

STEPAN COMPANY BOARD OF DIRECTORS
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
Amended April 24, 2018

I. PURPOSE

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Stepan Company (the “Company”) is appointed by the Board (1) to assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for election at each annual meeting of stockholders; (2) to develop and recommend to the Board the guidelines for corporate governance (the “Corporate Governance Guidelines”) applicable to the Company; (3) to oversee the evaluation of the performance of the Board and its committees; (4) to recommend to the Board members for each Board committee; and (5) to conduct an annual performance evaluation of the Committee.

II. COMPOSITION

Size. The Committee shall consist of no fewer than three members.

Qualifications. The membership of the Committee shall fully comply with the requirements of the New York Stock Exchange, the Sarbanes-Oxley Act and the applicable Securities and Exchange Commission regulations.

Appointment and Removal. The members of the Committee shall be appointed and may be replaced by the Board. The Board shall appoint one member of the Committee as Committee Chair.

III. DUTIES AND RESPONSIBILITIES

1. Identify Director Candidates and Recommend Nominees. The Committee shall identify individuals who possess the director qualifications set forth in the Corporate Governance Guidelines to recommend for election to the Board. The Committee will also recommend to the Board the nominees for election to the Board at each annual meeting of stockholders.
2. Oversee Board Evaluations. The Committee shall oversee the annual evaluation of the Board and its committees.
3. Review Corporate Governance Guidelines. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
4. Recommend Board Committee Membership. The Committee shall make recommendations to the Board regarding director membership on or removal from each Board committee. In recommending a candidate for committee membership

or removal from a committee, the Committee shall take into consideration the criteria set forth in the Corporate Governance Guidelines, the factors set forth in the charter of the committee, if any, and any other factors that it deems appropriate and that are not inconsistent with the criteria set forth in the Corporate Governance Guidelines or any factors set forth in the relevant committee charter.

5. *Board Reports.* The Committee shall make regular reports to the Board regarding the activities of the Committee.
6. *Corporate Governance Recommendations.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, by-laws, this Charter and the charters of the Company's other committees.
7. *Oversee Chairman Evaluation.* The Committee shall have oversight responsibility for the Board's evaluation of the Chairman of the Board if the positions of Chairman of the Board and Chief Executive Officer are held by different persons.
8. *Board Structure Recommendations.* The Committee shall periodically review and make recommendations to the Board as appropriate regarding the size, function, structure and operation of the Board.
9. *Other Duties and Responsibilities.* In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's by-laws and applicable NYSE rules.

IV. MEETINGS

The Committee shall meet at least twice annually.

V. DELEGATION

The Committee may form and delegate authority to subcommittees when appropriate.

VI. RESOURCES AND AUTHORITY

The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to retain any other advisors that the Committee believes to be desirable and appropriate and shall have the authority to approve related fees and retention terms.

VII. CHARTER REVIEW AND PERFORMANCE EVALUATION

The Committee shall periodically review and reassess the adequacy of this Charter

and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.