Corporate Governance Topic	
1. Role of Lead Director	Board policy and the Company's By-laws allow flexibility to separate or consolidate the positions of Chairman of the Board and Chief Executive Officer ("CEO"), as the Board, from time to time, may determine to be best for governance and effective Board and Company functioning. If the positions are consolidated, then the independent directors as defined by the Rules of the New York Stock Exchange ("NYSE") shall appoint a Lead Director on an annual basis for so long as the positions are consolidated. The responsibilities of the Chairman of the Board include attending and presiding at meetings of the Board of Directors and such other responsibilities which the Board may designate from time to time. The responsibilities of the Lead Director include attending and presiding at meetings of the Board of Directors in the absence of the Chairman and at executive sessions conducted without management and such other responsibilities as the independent Directors may designate from time to time. Any Director who wishes to request a special meeting or place an item on the Board agenda may contact the Lead Director, the Chairman of the Board or the Corporate Secretary. (Adopted 9/20/00, revised 9/17/03, revised 12/01/04, revised 1/25/06, revised 12/14/11, revised 2/4/14)
2. Number/Structure of Committees	Committees are formed, filled, modified and terminated as part of the organizational and governance work of the Corporate Governance and Nominating Committee and the full Board. In any event, the Board will have at a minimum three committees, namely, a Corporate Governance and Nominating Committee, an Audit Committee and a Compensation Committee. (Adopted 9/20/00, revised 9/17/03, revised 12/14/11, revised 2/4/14) (This and succeeding principles renumbered 12/12/14)
3. Assignment and Rotation of Committee Members	Board committee assignments and committee chairmanships are reviewed annually and rotated periodically, usually every 3 to 5 years, consistent with the Board's needs, the Directors' interests and areas of expertise, and regulatory requirements. (Adopted 9/20/00, revised 12/14/11)
4. Frequency, Length and Agendas for Meetings	The Board meeting schedule and agendas are established by the Corporate Governance and Nominating Committee with direct input from management. Meeting lengths vary as business

Corporate Governance Topic	
	dictates. Teleconference meetings may be used between regularly scheduled meetings to assure continuity of Board information flow and actions. Annually, each committee reviews its performance. Then, in consultation with the Executive assigned to the committee, it agrees upon a meeting schedule (including frequency and length of meetings) and tentative agendas for the upcoming year, which are reviewed and approved by the Corporate Governance and Nominating Committee. Agenda items are added and deleted over the coming year at the members' request and as business developments warrant. (Adopted 9/20/00, revised 9/17/03, revised 2/4/14)
5. Executive Sessions	The full Board meets in executive session at every Board meeting. In addition, non-management Directors meet at regularly scheduled executive sessions, without management, and the independent Directors meet in executive session at least once a year. (Adopted 9/20/00, revised 9/17/03, revised 2/4/14)
6. Director Responsibilities	The responsibility of the Board of Directors is to supervise and direct the management of the Company in the interest of the Company and its stockholders. The primary duties of the Directors include (i) the review and approval of the Company's tactical (annual) plans, monitoring accomplishments and comparing its competitive positioning; (ii) the review of the Company's strategic plan and its long-range goals, the evaluation of performance against these plans and goals and the competition and the evaluation of the desirability and appropriateness of modifying the plans and goals; (iii) the oversight of the Company's financial health; (iv) the monitoring of such activities of the Company as pose significant risks, and of the Company's programs and preparedness to respond to and contain such risks; (v) the review of the performance of the CEO and other senior officers and their compensation relative to performance; (vi) the review of the Company's adherence to its corporate vision and mission, which includes its responsibilities to its stockholders, employees, customers and communities; (vii) preparedness for the selection of a successor CEO, and the monitoring of the Company's development and selection of key personnel; and (viii) the selection process for Board membership, Board succession planning and the overall quality and preparedness of its members. Each Director is expected to dedicate sufficient time, energy and attention to performing these duties in a responsible manner, including attending meetings of the Board and committees of which he or she is a member and by reviewing in advance all meeting materials. (Revised 12/14/11, revised 2/4/14)

Corporate Governance Topic	
7. Access to Management	Directors shall have full access to Company management in order to further inform themselves with respect to the Company's business. (Revised 12/14/11)
8. Director Compensation and Review	The Compensation Committee reviews Director compensation annually and makes recommendations to the Board for action when appropriate. Compensation may be in the form of cash or equity interest in the Company or such other forms as the Committee deems appropriate and shall be at levels that are consistent with those in effect for directors in similarly situated businesses. Stock-based compensation is an important component of the Director compensation program. Separate compensation may be provided to members of committees of the Board and additional compensation may be provided to chairmen of committees and the Lead Director. Directors who are also employees of the Company shall not receive any additional compensation for service as a Director. (Adopted 9/20/00, revised 9/17/03, revised 12/14/11, revised 2/4/14)
9. Size of the Board	The Certificate of Incorporation authorizes a Board of seven to seventeen, allowing flexibility for sizing the Board as structure, organization, activity and availability dictate. The Corporate Governance and Nominating Committee will review and recommend changes as needed. (Adopted 9/20/00, revised 9/17/03, revised 2/4/14)
10. Independence of the Board	The Board is committed to having a substantial majority of independent directors. Periodic review is done to assure compliance with this commitment and with applicable Securities and Exchange Commission, Internal Revenue Code and NYSE requirements with respect to eligibility for committee assignments. (Adopted 9/20/00, revised 9/17/03, revised 12/14/11, revised 2/4/14)
11. Board Membership Criteria and Selection	The Corporate Governance and Nominating Committee is responsible for developing criteria for Board membership and guidelines for Board tenure. Using these, when Director nominees are needed, the Committee develops and reviews candidates, makes recommendations to the Board and oversees the process of selection and nomination. (Adopted 9/20/00, revised 9/17/03, revised 12/7/05, revised 2/4/14)

Corporate Governance Topic	
12. Director Orientation and On-going Training	Each new Director shall be provided with materials on the Company, meet with key management and visit one or more Company facilities to assist the new Director in becoming familiar with the Company's business and organization. All Directors are encouraged to visit Company facilities and attend director continuing education programs, including those the Company may from time to time suggest, arrange or present. The fees for such programs and other reasonable expenses, including travel, shall be reimbursed by the Company. (Revised 12/14/11)
13. Board Evaluation	The Corporate Governance and Nominating Committee establishes criteria for evaluation of Board performance and effectiveness. Annually, the Board and each of its committees conduct an evaluation of their performance. (Adopted 9/20/00, revised 9/17/03, revised 12/7/05, revised 2/4/14)
14. Retirement Age for Directors	Board policy requires outside Directors to retire no later than the annual meeting following their 72nd birthday. Employee Directors, including the CEO, are required to retire from the Board upon retirement as an employee, unless the Board determines otherwise in unusual circumstances. (Adopted 9/20/00, revised 1/24/07)
15. Change in a Director's Position	A Director whose primary job responsibilities have significantly changed since he or she was last elected to the Board or who retires or whose status significantly changes by virtue of membership on another board or entry into a new business relationship, etc., shall provide written notice to the Corporate Governance and Nominating Committee of such change, outlining the specifics of the impending change, and each such Director shall tender his or her resignation from the Board, subject to acceptance of such resignation by the Board. The Board, with input from the Corporate Governance and Nominating Committee, shall evaluate the information provided by the Director regarding the impending change and then determine, on a case-by-case basis, whether the Director's Board membership would continue to be free from conflict of interest and is otherwise appropriate, and whether the Director's resignation should be accepted. (Adopted 9/20/00, revised 9/17/03, revised 12/1/04, revised 12/14/11, revised 2/4/14, revised 12/12/14)

Corporate Governance Topic	
16. Term Limits	The Board does not impose term limits, as this could unnecessarily interfere with the continuity, diversity, developed experience and knowledge and long-term outlook the Board must have. The Corporate Governance and Nominating Committee will consider a Director's tenure in making a recommendation to the Board whether or not a Director should be nominated for reelection. In making such recommendation the Committee will consider such factors as effectiveness and productivity of the Director, the need for retaining an experienced Director and other factors identified during the Board self-evaluation process. (Adopted 9/20/00, revised 2/8/11, revised 12/14/11, revised 2/4/14)
17. Stock Ownership Guidelines for Directors	Within 5 years of his/her election to the Board, a Director should acquire and hold a number of shares of the Company's Common Stock that from time to time have a market value equal to a minimum of five times the dollar amount of the cash portion of his/her annual Board retainer. Directors are permitted to defer all or a portion of their annual retainers as deferred compensation in the form of restricted stock units. Restricted stock units received as compensation, whether or not deferred, constitute ownership of the underlying shares for this purpose. (Adopted 9/20/00, revised 9/17/03, revised 12/14/11, revised 2/4/14)
18. Evaluation of the CEO and Succession Planning	The Compensation Committee conducts an evaluation of the CEO annually and, with the other independent Directors, determines the CEO's compensation. The evaluation is timed to coincide with the Committee's action on the performance pay program, and is tied to the Company's annual performance and the CEO's delineated personal objectives. (Adopted 9/20/00, revised 9/17/03 and 01/30/08) The Corporate Governance and Nominating Committee annually discusses succession planning with regard to the Board. (Revised 12/14/11) The Board, in consultation with the CEO, shall regularly review key executive talent development, including succession planning for the CEO and other senior executives. (Revised 2/4/14)
19. Board Interaction with Investors, the Press, Customers and Others	In general, management speaks for the Company. Inquiries from the press, stockholders or others are referred to management for response. Management regularly presents reports to security analyst groups. (Adopted 9/20/00)

Corporate Governance Topic	
	Interested parties may communicate directly with any member of the Board of Directors, including the Lead Director, or the non-management Directors or the independent Directors, as a group, by writing in care of: Corporate Secretary Ingredion Incorporated 5 Westbrook Corporate Center Westchester, Illinois 60154 The Corporate Secretary will collect all such communications and organize them by subject matter. All such communications will be promptly forwarded to the appropriate Board committee chairman according to the subject matter of the communication, except for solicitations or other matters unrelated to the Company. Communications addressed directly to the Lead Director, the non-management Directors or the independent Directors, as a group, or any individual Director will be forwarded to the Lead Director, each non-management member of the Board, each independent member of the Board or the individual Director, as the case may be. (Revised 12/14/11, revised 2/4/14)
20. Confidential Stockholder Voting	All voted proxies are handled to protect employee and individual stockholder privacy. No vote is disclosed except as necessary to meet any legal requirements, in limited circumstances such as a proxy contest, to permit certification of the vote and to respond to stockholders who send written comments with their proxy cards. (Adopted 9/20/00, revised 12/14/11, revised 2/4/14)
21. The CEO and Outside Boards	The primary obligation of the CEO is to the Company, but it is recognized that service by the CEO on outside boards is beneficial. Prior to accepting an outside director position, the CEO is expected to discuss with the Board, his/her desire to accept a position on another board. The Corporate Governance and Nominating Committee will be responsible for determining the consensus of the Board on this matter. The number of outside boards upon which the CEO may serve will be determined on a situational basis. (Adopted 7-16-03, revised 12/14/11)

Corporate Governance Topic	
22. Engagement of Independent Advisors	The Board and each of its committees has the right, at any time, to engage independent counsel and/or other outside advisors or specialists under arrangements maintaining their independence, but providing that fees and expenses will be covered by the Company. (Adopted 7-16-03, revised 2/4/14)