entirely of directors who have been determined by the Board to be independent under current NYSE standards. Each committee operates under a charter approved by the Board setting out the purposes and responsibilities of the committee. The committees and the Board periodically review and, as appropriate, revise the committees' charters to reflect, among other things, changing regulatory developments and changes in the responsibilities of the committees. All committee charters are available for review on our website under the Corporate Governance tab at <http://ir.ingevity.com>. The Board has also established an Executive Committee which is authorized to exercise the powers of the Board between Board meetings but did not meet during the past fiscal year.

Executive Committee

Ms. Blackwell and Messrs. Kelson, Fitzpatrick and Lynch are the current members of our Executive Committee, and Mr. Kelson is Chair of the committee.

The Executive Committee is authorized to exercise the authority of the full Board in managing the business and affairs of the Company. However, the Executive Committee does not have the power to do any of the following:

(1) approve or adopt or recommend to the stockholders any action or matter (other than the election or removal of directors) that Delaware law requires to be approved by stockholders; or (2) adopt, amend or repeal our bylaws. Ingevity's Executive Committee held no meetings during fiscal 2016.

Audit Committee

Ms. Blackwell and Messrs. Fernandez-Moreno, Fitzpatrick and Sansone are the current members of our Audit Committee, and Ms. Blackwell is Chair of the Audit Committee.

The Board has determined that each of Ms. Blackwell and Mr. Sansone is an "audit committee financial expert" as that term is defined under SEC rules. The Board has also determined that all Audit Committee members are financially literate, as that qualification is interpreted by the Board in its business judgment, in compliance with the NYSE listing standards requirements for Audit Committee members. The Board has also determined that all members of the Audit Committee are independent in accordance with the heightened independence standards established by the Exchange Act and adopted by the NYSE for audit committee members.

The Audit Committee assists our Board in fulfilling its responsibilities with respect to the oversight of: (1) the integrity of our financial statements; (2) our system of internal control over financial reporting; (3) the performance of our internal audit function; (4) the independence, qualifications and performance of our independent auditor; (5) our risk review and system of compliance with legal and regulatory requirements; and (6) our financial management and resources. Among other things, the Audit Committee, under its charter, directly appoints, compensates, retains and oversees the work of our independent auditor, which reports directly to the Audit Committee. The other principal duties and responsibilities of the Audit Committee are set forth in its charter. Ingevity's Audit Committee held six meetings during fiscal 2016.

Compensation Committee

Ms. Blackwell and Messrs. Kelson, Lynch and Sansone are the current members of our Compensation Committee, and Mr. Lynch is Chair of the Compensation Committee. The Board has determined that all members of the Compensation Committee are independent as defined in the applicable listing standards of the NYSE, including the heightened independence standards applicable to compensation committee members.

The purpose of the Compensation Committee is to assist the Board in fulfilling its responsibilities with respect to compensation of our executives and non-employee directors and oversight of matters relating to our equity compensation

and certain employee benefits plans. The Compensation Committee's duties include setting the overall compensation strategy and policies for our executives and non-employee directors, reviewing and approving the goals and objectives relating to the compensation of our chief executive officer and evaluating his performance in light of those goals and reviewing our incentive compensation arrangements to confirm that they do not encourage inappropriate risk taking.

The other principal duties and responsibilities of the Compensation Committee are set forth in its charter. Ingevity's Compensation Committee held five meetings during fiscal 2016.

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Compensation Committee Interlocks and Insider Participation

No member of the Compensation Committee has served as an employee of Ingevity at any time. During the past fiscal year, no executive officer of Ingevity served as a member of the compensation committee (or other committee performing similar functions) or on the board of directors of any entity at which a member of the Compensation Committee or Board served as an executive officer.

Nominating and Governance Committee

Messrs. Kelson, Fernandez-Moreno, Fitzpatrick and Lynch are the current members of the Governance Committee, and Mr. Fitzpatrick serves as the Chair. The Board has determined that all members of the Governance Committee are independent as defined in the applicable listing standards of the NYSE.

The purpose of the Governance Committee is to assist the Board in fulfilling its corporate governance responsibilities, including, without limitation, with respect to identifying and recommending qualified candidates for our Board and its committees; overseeing the evaluation of the effectiveness of the Board and its committees; reviewing matters on corporate governance, including trends and current practices and developing and recommending Corporate Governance Guidelines and other governance policies and procedures. The Governance Committee will also consider and evaluate candidates properly submitted for nomination by stockholders in accordance with the procedures set forth in our bylaws.

The principal duties and responsibilities of the Governance Committee are set forth in its charter. Ingevity's Governance Committee held five meetings during fiscal 2016.

Governance Committee Process for Identifying and Evaluating Director Candidates

The Governance Committee evaluates all director candidates in accordance with the director qualification standards described in our Governance Guidelines. These standards include (1) an absence of conflicts of interest and other legal and ethical issues that would interfere with such candidate's service as a director, (2) a commitment to serve as a director in accordance with our Governance Guidelines, (3) a willingness and ability to devote sufficient time and energy to carry out his or her duties, and (4) having sufficient experience to enable the director to meaningfully participate in deliberations of the Board and one or more of its committees and to otherwise fulfill his or her duties. In addition, the Governance Committee will evaluate a candidate's independence, skills and experience in the context of our Board's needs. While the Board does not have a specific diversity policy, pursuant to our Governance Guidelines, the Board strives to select as director candidates a mix of individuals who represent diverse experience, background and thought at policy-making levels that are relevant to the Company's activities, as well as other characteristics that will contribute to the overall ability of the Board to perform its duties and meet changing conditions.

Stockholder Recommendations for Director Candidates

The Governance Committee will consider director candidates recommended by stockholders and will do so in the same manner as candidates recommended by other sources. Any stockholder wishing to recommend a director candidate should provide the Governance Committee with the information required by the Company's bylaws to be provided with respect to director nominees submitted by stockholders. The process for stockholders to nominate an individual for election as a director is discussed on page 51.

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DIRECTOR COMPENSATION

Cash Compensation

Each non-employee director receives \$75,000 as an annual cash retainer for service as a director. Directors who are also employees of the Company receive no additional compensation for service as a director.

Each non-employee director who serves as either the Board Chair or as a Committee Chair receives an additional retainer as follows: Chairman of the Board: \$70,000; Audit Committee Chair: \$15,000, Compensation Committee Chair: \$10,000 and Governance Committee Chair: \$10,000.

Stock Awards

Each non-employee director receives an annual award grant of Ingevity restricted stock units (“RSUs”) equivalent to \$90,000 at the time of grant. In 2016, the RSU awards were made to non-employee directors under the Omnibus Plan and under the terms and conditions applicable to their grants. The directors become vested in their RSUs on the first anniversary of the award date. For the fiscal year ended 2016, the number of RSUs granted was determined based on the average of the high and low price of the Company’s Common Stock as traded on the NYSE on May 27, 2016.

In 2016, the Compensation Committee approved a plan permitting non-employee directors to elect to receive their 2017 annual cash retainer (both regular annual retainer for Board service, Board Chair retainer and Committee Chair retainer) in the form of deferred stock units (“DSUs”) under the Omnibus Plan. In addition, each non-employee director may also elect to receive their annual stock RSU award in the form of DSUs. DSUs representing cash retainers would be 100% vested, but settled upon termination of service with the Board. RSUs converted into DSUs (annual stock award) would be subject to 1-year vesting and also settled upon termination of service with the Board.

A non-employee director must make his or her election to receive DSUs (in lieu of cash or RSUs) by December 31 of the calendar year preceding the year in which the compensation is earned. No changes to the DSU distribution date are permitted absent a hardship.

Stock Ownership Guidelines

Non-employee director stock ownership guidelines are five times the annual base cash retainer. Shares owned outright by the director, or his or her immediate family members residing in the same household, in family trusts and shares held in retirement plan accounts are deemed to be owned shares for purposes of these guidelines, as well as vested and nonvested RSUs and DSUs. Until a non-employee director meets these guidelines, he or she must hold 50% of the net shares gained from the settlement of RSUs. If a non-employee director does not meet these guidelines within five years, he or she must hold 100% of the net shares gained from the settlement of RSUs.

Less than one year after Ingevity Common Stock began trading, each non-employee director is deemed to be making satisfactory progress towards achieving the ownership goal.

Consulting Agreements Prior to Separation

Prior to the Separation, Ingevity entered into consulting agreements with each prospective non-employee member of the board of directors. Pursuant to the agreements, each prospective member of the board of directors received a lump sum cash payment on March 1, 2016 equal to \$18,750 for prospective non-employee directors and \$62,500 for the prospective Chairman. Per the terms of the agreements, the prospective non-employee directors engaged in advance planning activities with Ingevity management prior to their election to the board. The agreements terminated upon the effective date of the Separation.

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2016 Director Compensation Table

The following table includes information concerning compensation paid to or earned by the people listed in the table who served as directors during the fiscal year ended December 31, 2016:

Name	Fees earned or paid in cash (\$)	Stock Awards (\$)(1)	Option Awards (\$)	Non-equity incentive plan compensation (\$)	Change in pension value and nonqualified deferred compensation earnings (\$)	All Other Compensation (\$)(2)	TOTAL
Richard B. Kelson	\$ 125,000	\$ 91,707	—	—	—	\$ 62,500	\$ 279,207
Jean S. Blackwell	90,000	91,707	—	—	—	18,750	200,457
Luis Fernandez-Moreno	75,000	91,707	—	—	—	18,750	185,457
J. Michael Fitzpatrick	85,000	91,707	—	—	—	18,750	195,457
Frederick J. Lynch	85,000	91,707	—	—	—	18,750	195,457
Daniel F. Sansone	75,000	91,707	—	—	—	18,750	185,457
D. Michael Wilson	—	—	—	—	—	—	—

(1) Represents the aggregate grant date fair market value of 3,287 shares of Common Stock awarded to each non-employee director on May 27, 2016, computed in accordance with FASB ASC Topic 718.

(2) The amounts reported in this column are the payments made pursuant to the consulting agreements discussed above.

EXECUTIVE OFFICERS

Set forth below is information about our executive officers as of March 15, 2017, other than Mr. Wilson, who is also a director and is discussed above. Each of the following executive officers has served in their positions with our Company since the Separation, except for Mr. Smith, who joined the Company in June 2016 and was promoted to his current position in January 2017.

Katherine P. Burgeson (age 59) Ms. Burgeson serves as Executive Vice President, General Counsel and Secretary of Ingevity. Ms. Burgeson came to Ingevity from WestRock, where she served as Associate General Counsel, a position she held since July 1, 2015. Prior to the merger of MeadWestvaco Corporation and Rock-Tenn Company which resulted in the formation of WestRock, Ms. Burgeson served as Deputy General Counsel of MeadWestvaco, where she was lead legal counsel for commercial, corporate and mergers and acquisition-related matters. Ms. Burgeson joined Westvaco Corporation, MeadWestvaco's predecessor in 2000. Prior to joining Westvaco, Ms. Burgeson was a partner at Cummings & Lockwood in Stamford, Connecticut. Ms. Burgeson began her legal career as an associate at Shearman & Sterling. Ms. Burgeson received her J.D. from Fordham University School of Law and her B.A. from Trinity College in Hartford, Connecticut.

John C. Fortson (age 49) Mr. Fortson serves as Executive Vice President, Chief Financial Officer and Treasurer of Ingevity. Mr. Fortson came to Ingevity from AAR Corporation where he previously served as Vice President, Finance

since May 2013, and became Vice President, Chief Financial Officer and Treasurer in July 2013. Prior to joining AAR Corporation, Mr. Fortson was a Managing Director in the Investment Banking Department of Bank of America Merrill Lynch working in the firm's New York, London and Chicago offices. Mr. Fortson is a graduate of the United States Military Academy at West Point and has a Master of Business Administration from Duke University's Fuqua School of Business. Mr. Fortson spent seven years as an infantry officer in the U.S. Army. His last assignment was as a parachute rifle company commander in the 82nd Airborne Division.

Michael P. Smith (age 56) Mr. Smith serves as Executive Vice President and President, Performance Chemicals, Strategy and Business Development. Mr. Smith joined Ingevity in June 2016 after 23 years of service at FMC Corporation. He served as vice president and global business director for FMC's health and nutrition business after holding multiple positions of increasing responsibility within that business. During his career with the company, Mr. Smith held various roles including marketing manager for FMC Water Treatment Chemicals in Manchester, England; global business manager for FMC Process Additives, also in Manchester; director of business planning for FMC Chemicals; division general manager for the active oxidants division; division general manager for hydrogen peroxide; and general manager for food ingredients for FMC BioPolymer. From 2006 to 2013, Mr. Smith was division general manager for FMC BioPolymer. Prior to joining FMC, Mr. Smith held several sales and management positions with Hercules Incorporated, a supplier of hydrocarbon and pine-based resins. Mr. Smith holds a Bachelor of Arts degree in chemistry from the University of

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Virginia and a Master of Business Administration degree from the University of Michigan.

S. Edward Woodcock, Jr. (age 51) Mr. Woodcock serves as Executive Vice President and President, Performance Materials. Mr. Woodcock served as vice president of MeadWestvaco's, and later, WestRock's Carbon Technologies business from 2010 to 2015 after holding multiple positions of increasing responsibility within that business, most recently global business director, Automotive. During his 28-year career with the company, Mr. Woodcock has held various roles including business director, Automotive, for the Asia-Pacific region, worldwide marketing manager for the chemical division's non-U.S. business, area sales manager for Latin America, and technical manager for the Process Technology business. At various stages of his career, he has had direct responsibility for products from each of our businesses. Mr. Woodcock holds a Bachelor of Science degree in chemical engineering from the University of Virginia.

PRINCIPAL STOCKHOLDERS

The following table lists any person (including any "group" as that term is used in Section 13(d)(3) of the Exchange Act) who, to our knowledge, was the beneficial owner as of March 7, 2017, of more than 5% of our outstanding voting shares.

Title of Class	Name and Address of Beneficial Owners	Number of Shares	Percent of Class
Common Stock	BlackRock Inc. 55 East 52nd Street New York, New York 10055	4,735,068(1)	11.24%
	The Vanguard Group 100 Vanguard Blvd. Malvern, Pennsylvania 19355	3,734,421(2)	8.86%

(1)

Information provided is based solely on an amendment to Schedule 13G filed on January 12, 2017 by BlackRock, Inc., which reports having sole voting power over 4,647,751 shares and sole dispositive power over 4,735,068 shares.

(2)

Information provided is based solely on a Schedule 13G filed on February 10, 2017 by The Vanguard Group, which reports having sole voting power over 77,502 shares, sole dispositive power over 3,654,586 shares, shared voting power over 4,433 shares and shared dispositive power over 79,835 shares.

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The following table shows how much of our Common Stock our current directors, NEOs, and all officers and directors as a group beneficially owned as of March 7, 2017. Beneficial ownership is a technical term broadly defined by the SEC to mean more than ownership in the usual sense. In general, beneficial ownership includes any shares a director or officer can vote or transfer and any security the director or officer has the right to vote or transfer within 60 days. Each stockholder listed in the table has sole voting and investment power for all shares shown as beneficially owned by him or her. Individual directors and executive officers as well as directors and executive officers as a group beneficially own less than one percent of the shares of Common Stock outstanding as of March 7, 2017.

Name of Beneficial Owner(1)	Common Stock
Jean S. Blackwell	0
Katherine P. Burgeson	1,633
Luis Fernandez-Moreno	0
J. Michael Fitzpatrick	0
John C. Fortson	8,442
Richard B. Kelson	1,683
Frederick J. Lynch	0
Edward A. Rose	1,462
Daniel F. Sansone	336
D. Michael Wilson	12,478
S. Edward Woodcock	1,091
Directors and executive officers as a group (11 persons)	25,987

(1)

The shares reported in the table do not include the following unvested RSUs held by each executive officer and director because they do not have the right to vote or transfer such unvested RSUs within 60 days: Ms. Blackwell – 3,287, Ms. Burgeson – 5,853, Mr. Fernandez-Moreno – 3,287, Mr. Fitzpatrick – 3,287, Mr. Fortson – 29,848, Mr. Kelson – 3,287, Mr. Lynch – 3,287, Mr. Sansone – 3,287, Mr. Wilson – 47,987, Mr. Woodcock – 3,560, and directors and executive officers as a group – 109,458.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our directors and executive officers and persons who own more than 10% of our Common Stock to file with the SEC initial reports of ownership and reports of changes in ownership of our Common Stock and to provide us copies of these reports. Based solely on a review of the copies of these reports furnished to us and written representations that no other reports were required to be filed, we believe that all filing requirements applicable to our directors and executive officers and beneficial owners of greater than 10% of our Common Stock have been complied with during the fiscal year ended December 31, 2016.

TABLE OF CONTENTS**EQUITY COMPENSATION PLAN INFORMATION**

The table below sets forth information with respect to securities issuable, or available for issuance, under our equity compensation plans as of December 31, 2016.

Plan Category	Equity Compensation Plan Information		
	Number of Securities to be issued upon exercise of outstanding options and restricted stock awards (a)(2)	Weighted average exercise price of outstanding restricted stock awards (b)(3)	Number of Securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity Compensation Plans approved by stockholders(1)	502,000	\$ 28.03	3,476,000
(1)	Plans approved by WestRock as sole stockholder prior to the Separation while the Company was a wholly owned subsidiary.		
(2)	Includes 208,000 stock options, 147,000 restricted stock units (“RSUs”) and 127,000 performance-based restricted stock units (“PSUs”) granted to employees and 20,000 RSUs held by directors.		
(3)	Represents the weighted-average exercise price of the outstanding stock options only. The outstanding RSUs and PSUs are not included in this calculation.		

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with management. Based on this review and discussion, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated by reference into our Annual Report on Form 10-K for fiscal 2016.

THE COMPENSATION COMMITTEE

Frederick J. Lynch, Chair
 Richard B. Kelson
 Jean S. Blackwell
 Daniel F. Sansone

COMPENSATION DISCUSSION AND ANALYSIS**Executive Summary**

Ingevity’s compensation program is designed to reward senior leaders for the successful execution of Ingevity’s operating strategy and achievement of its stated performance goals. This Compensation Discussion and Analysis (“CD&A”)