

## SENSIENT TECHNOLOGIES CORPORATION CORPORATE GOVERNANCE GUIDELINES

### 1. Director Qualification Standards.

A majority of the Board of Directors (the “Board”) must consist of “independent” directors. Additionally, under the Company’s By-laws, no more than two officers or employees of the Company or any of its subsidiaries may serve as directors at any one time.

No director shall be independent unless he or she shall meet the requirements for independence under applicable securities laws.

For purposes of determining independence, the “Company” means Sensient Technologies and all of its subsidiaries and affiliates.

The Board will consider the desirability of the continued service of directors who change their primary employment. Upon request, such directors shall tender their resignation in such circumstance to assist the Board in evaluating such desirability on a timely basis.

***Director Independence.*** A director is independent if the Board has made an affirmative determination that such director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company).

In affirmatively determining the independence of any director who will serve on the Compensation and Development Committee, the Board must consider all factors specifically relevant to determining whether a director has a relationship which is material to that director's ability to be independent from management in connection with executive compensation and other duties of a member of that Committee, including but not limited to the source of any compensation to the director, including any consulting, advisory or other compensatory fee paid by the Company to that Director, and whether that director is affiliated with the Company, a Company subsidiary or an affiliate of the Company subsidiary. Additionally, a director has a material relationship and is, therefore, not independent if:

- The director is, or was within the last three years, an employee of the Company.
- The director’s immediate family member is, or was within the last three years, an executive officer of the Company.
- The director has received, or has an immediate family member who has received (other than for service as a non-executive employee), during any twelve-month period within the last three years, more than \$120,000 in direct compensation from the Company (other than fees in connection with services as director or other non-contingent deferred compensation for prior service).
- The director has a relationship with the Company’s audit firm, including where: (A) the director is a current partner or employee of that audit firm; (B) the director has an immediate family member who is a current partner of that firm; (C) the director has an immediate family member who is a current employee of that firm and works on the Company’s audit; or (D) the director or an immediate family member was, within the last three years, a partner or employee of such a firm and personally worked on the Company’s audit within that time.

- The director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where one of Sensient’s present executive officers serves or served on that company’s compensation committee at the same time.
- The director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of the other company’s consolidated gross revenues.

Directors serving on the Audit Committee or the Compensation and Development Committee must also meet any additional independence requirements imposed by law, and applicable New York Stock Exchange rules.

***Audit Committee Independence.*** The following additional independence requirements apply to members of the Audit Committee:

- No director or member of the director’s immediate family may accept directly or indirectly any consulting, advisory, or other compensatory fee from the Company (other than in such director’s capacity as a member of the board and any board committees).
- No director or member of the director’s immediate family may be a partner, member, or principal with an entity which provides accounting, consulting, legal, investment banking, financial, or other advisory services to the Company.
- No director may be an “affiliated person” of the Company (other than by reason of sitting on the Board).
  - A director will be considered an “affiliate” or “affiliated person” of the Company if he or she directly (or indirectly through one or more intermediaries) controls, is controlled by, or is under common control with, the Company.
  - A director has “control” if he or she possesses, directly or indirectly, the power to direct or cause the direction of the management and policies of the Company, whether through the ownership of voting equity securities, by contract or otherwise.
  - The SEC has given the following guidance with respect to determining whether or not a director is an “affiliate” under the audit committee independence requirements of Rule 10A-3:
    - A director may sit on the board of the Company and the board of any subsidiary or affiliate of the Company so long as, except for being a director on each such board, he or she otherwise meets the independence requirements for the Company and such subsidiary or affiliate.
    - A director who is an executive officer, employee, general partner, or managing member of an affiliate of the Company will be deemed to be an “affiliate”.
    - Under a safe harbor provision, a director who is not the beneficial owner of more than 10% of any class of voting equity securities of the Company and is not an

executive officer of the Company will not be deemed to “control” the Company and, therefore, will not be an “affiliate”.

***Compensation and Development Committee Independence.*** In assessing the independence of members of the Compensation and Development Committee, the Board must consider whether a director has a relationship that restricts or impairs his or her ability to be independent from management when making decisions about executive compensation or fulfilling the other duties of the Committee.

Other than director fees, a director should not receive any consulting, advisory, or other compensatory fees from the Company. Additionally, other than serving as a director, a member should not be affiliated with the Company.

2. Size of the Board.

The Board shall be comprised of no less than nine (9) nor more than thirteen (13) directors, the exact number of directors to be determined from time to time by resolution adopted by affirmative vote of a majority of the directors then in office.

3. Office of Chairman.

A Chairman of the Board shall be elected by the Board from among its members to preside at all meetings of the Board.

4. Lead Director.

A Lead Director shall be elected by the Board from among its members to serve in a lead capacity. The Lead Director may be elected, removed or replaced at any time, with or without cause, by a majority vote of the Board.

The Lead Director shall coordinate the activities of the independent and non-management directors and perform such other duties and responsibilities as the Board may determine, including without limitation, the following:

- Preside at all meetings of the Board at which the Chairman of the Board is not present, including executive sessions of the independent directors.
- Serve as the principal liaison between the Chairman of the Board and the independent directors.
- Review all information sent to the Board, including the quality, quantity, appropriateness and timeliness of such information.
- Approve meeting agendas for the Board.
- Approve the frequency of Board meetings and meeting schedules, assuring there is sufficient time for discussion of all agenda items.
- Obtain advice and counsel from the General Counsel, to the extent requested by the Lead Director and where appropriate, related to fulfilling the Lead Director's duties.

## 5. Director Selection Criteria and Nominee Requirements.

The Nominating and Corporate Governance Committee shall recommend to the Board criteria for the selection of directors and periodically review the criteria adopted by the Board. The director selection criteria shall be published with the annual proxy statement or otherwise publicly available. All director nominees are required to provide the affirmations and other materials described in Section 3.9 of the By-laws.

## 6. Director Resignation Policy for Directors in Uncontested Elections.

The Board shall nominate for election or re-election as director only, and fill director vacancies and new directorships only with, candidates who agree to tender, promptly following such person's failure to receive in an uncontested election a greater number of votes "for" his or her election than votes "withheld" from such election, an irrevocable resignation that will be effective upon Board acceptance of such resignation.

If an incumbent director fails to receive the required vote for re-election, then, at its next regularly scheduled meeting following certification of the shareholder vote, the Nominating and Corporate Governance Committee will act to determine whether to accept the director's resignation and will submit such recommendation for consideration by the Board, and the Board will act on the Committee's recommendation at its next regularly scheduled meeting following the Committee's recommendation. The Nominating and Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation.

Any director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer. If each member of the Nominating and Corporate Governance Committee fails to receive in the same uncontested election a greater number of votes "for" his or her election than votes "withheld" from such election, then those independent directors who did receive the required vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. However, if the only directors who receive in the same uncontested election a greater number of votes "for" his or her election than votes "withheld" from such election constitute three or fewer directors, all directors may participate in the Board action regarding whether to accept the resignation offers.

## 7. Selection of New Director Candidates.

The Board selects new director candidates based on the recommendations of the Nominating and Corporate Governance Committee and the needs of the Board. Shareholders may also recommend director candidates or make nominations in accordance with Section 3.9 of the By-laws and applicable law.

## 8. Term Limits.

There are no established term limits for service on the Board.

## 9. Mandatory Retirement Age.

There is no mandatory retirement age for service on the Board.

## 10. Director Responsibilities.

The Board is responsible for exercising the corporate powers of the Company and overseeing the management of the business and affairs of the Company, including management's establishment and implementation of key strategic priorities and initiatives. The Board as a whole will take a leading role in overseeing the Company's overall risk tolerances and risk management practices. The Board is directly responsible for overseeing the Company's product safety, personnel safety, physical security, human capital management, and cyber and intellectual property security programs. Only the Board can amend the Company's Code of Conduct. The Board has delegated risk oversight of certain matters to appropriate committees as set forth in their charters. The Board and these committees receive periodic reports on these matters from management and the personnel in charge of the related risk management activities. Directors shall maintain the confidentiality of Board discussions and other nonpublic Company information and shall act in the best interests of the Company and its shareholders collectively.

In discharging his or her duties to the Company and in determining what he or she believes to be in the best interests of the Company, a director may, in addition to considering the effects of any action on shareholders, consider the following:

- (1) The effects of the action on employees, suppliers and customers of the Company.
- (2) The effects of the action on communities in which the Company operates.
- (3) Any other factors that the director considers pertinent.

Unless the director has knowledge that makes reliance unwarranted, a director, in discharging his or her duties to the Company, may rely on information, opinions, reports or statements, whether written or oral, formal or informal, if prepared or presented by any of the following:

- (1) An officer or employee of the Company whom the director believes in good faith to be reliable and competent in the matters presented.
- (2) Legal counsel, certified public accountants or other persons as to matters that the director believes in good faith are within the person's professional or expert competence.
- (3) A committee of the Board of which the director is not a member if the director believes in good faith that the committee merits confidence.

## 11. Attendance of Directors at Board Meetings.

Directors are expected to regularly attend meetings of the Board and the committees of which they are members. In addition, each director is expected to attend the annual meeting of shareholders.

## 12. Selection of Agenda Items for Board Meeting.

The Chairman establishes the agenda for each Board meeting, subject to approval of the Lead Director. Individual Board members may suggest agenda items.

13. Board Materials Distributed in Advance.

Materials pertaining to Board and committee meetings are distributed in advance of those meetings. A director is expected to review all distributed materials prior to any Board or committee meeting that such director attends.

14. Executive Sessions of Non-Management and Independent Directors.

The non-management directors will meet at regularly scheduled executive sessions without management not less frequently than three times per year. In addition, if at any time there is a non-management director who is not an independent director, the independent directors will meet at least once a year in an executive session without management or any directors who are not independent. The Lead Director shall preside at all executive sessions of non-management and independent directors.

15. Committees of the Board.

There are currently six Board committees: Executive, Audit, Compensation and Development, Finance, Nominating and Corporate Governance and Scientific Advisory. The Board may from time to time establish other committees, including standing or special committees, subject to the By-laws and Wisconsin Business Corporation Law. The Board may, by resolution, at any time deemed desirable, discontinue any standing or special committee, subject to the requirements of the By-laws, applicable law and stock exchange requirements.

16. Assignment of Committee Members; Rotation of Certain Committee Chairmen.

Committee assignments are made by the Board based upon recommendations of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee and the Board periodically will evaluate whether the chairmanship of key committees (including without limitation the Audit Committee, the Compensation and Development Committee, the Finance Committee and the Nominating and Corporate Governance Committee) should be rotated.

17. Frequency of Committee Meetings.

Each committee shall establish its own rules or procedures, which shall include and be consistent with the provisions of the Wisconsin Business Corporation Law, the By-laws and any resolutions of the Board governing such committee. Each committee shall meet as provided by such rules and shall also meet at the call of its chairman or any two members of such committee.

18. Committee Agenda.

The chairman of each committee will determine the committee's agenda prior to a meeting, giving consideration to management recommendations.

19. Executive Committee.

Subject to the limitations set forth in the By-Laws and Wisconsin Business Corporation Law, the Executive Committee shall be responsible for the management and conduct of the business and affairs of the Company in the intervals between meetings of the Board, and shall report its actions to the Board at its regular meetings.

20. Audit Committee.

The Committee's duties and responsibilities are set forth in the Audit Committee Charter, which is included in the By-laws, and include all of the responsibilities of an audit committee under the New York Stock Exchange rules and such other matters as may from time to time be delegated to the Committee by the Board.

21. Compensation and Development Committee.

The Committee's duties and responsibilities are set forth in the Compensation and Development Committee Charter, which is included in the By-laws, and include all of the responsibilities of a compensation committee under the New York Stock Exchange rules and such other matters as may from time to time be delegated to the Committee by the Board.

22. Finance Committee.

The Committee's primary responsibilities include (i) reviewing and approving the Company's annual capital budget, long-term financing plans, borrowings, notes and credit facilities, investments and commercial and investment banking relationships; (ii) reviewing and approving the Company's existing insurance coverage, foreign currency management and Stock Repurchase Program; (iii) reviewing and approving the financial management and administrative operation of the Company's qualified and non-qualified employee benefit plans; and (iv) and handling such other matters as may from time to time be delegated to the Committee by the Board or as provided in the By-Laws.

23. Nominating and Corporate Governance Committee.

The Committee's duties and responsibilities are set forth in the Nominating and Corporate Governance Committee Charter, which is included in the By-laws, and include all of the responsibilities of a nominating committee under the New York Stock Exchange rules and such other matters as may from time to time be delegated to the Committee by the Board.

24. Scientific Advisory Committee.

The Committee's primary responsibilities include (i) reviewing and evaluating the research and development programs of the Company with respect to quality and scope; (ii) advising the Board on maintaining product leadership through technological innovation; (iii) reviewing and making recommendations to the Board regarding technological aspects of the Company's business, including new business opportunities; (iv) reporting to the Board on new technological and regulatory trends that will have a significant impact on the business of the Company; (v) and handling such other duties as may be delegated to it from time to time by the Board.

25. Board Access to Management and Employees.

Directors have complete access to management and employees of the Company; however, independent directors are expected to keep the Chief Executive Officer informed of such contacts. The Board encourages the attendance of officers other than executive officers at Board meetings when matters within their areas of responsibility are discussed.

## 26. Board, Committee and Director Access to Independent Advisors.

Directors have complete access, as necessary and appropriate, to the Company's outside advisors. If appropriate, directors may retain independent legal, financial or other advisors.

## 27. Director Compensation.

All directors of the Company who are not simultaneously employed as officers by the Company shall be properly compensated and reimbursed for their services as a director. Any employee of the Company who is elected a director of the Company shall not receive any compensation, expense reimbursement or participation in director benefit programs for his or her services as a director of the Company. A Company employee who retires from the Company while serving as a director immediately becomes eligible for compensation, expense reimbursement and director benefit program participation as a non-employee director unless alternative compensation arrangements are mutually approved by the Board and the retiring employee, effective as of the individual's retirement date from the Company.

The Board is responsible for setting director compensation. The Nominating and Corporate Governance Committee shall periodically review the compensation of the Company's directors and make recommendations to the Board with respect thereto based on the criteria set forth in the Nominating and Corporate Governance Committee Charter. Directors fees and emoluments should not exceed what is customary for a company of the size and stature of the Company. In making such compensation determinations, the Board and the Nominating and Corporate Governance Committee shall consider and critically evaluate the questions as to directors' independence that may be raised if the Company makes substantial charitable contributions to organizations in which a director is affiliated, or enters into consulting contracts with (or provides other indirect forms of compensation to) a director.

## 28. Director Orientation and Continuing Education.

All new directors elected or appointed to the Board will be provided with a package of written materials detailing information about the Company's business and operations, its financial condition, its policies and procedures, its principal officers, internal and independent auditors, and the duties and responsibilities of directors. Senior management will make itself available to new directors to help familiarize the directors with these issues. In addition, management will make presentations from time to time as necessary to ensure that the Board is aware of all business, legal and other developments relating to such matters.

## 29. Succession Planning.

Every year the Chief Executive Officer formally reports to the Board on succession planning. The report includes policies and principles for Chief Executive Officer selection and performance review, as well as policies regarding succession in the case of an emergency or the retirement of the Chief Executive Officer.

## 30. Assessing the Board's Performance.

The Board conducts an annual self-evaluation in order to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee oversees the Board's annual self-evaluation. Committees of the Board also conduct annual self-evaluations in accordance with their committee charters and the By-laws.



31. Board Interaction with Shareholders, the Press, Customers, Etc.

The Chief Executive Officer and, as appropriate, designated members of senior management speak for the Company. Individual directors may, on occasion and with the knowledge of management, meet or otherwise communicate with interested parties. Absent unusual circumstances or as contemplated by the Committee charters, such communications shall be made only at the request or with the approval of management.

Interested parties who wish to make their concerns known by communicating directly with any non-management or independent directors or with the Board as a group may do so in writing addressed to the attention of the Company Secretary. The Secretary will review and record the receipt of any such communications and, unless he or she determines that the content is obviously inappropriate for Board review, forward the communication to the appropriate Board member(s).