

INTERNATIONAL FLAVORS & FRAGRANCES INC.
CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS
(amended and restated on February 7, 2018)

1. Purpose

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of International Flavors & Fragrances Inc. (together with its subsidiaries, the “Company”) assists the Board in fulfilling its oversight responsibilities. The Committee oversees and reviews: (i) the financial reporting process and the integrity of the Company’s financial statements and related financial information, (ii) the Company’s internal control environment, systems and performance, (iii) the audit process followed by the independent accountant and the internal auditors, (iv) the qualifications, independence and performance of the Company’s independent accountant and the internal auditors and (v) the procedures for monitoring compliance with laws and regulations and with the Company’s Code of Business Conduct and Ethics (the “Code”). In performing its duties, the Committee maintains effective working relationships with the Board, management and the Company’s independent accountant and internal auditors.

The Committee serves in an oversight capacity and is not part of the Company’s operational or managerial decision-making process. It is not the duty of the Committee to plan or conduct audits or to determine that the Company’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles (“GAAP”) and applicable rules and regulations. This is the responsibility of management and the independent accountant. As a result, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company’s financial statements or any certification as to the work of the independent accountant.

2. Membership

The Committee shall consist of at least three members, including a Chair, all of whom are selected by, and may be removed by, the Board at any time. All members of the Committee must be “independent directors,” meaning directors who are independent of management of the Company, who are free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as Committee members, and who otherwise satisfy the “independence” requirements of the United States Securities and Exchange Commission (“SEC”) and the New York Stock Exchange (“NYSE”). No member of the Committee is permitted to receive any consulting, advisory or other compensation payments directly or indirectly from the Company, other than the compensation received for service as a director and as a member of any committee of the Board. All members of the Committee must be financially literate (as determined by the Board in its business judgment) or must become financially literate within a reasonable period of time after appointment to the Committee. At least one member of the Committee must have, in the Board’s business judgment, such accounting or related financial management expertise as to satisfy NYSE requirements and qualify as an “audit committee financial expert” in accordance with applicable SEC rules. In addition, no person may be a

member of the Committee if his or her service on the Committee would violate any restriction on service imposed by any SEC or NYSE rule, regulation or standard.

If a Committee member simultaneously serves on the audit committee of more than three public companies (including the Company), then the Board shall determine whether or not such simultaneous service would impair the ability of such member to effectively serve on the Committee, and the Company shall disclose such determination in its annual proxy statement.

3. Committee Responsibilities

The Committee has the following responsibilities:

- a. Independent Accountant
 - i. To appoint on behalf of the Company an independent accountant to conduct an annual audit and interim reviews of the consolidated financial statements of the Company as well as an annual audit of the Company's internal control over financial reporting integrated with such audit of the financial statements of the Company, and to assure that the independent accountant is ultimately accountable and reports directly to the Committee; to oversee the services of the independent accountant; to establish the terms of the retention of the independent accountant, including reviewing and discussing with the independent accountant the engagement letter to be executed by the Company and determining all fees and other payments to the independent accountant which shall be funded by the Company; to resolve any disagreements between management and the independent accountant concerning financial reporting; to establish policies and procedures for the pre-approval by the Committee of all audit, statutory audit and non-audit services to be provided by the independent accountant, consistent with rules of the SEC and NYSE, and designed to assure the continued independence of the independent accountant; to evaluate the qualifications, performance and independence of the independent accountant, including a review and evaluation of the lead audit partner; to review the regular rotation of the lead audit partner and the quality review partner, as required, and to periodically consider, in order to assure continuing independence, rotation of the independent accountant; to present annually to the Board the Committee's conclusions concerning the qualifications, performance and independence of the independent accountant; and, where appropriate, to discharge the independent accountant.
 - ii. To review and approve the scope, strategy, timing, staffing and plans for the independent accountant's annual audit and interim reviews, including discussion of any significant risks that require special audit attention.
 - iii. To require the independent accountant to submit to the Committee, at least annually, a formal written statement delineating all relationships between

the independent accountant and the Company, including, but not limited to, non-audit services provided by the independent accountant and related fees; to discuss with the independent accountant all such relationships and, based on such written statement and discussions, to review and determine the independence of the independent accountant in accordance with the requirements of the SEC, the NYSE and the Public Company Accounting Oversight Board (“PCAOB”); and, where appropriate, take action in response to the independent accountant’s statement to enable the Committee to satisfy itself of the independent accountant’s independence.

- iv. To obtain from the independent accountant at least annually, and review, (a) a report by the independent accountant describing the independent accountant’s internal quality-control procedures and any material issues raised by the most recent internal quality-control review, peer review of the independent accountant or by an inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent accountant, and any steps taken to deal with any such issues, including, without limitation, inquiry as to: (1) whether the Company’s audit was selected for PCAOB inspection, (2) whether the PCAOB identified deficiencies in other audits that involved auditing or accounting issues similar to issues presented in the Company’s audit, (3) the audit firm’s responses to the PCAOB’s findings and (4) the audit firm’s remedial efforts in response to any PCAOB-identified quality control deficiencies; and (b) other required reports from the independent accountant.

b. Internal Audit

- i. To review and assess management’s appointment or replacement, and to oversee the design of the Company’s internal audit function and/or any firm(s) selected to provide outsourced internal audit services (the “Internal Auditors”).
- ii. To review, at least annually with management, the independence, performance, resources and qualifications of the Internal Auditors.
- iii. To review and assess, at least annually, in consultation with management of the Company, the Internal Auditors and the internal audit annual plan, including the responsibilities, budget and staffing of the internal audit function.
- iv. To receive and review periodic updates, as appropriate, of the results of and follow-ups to internal audits, including a discussion of any lack of cooperation, disputes or disagreements with management.

c. Financial Reporting

- i. To discuss with financial management and with the independent

accountant any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles or policies; the effect of regulatory or accounting pronouncements; the development, selection and disclosure of critical accounting policies and the effect of key assumptions, estimates or GAAP treatment on the Company's financial statements; significant unusual transactions; alternative treatments and disclosures of financial information within GAAP related to material items and the ramifications of the use of such alternative treatments and disclosures, with input from the independent accountant; and all material written communications between the independent accountant and management.

- ii. To meet to review and discuss with the independent accountant and financial management of the Company at the conclusion of the year-end audit and each quarterly review and prior to finalizing and filing, each annual or interim report of the Company, including, as applicable:
 - (a) the Company's annual and interim financial statements and related footnotes;
 - (b) disclosure under management's discussion and analysis of financial condition and results of operations ("MD&A");
 - (c) discuss with management the Company's earnings press releases, including the presentation of pro forma or other non-GAAP information, as well as the type of financial information or earnings guidance or type of presentation provided or to be provided to the public, the investment community or rating agencies.
 - (d) the independent accountant's audit or review of and report on such financial statements, including any significant accounting matters and findings and management's responses to them;
 - (e) any significant changes in the audit or review scope or plan from that previously presented to the Committee;
 - (f) any significant transactions not a normal part of the Company's business and the manner in which they were accounted for in such financial statements, including the basis of consolidation and/or treatment of any off-balance sheet structures, if applicable;
 - (g) the independent accountant's qualitative judgments and recommendations about the appropriateness of the Company's accounting principles and practices, any proposed changes in such accounting principles and practices and the Company's implementation of previously recommended changes in

accounting principles and practices;

- (h) the independent accountant's communications with respect to any significant deficiencies or material weaknesses in the Company's internal controls (which, for purposes of this Charter, shall include disclosure controls where appropriate) and any special audit steps adopted in light of any such material control deficiencies;
- (i) any lack of cooperation, disputes or disagreements with management, audit problems or other difficulties encountered by the independent accountant during the course of the audit or review, including any restrictions on the scope of its work or access to requested information, and management's responses thereto;
- (j) any matters relevant to the audit involving the Company's or any of its employees' violations or possible violations of laws or regulations about which the Committee is aware;
- (k) the process conducted by the Chief Executive Officer and Chief Financial Officer with respect to the certifications required to be filed by them with the SEC and the NYSE; and
- (l) other matters related to the annual financial statements or the review of the interim financial statements or the review and report concerning the Company's internal control over financial reporting that are to be communicated to the Committee under the rules and standards of the PCAOB, the SEC and the NYSE.

iii. To recommend to the Board whether the audited financial statements are to be included in the annual report of the Company to be filed with the SEC.

iv. To prepare the report required to be included in the Company's annual proxy statement disclosing whether the Committee has reviewed and discussed the audited financial statements with management and has discussed matters specified by the standards of the PCAOB and by SEC rules and regulations with the independent accountant, and has taken whatever action and prepared such other reports and letters as may be required from time to time by the SEC and/or the NYSE.

v. To review, together with management for the Company, management reports on legal, regulatory and compliance matters that may have a material effect on the Company's financial statements, accounting policies or compliance policies, including any correspondence or communications from or with regulators or governmental agencies.

d. Control Systems and Environment

- i. To consider, monitor and review with the independent accountant, the Internal Auditors, and the financial management of the Company the adequacy and effectiveness of the Company's systems of internal controls (including any significant deficiencies, material weaknesses and significant changes in internal controls reported to the Committee by the independent accountant or management, and including computerized information system controls and security), disclosure controls and procedures (and management reports thereon) and any related significant findings and recommendations by the independent accountant or the Internal Auditors, together with management's responses.
- ii. To review the annual internal control report of management as required by the SEC rules and the report on the audit of internal control over financial reporting of the independent accountant as required in connection therewith, and management's quarterly and annual evaluations of and conclusions about the effectiveness of and changes to internal controls and procedures for financial reporting.
- iii. To establish, monitor and review procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding compliance, accounting, internal accounting controls or auditing matters and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable compliance, accounting or auditing matters.
- iv. To review the Company's program to monitor compliance with the Code, and to meet periodically with the Company's General Counsel, Chief Financial Officer and the Internal Auditors, to discuss compliance with the Code.
- v. To review periodically the Company's Global Authorization Limits or comparable document relating to approval authority and to recommend to the Board appropriate changes thereto.
- vi. To review periodically the capital structure of the Company, including recommending Board action with respect to borrowings, dividend payments and share repurchase strategies.
- vii. To assist the Board in its responsibility to oversee, and review with management, the Company's financial risks and the policies and practices established to manage such risks, it being understood that it is the responsibility of the CEO and other senior management to manage the Company's day-to-day business risks and its risk management process.
- viii. To review and approve the annual renewal of the corporate end user exemption.
- ix. To approve management's hiring policies for employees or former

employees of the independent accountant, consistent with the requirements of the SEC and/or the NYSE.

x. To review the succession planning of the Company's senior financial management.

e. Executive Sessions

To meet periodically with the Internal Auditors, with the independent accountant, with the General Counsel and with management, in separate executive sessions, to discuss matters then being considered by the Committee or that the Committee or any of these groups concludes should be discussed privately with the Committee.

4. Charter and Annual Assessment

The Committee shall annually assess its performance to confirm that it is meeting its responsibilities under this Charter. In this review, the Committee shall consider, among other things, (a) the appropriateness of the scope and content of this Charter, (b) the appropriateness of matters presented for information and approval, (c) the sufficiency of time for consideration of agenda items, (d) the frequency and length of meetings and (e) the quality of written materials and presentations. The Committee shall review and assess the adequacy of this Charter at least annually and recommend to the Board such changes to this Charter as the Committee deems appropriate.

5. Investigations and Studies; Funding

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities as described above, and may retain or terminate independent counsel, accountants or other advisors or consultants, as the Committee considers necessary or appropriate to assist in any such investigation or study or otherwise in connection with fulfilling the Committee's responsibilities as provided herein. In connection with such retention, the Committee shall approve the scope, fees and other terms of the engagement. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any independent counsel, accountants or other advisors or consultants retained by the Committee.

6. Delegation of Authority to Subcommittees

The Committee shall have the authority to delegate any of its responsibilities to one or more Committee members or subcommittees of Committee members, as the Committee deems appropriate.

7. Procedures

The Committee shall meet at least quarterly and at such other times as circumstances warrant. The Committee shall meet periodically in executive session without Company management present. Meetings of the Committee may be called by the Chair of the Board or any member of

the Committee. Regular meetings shall be communicated by the Chair of the Committee at the beginning of each year and notice of special Committee meetings shall be given in accordance with the procedures for special meetings of the Board described in Article II, Section 9 of the Company's By-Laws. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter. Meetings of the Committee may be held telephonically. The Chair of the Committee shall preside over meetings of the Committee. In the absence of the Chair at any meeting of the Committee, those members of the Committee present shall designate a Committee member to serve as acting Chair. A majority of Committee members shall constitute a quorum. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held, except as specifically provided herein. In the event the number of Committee members voting in favor of a proposal and the number of Committee members voting against such proposal are equal, the proposal shall be submitted to a vote of the Board. The Committee shall maintain minutes or other records of meetings and activities of the Committee. The Committee may invite to its meetings any director, member of management of the Company, and such other persons as it deems appropriate in order to carry out its responsibilities. Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held. The Committee shall provide regular reports to the Board regarding the execution of the Committee's duties and responsibilities, activities, any issues encountered and related recommendations.