



**INTERNATIONAL FLAVORS & FRAGRANCES INC.  
CHARTER OF THE INNOVATION COMMITTEE  
OF THE BOARD OF DIRECTORS  
(amended and restated on October 29, 2024)**

**1. Purpose**

The Innovation 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 overseeing the Company’s overall strategic direction as related to new innovative business concepts, potential integrated solutions and research and development (“R&D”). The Committee serves as a resource to the Company’s management team to provide advice and guidance on those topics outlined below.

**2. Membership**

The Committee shall consist of at least three members, including a committee chair (the “Chair”). The Board, based on the recommendation of the Governance & Corporate Responsibility Committee, shall appoint the members of the Committee and the Chair annually. The members of the Committee may be replaced or removed by the Board at any time in the Board’s sole discretion.

The Company’s Chief R&D Officer and Divisional Presidents shall attend meetings and certain other members of Company management shall attend the Committee meetings, as requested.

**3. Committee Responsibilities**

The Committee shall have the following responsibilities:

- a. Review and provide input into new (innovative) business ideas / business development opportunities in segments where the Company either does not currently compete or where new technology provides an opportunity for an existing business.
- b. Review, evaluate and advise the Board regarding the Company’s progress in achieving its long-term strategic R&D, innovation goals and objectives, with a focus on product design and sustainable solutions.
- c. Review and evaluate the quality, direction and competitiveness of the Company’s R&D and innovation programs.
- d. Regularly review the Company’s R&D pipeline.
- e. Assist in identifying and comprehending significant emerging science and technology issues, policies and trends that may impact the Company’s overall business strategy.

- f. Assist the Board in its oversight of the Company's business development activities as they relate to the acquisition or development of new science and technology, and provide input on new, innovative opportunities to enhance current business or expand into new areas.
- g. Evaluate the soundness/risks associated with the technologies in which the Company is investing its innovation efforts.
- h. Provide support to Company management to ensure a quality Scientific Advisory Board is in place, if needed.
- i. Regularly review the recruitment and retention of scientific talent and match with new areas of scientific developments and technologies.
- j. Evaluate its own performance annually to ensure that it is meeting its responsibilities under this Charter and deliver a report to the Board setting forth the results of such evaluation.
- k. 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.
- l. Report its activities to the Board and perform such other duties consistent with this Charter or that the Board may assign to the Committee.

**4. Investigations and Studies; Retention of Consultants or Other Advisors**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities as described above, and has the authority in its sole discretion, to retain consultants or legal, financial or other advisors and consultants to assist in the fulfillment of its obligations, as it deems appropriate, without consulting or obtaining the approval of any officer of the Company, with respect to any matters subject to its authority. The Company shall provide for funding for payment of compensation to any such advisors and consultants.

**5. 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.

**6. Procedures**

The Committee shall meet at least three times each year and more frequently if 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 in person, by video conference or 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 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.