

**INTERNATIONAL FLAVORS & FRAGRANCES INC.
CODE OF CONDUCT FOR DIRECTORS (“DIRECTOR CODE”)
(Adopted February 2014)**

International Flavors & Fragrances Inc. and its affiliates (“Company”) are committed to the highest ethical standards. The Board of Directors (“Board”) acknowledges its responsibility for promoting an ethical culture through the actions of Board members and the effective oversight of the Company’s compliance programs, policies and procedures.

In furtherance of its responsibilities to foster a corporate culture of transparency, integrity and honesty, the Board shall:

IFF Code of Business Conduct and Ethics

Observe the basic principles set forth in the Company’s Code of Business Conduct and Ethics (“IFF Code”) and this Director Code, including compliance with all laws, regulations, rules and Company policies. The Board hereby approves the IFF Code and affirms its commitment to monitor the Company’s compliance programs and activities.

Ethical Culture

Promote an ethical culture that respects and values all employees and encourages compliance with all laws and Company policies. The Board understands its responsibility for setting the “tone at the top” and will observe the highest ethical standards by acting with honesty and integrity.

Performance of Duties

Act in the best interests of the Company and its shareholders, including acting responsibly with due care and diligence in the performance of its duties.

Potential Conflicts of Interest

Maintain its loyalty to the Company and avoid any situations that create or appear to create a conflict of interest. Avoid entering into any agreement, arrangement or understanding with any person or entity that has not been disclosed to the Company (1) relating to how the director will act or vote on any issue in his or her role as a director (2) that could limit or interfere with the director’s ability to comply with his or her fiduciary duties as a director or (3) with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service as a director. Notify the

Company's General Counsel of a transaction or relationship that reasonably could be expected to give rise to such a conflict or agreement.

Proprietary Information

Maintain the confidentiality of Company proprietary information, except when the Company authorizes disclosure or as required by laws, regulations, or legal proceedings.

Reporting Guidelines

Consult with the Company's General Counsel or Chairman of the Board regarding any questions about this Director Code or the IFF Code and promptly contact the Chairman or the General Counsel if a director believes there has been a violation of this Director Code or the IFF Code, or if he or she is aware of illegal or unethical behavior by any employee, officer, or director, or by anyone purporting to be acting on the Company's behalf.

Annual Certification

Ensure that each Director formally reaffirms his or her commitment to the IFF Code and this Director Code on an annual basis.

Acknowledgement:

I have received and read the IFF Code and this Director Code. I understand their contents and agree to comply fully with the standards contained therein. I understand that I have an obligation to report any suspected violations of the IFF Code or this Director Code and that waivers of the IFF Code or this Director Code may be made only by the Company's Board of Directors or the Audit Committee and may be subject to disclosure in accordance with applicable law and New York Stock Exchange requirements.

Name

Date