



INNOSPEC INC.

**GIFTS, HOSPITALITY, CHARITABLE DONATIONS
AND SPONSORSHIPS POLICY (“G&H POLICY”)**

CONTENTS

1. INTRODUCTION	1
2. SCOPE	1
3. GENERAL RULES	1
4. DEFINITIONS	2
5. REPORTING AND APPROVALS	3
6. GIFTS	3
6.1 GIFT REPORTING AND APPROVAL	4
a) GIFT REPORTING AND APPROVAL VALUE THRESHOLDS	4
b) GIFTS – PROCESS MAP	5
c) GIFT REPORTING AND APPROVAL FORM	6
7. HOSPITALITIES	7
7.1 MEALS ONLY HOSPITALITIES	7
7.2 OTHER HOSPITALITIES	8
a) MEALS ONLY AND OTHER HOSPITALITIES – PROCESS MAP	Error! Bookmark not defined.
b) MEALS ONLY REPORTING AND APPROVAL FORM	11
c) OTHER HOSPITALITIES REPORTING AND APPROVAL FORM	12
7.3 SPOUSE/PARTNER/FAMILY MEMBER HOSPITALITY AND TRAVEL	13
a) GUEST HOSPITALITY AND TRAVEL APPROVAL FORM	13
8. CHARITABLE DONATIONS & SPONSORSHIPS	14
8.1 CHARITABLE DONATIONS	14
a) CHARITABLE DONATIONS – PROCESS MAP	15
b) CHARITABLE DONATION APPROVAL FORM	16
8.2 SPONSORSHIPS	17
a) SPONSORSHIP APPROVAL FORM	18
9. ACCURATE BOOKS AND RECORDS	19
10. DISCIPLINARY PROCEDURE	19
11. REPORTING/WHISTLEBLOWING	19
12. ADMINISTRATION	19
13. QUESTIONS	19
ANNEX 1	20

1. INTRODUCTION

In many countries, gifts and hospitalities play an important role in building business relationships. Problems arise however when such customary courtesies create opportunities for bribery, undue influence and other misuse. Similarly, charitable donations and sponsorships may raise corruption risks in certain circumstances.

Innospec Inc. including all of its subsidiaries and affiliated companies (“**Innospec**”) is committed to achieving the highest standards of ethical conduct and complying with all applicable laws in the countries where it is based and where it conducts business. These laws include the U.S. Foreign Corrupt Practices Act (“**FCPA**”), U.K. Bribery Act (“**UKBA**”), the French anti-corruption legislation Sapin II and other local anti-corruption laws. Innospec’s Code of Conduct and Anti-Corruption Policy (collectively “**Compliance Policies**”) summarize Innospec’s commitment to ethical conduct.

The objective of this G&H Policy is to ensure that all gifts and hospitalities offered, given or received, as well as all charitable donations and sponsorships, comply with Innospec’s values, its Compliance Policies and all applicable anti-corruption laws.

2. SCOPE

This G&H Policy applies to all officers, directors and employees (permanent and temporary) of Innospec wherever located (collectively, “**Employees**”).

3. GENERAL RULES

Innospec’s Anti-Corruption Policy prohibits Employees and Innospec’s agents, distributors, consultants, joint venture partners and all other third parties acting on Innospec’s behalf from directly or indirectly offering, promising, authorizing, giving or receiving money, gifts or Anything of Value to improperly obtain or retain business or to obtain an advantage in the conduct of business, or to induce the recipient to perform some function improperly (“**Improper Benefit**”).

Innospec’s policies relating to gifts, meals, hospitalities (including travel), charitable donations and sponsorships are described in sections 6 to 8 below, together with the reporting and approval processes that are intended to ensure consistency with Innospec’s values, its Compliance Policies and all applicable anti-corruption laws.

All gifts and hospitalities offered, given and received should be of an appropriate professional nature and be both reasonable and appropriate in terms of value and frequency.

All expenses incurred pursuant to this G&H Policy must be submitted in accordance with the relevant Innospec expense policy for your location, attaching all relevant receipts, and approval and reporting forms as required by this G&H Policy.

Many third parties have codes of conduct or ethics, or policies that are more restrictive in terms of the gifts, meals, other hospitalities (including travel), charitable donations and sponsorships that can be offered, given or received. You must therefore ensure that Innospec does not breach the terms of any contracts that it has with third parties by offering, giving (or where relevant, accepting) anything in violation of such third party contract (including any code or policy forming part of such contract).

4. DEFINITIONS

The following definitions apply:

- **“Anything of Value”** includes anything that the recipient might value, such as a financial or other advantage, including cash, gift cards, other non-cash gifts, items with Innospec’s logo, electronic equipment, clothing, meals, entertainment (for example, concert, theater, sport, or other similar event invitations), travel, accommodation, loans, use of property or equipment, charitable donations, political contributions, medical treatment and job or internship offers.
- **“Commercial Business Associate”** means any third party that is not a Government Official.
- **“Division President, Regional Head or CEO”** means the head of your department, business, function or site or Patrick Williams, Chief Executive Officer. If you have any questions about the appropriate approver for your site or function, please contact Legal Compliance at legal.compliance@innospecinc.com. The approvers are:

Business:

Phil Boon, Business Operations including Fuel Specialties Americas	Tom Entwistle, Oilfield Services Americas	Bruce McDonald, Performance Chemicals Americas
Vali Jerome, Fuel Specialties Americas	Jaime de los Santos, Oilfield Services	Robert Griffiths, Performance Chemicals Americas
Giorgio de Leonardis, Fuel Specialties EMEA	Gary Bailey, Octane Additives	William Mounsey, Performance Chemicals EMEA
Ramzi Jouaneh, AsPac		Colin Wardropper, Performance Chemicals EMEA

Corporate:

Ian Cleminson, Finance	Brian Watt, Corporate Development	Cathy Hessner, HR Global Trey Griffin, HR Americas
Ian McRobbie, Research & Technology	David Jones, Legal Compliance	Ian Callan, Head of Global Regulatory Compliance, Planning Regulatory
David Lloyd, Purchasing & Supply Chain, EMEA and AsPac	Kyle Wilson, Operations Fuel Specialties Americas	Richard Harris Global IT
Richard Marks, Manufacturing EMEA	Vic Jameson, Operations Performance Chemicals Americas	Don Logan, Operations Oilfield Services Americas

These listed approvers may delegate their approval authority to direct reports only, by prior notice in writing to Legal Compliance. Where the Employee requesting approval is themselves a listed approver, business approval where required must be sought from their immediate line manager.

- **“Government Official(s)”** means any official or employee of federal, state, provincial, county, or municipal governments or any department or agency thereof; any officer or employee of a company or business owned in whole or in part by a government (**“State-Owned Enterprise”**); and any officer or employee of a public international organization (for example, the World Bank, United Nations, or the European Union); any foreign political party or official thereof; or any candidate for political office. Government Officials include officials at every level of government, regardless of rank or position.

5. REPORTING AND APPROVALS

Unless this G&H Policy specifically permits the reporting of gifts, meals or other hospitalities after the event, all approval and reporting forms required by this G&H Policy must be completed and submitted for prior approval to:

- (i) your Division President, Regional Head or CEO; **and once this approval has been obtained,**
- (ii) Legal Compliance.

6. GIFTS

Employees are permitted to offer, give and receive reasonable and customary gifts, but only if **all** the following conditions are met:

- The purpose of the gift is not to obtain an Improper Benefit;
- The gift is a customary business gift given in connection with a recognized local gift-giving celebration or a legitimate business event;
- The gift is not cash (or cash-equivalents such as gift vouchers or gift cards);
- The gift is appropriate and reasonable under the circumstances, should not be extravagant or lavish and should be given transparently and in a manner that avoids any appearance of impropriety or embarrassment if publicly disclosed; and
- All requisite approvals are obtained.

Employees should avoid a pattern of regularly offering, giving or receiving even modest value gifts as this behavior may begin to take on the appearance of corruption or impropriety.

It is also preferable that gifts are not offered to, given to or received from an individual in their personal capacity, but, where possible, are offered to, given to or received from the formal relevant business address.

6.1 GIFT REPORTING AND APPROVAL

All gifts offered or given which exceed a total value of \$50 per person or with a total value of more than \$250 per entity, in either case within the same 12 month period, must be approved in writing **in advance** using the **Gift Reporting and Approval Form**.

All gifts received which exceed a total value of \$50 per person or with a total value of more than \$250 per entity, in either case within the same 12 month period, must be reported in writing **within 30 days of receiving the gift** using the **Gift Reporting and Approval Form**.

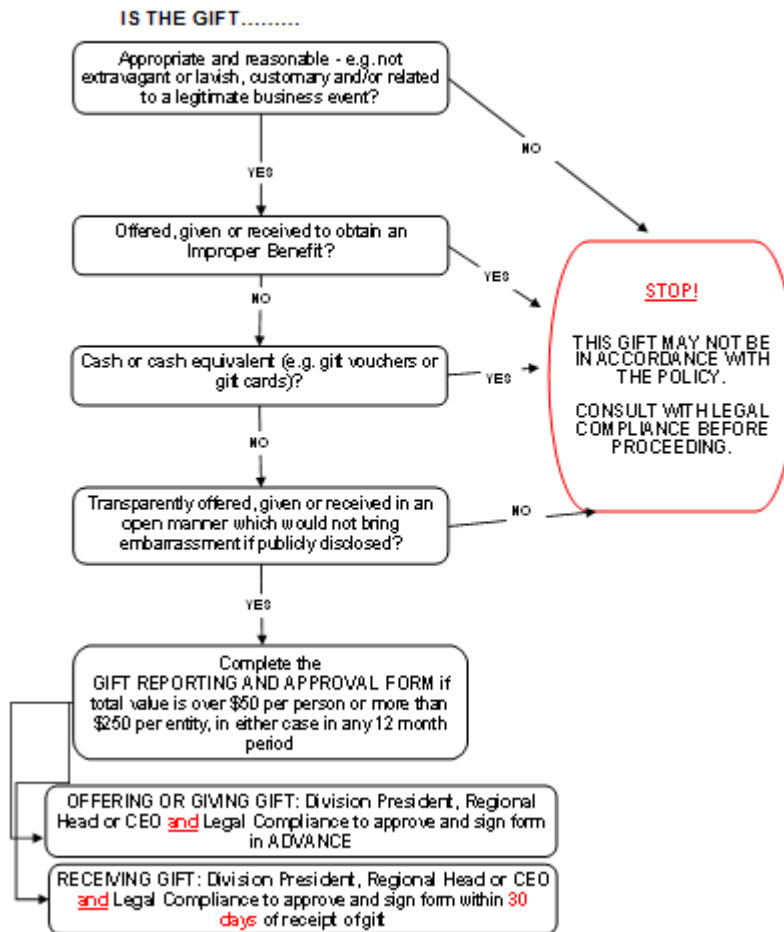
For example, if you intend to give 10 gifts of \$25 to individuals from one entity, this would exceed the \$250 threshold and would require prior approval using the **Gift Reporting and Approval Form**.

a) GIFT REPORTING AND APPROVAL VALUE THRESHOLDS

	GIFT VALUE (in any single 12 month period)	
	Up to \$50 per person and less than \$250 per entity	Over \$50 per person or more than \$250 per entity
Gift Reporting and Approval Form required?	No	Yes
Division President, Regional Head or CEO approval required?	No	Yes
Legal Compliance approval required?	No	Yes

b) GIFTS – PROCESS MAP

GIFTS - PROCESS MAP



c) GIFT REPORTING AND APPROVAL FORM

Use this form to obtain approval for a gift to be offered, given or received where the gift value exceeds \$50 per person or where the total value of gifts exceeds \$250 per entity, in either case within any 12 month period.

THE GIFT			
Description of the gift:			
Value:			
Purpose/occasion relating to the gift:			
Has the gift already been offered, given or received? <i>(select and complete appropriate box on the right)</i>	Yes, given on the following date: DD/MM/YYYY	Yes, received on the following date: DD/MM/YYYY	
	No , it is to be offered or given on the following date: DD/MM/YYYY	No , it is to be received on the following date: DD/MM/YYYY	
THE RECIPIENT(S) OF THE GIFT (complete only if different to YOUR DETAILS below)			
Name, title/position & contact details:			
Employer details (name and territory):			
THE PROVIDER(S) OF THE GIFT (complete only if different to YOUR DETAILS below)			
Name, title/position & contact details:			
Employer details (name and territory):			
OTHER KEY DETAILS			
Is either the recipient or the provider a Government Official? (Refer to G&H Policy for definition of "Government Official")			Yes/No
<i>If yes, provide full details and specify whether details relate to recipient or provider (use a second page if necessary):</i>			
Do either the recipient and the provider, or the recipient's employer and the provider's employer currently have any business pending (e.g. a contract, application, tender, approval etc.) with each other?			Yes/No
<i>If yes, provide full details (use a second page if necessary):</i>			
Has any recipient received other gifts from the same provider within the past 12 months?			Yes/No
<i>If yes, provide details of each prior gift including the recipient's name, nature and value of the prior gift and date provided:</i>			
YOUR DETAILS			
Signature:		Name:	Date:
Business unit:		Location:	
APPROVAL DETAILS			
Division President, Regional Head or CEO <small>(Required for all gifts over \$50 per person or more than \$250 per entity)</small>	Signature:	Name:	Approval date: DD/MM/YYYY
Legal Compliance: <small>(Required for all gifts over \$50 per person or more than \$250 per entity)</small>	Signature:	Name:	Approval date: DD/MM/YYYY

Remember to (1) attach a copy of this form to your expense claim form if giving a gift; and (2) ensure that you keep a copy form for your own records. If you choose to submit this form via email to obtain the necessary approval(s) without first printing it out for signature, your typed name in the signature box may serve as your signature.

7. HOSPITALITIES

Appropriate, modest and reasonable hospitalities to be offered, given or received (for example, meals, travel, lodging or entertainment) are permissible only if the related expenses are directly connected with:

- the promotion, demonstration or explanation of Innospec’s or a third party’s products or services; and/or
- the execution or performance of a contract.

Employees may not, under any circumstances, offer, provide or accept hospitalities of any type or value to secure or provide an Improper Benefit.

Within this section, hospitalities are further classified into: (i) meals only hospitalities (including drinks); and (ii) other hospitalities. If an event will involve both a meal and some other form of hospitality (e.g. travel or event tickets), Employees must follow the other hospitalities procedure at section 7.2 below. The cost limits for hospitalities offered or provided by Employees to third parties apply to third party costs only. Employee costs can be disregarded when applying the thresholds set out below.

7.1 MEALS ONLY HOSPITALITIES

Employees may offer, provide or accept meals only if all the following conditions are met:

- **Government Officials:**
 - **Limits** - The cost of meals with Government Officials (including employees of a State-Owned Enterprise) should not exceed \$100 per person for any single meal or a **cumulative total of \$200 per person** in any 12 month period. The frequency must be reasonable and appropriate for the related business purpose.

Employees must ensure that the offering and provision of meals to Government Officials is acceptable according to any policies or guidelines issued by the employer of the Government Official and applicable local law.

 - **Reporting and Approval** - Employees must complete and submit the **Meals Only Reporting and Approval Form** within 30 days of any meal **exceeding \$50 per person** given to or received from a Government Official if not otherwise submitted for prior approval.
- **Commercial Business Associates:**
 - **Limits** - The cost and frequency of meals with Commercial Business Associates must be reasonable and appropriate for the related business purpose.
 - **Reporting and Approval** - Employees must complete and submit the **Meals Only Reporting and Approval Form** within 30 days of any meal with a Commercial Business Associate that **exceeds \$150 per person** if not otherwise submitted for prior approval.

MEALS ONLY HOSPITALITIES		
	Government Officials (including employees of a State-Owned Enterprise)	Commercial Business Associates
Frequency limit:	Reasonable and appropriate for the related business purpose.	
Maximum value limit:	\$100 per person and a cumulative total of \$200 per person in any 12 month period.	Reasonable and appropriate for the related business purpose.
Reporting and approval (using the Meals Only Reporting and Approval Form):	<p>All meals over \$50 per person given or received are to be reported within 30 days.</p> <p>If the frequency or value limits are likely to be exceeded then pre-approval is required.</p>	<p>Only meals given or received that exceeded or are believed to have exceeded \$150 per person need to be reported within 30 days.</p> <p>If the frequency or value limits are likely to be exceeded then pre-approval is required.</p>

7.2 OTHER HOSPITALITIES

Other hospitalities include customer events and leisure activities (e.g. sporting events/activities), entertainment (e.g. theater, concerts, tours) and travel related expenses (e.g. accommodation, transport costs). If a meal accompanies any other hospitalities (e.g. golf and lunch), only the **Other Hospitalities Reporting and Approval Form** needs to be submitted which should include details of the accompanying meal.

Employees may offer and provide or accept hospitalities only if all the following conditions are met:

- **Government Officials:**

For **all** hospitalities with **Government Officials** regardless of value, Employees must submit a completed **Other Hospitalities Reporting and Approval Form** for approval prior to the hospitality being offered or received.

- **Commercial Business Associates:**

For all hospitalities with **Commercial Business Associates** that exceed: (i) **\$250** per person; or (ii) **\$500** per occasion or event in total, Employees must submit a completed **Other Hospitalities Reporting and Approval Form** for approval prior to the hospitality being offered or received.

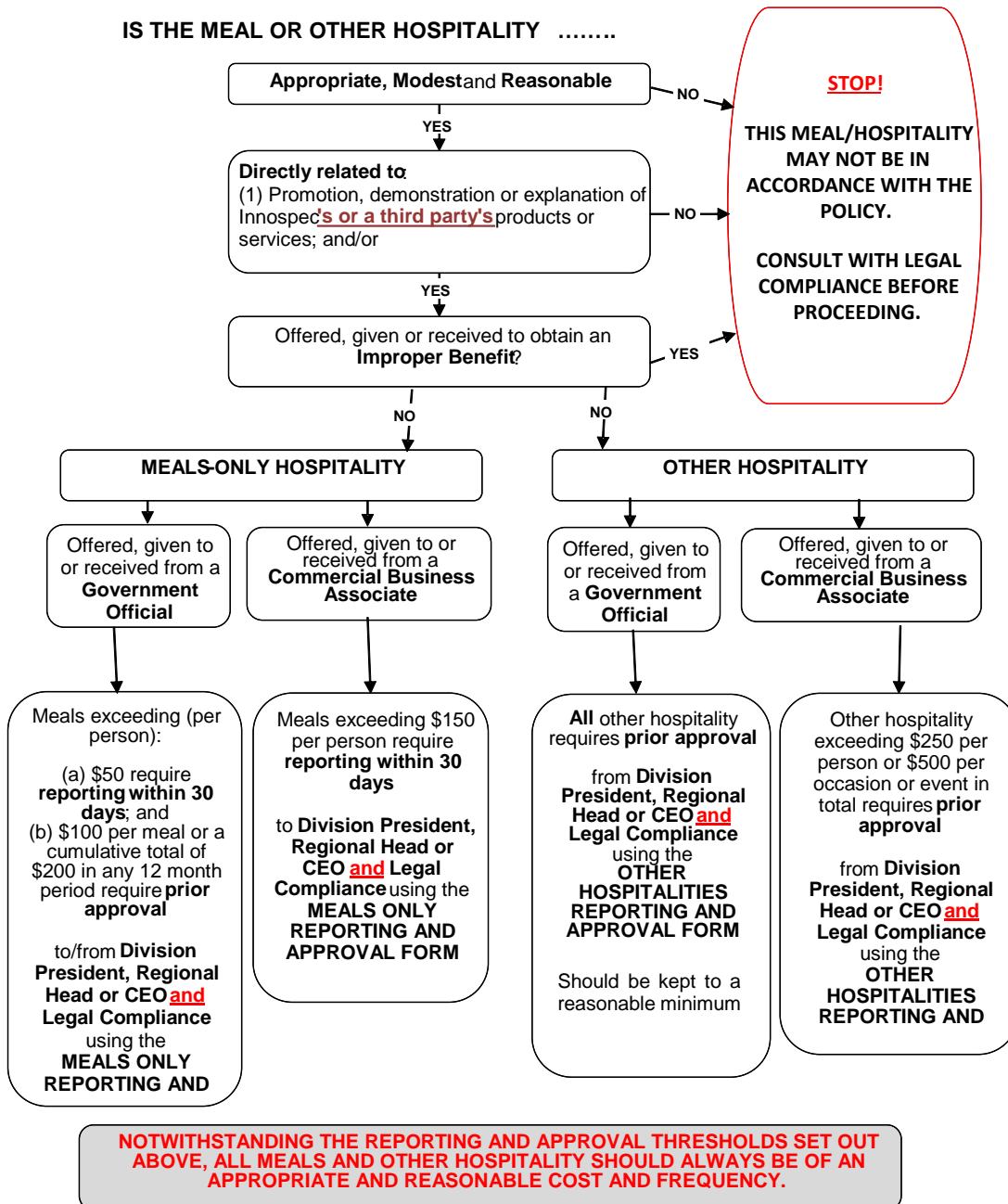
In the event that prior approval is unable to be obtained due to exceptional circumstances in the nature or timing of the hospitality, the **Other Hospitalities Reporting and Approval Form** must be submitted as soon as possible but in any event within 30 days of the date of hospitality.

The cost and frequency of all hospitalities must be reasonable and appropriate for the related business purpose and should be carefully monitored for any appearance of impropriety. The frequency of hospitalities for Government Officials in particular should be kept to a reasonable minimum.

When arranging hospitalities, the following considerations apply:

- All hospitalities must be reasonable in value (e.g. economy class airline tickets, business standard accommodation). Extravagant or lavish hospitalities must be avoided.
- All hospitalities must be of an appropriate professional nature.
- Whenever possible, invitations should be issued to the recipient's employer, not directly to the individual recipient.
- Whenever possible, the recipient of the hospitality should be selected by the recipient's employer rather than by Innospec. In certain circumstances Legal Compliance may require the recipient's employer to confirm that the hospitalities offered are consistent with the recipient's company policy.
- Payment for hospitalities should, whenever possible, be paid directly to vendors (e.g. restaurants, hotels, airlines, and car rental companies) rather than to the recipient. If direct payment to the vendor is not possible, reimbursement should be made to the recipient's employer and only upon the presentation of an invoice and accompanying receipts for the expenses claimed.
- No cash allowances or payment of daily fees are permitted.
- Innospec will not pay for any travel expenses for family members or guests of a hospitality recipient; however reasonable other hospitality at corporate events is permitted for such family members or guests with prior approval using the **Other Hospitalities Reporting and Approval Form**.

a) **MEALS ONLY AND OTHER HOSPITALITIES – PROCESS MAP**



b) MEALS ONLY REPORTING AND APPROVAL FORM

REASON FOR SUBMITTING THIS FORM			
<input type="checkbox"/> For Commercial Business Associates : reporting or seeking pre-approval for a meal offered given or received that exceeded or is likely to exceed \$150 per person .			
<input type="checkbox"/> For Government Officials : (1) seeking pre-approval for a meal offered, given or received that is likely to exceed \$100 per person per meal or \$200 per person in any 12 month period; or (2) reporting a meal offered, given or received that exceeded \$50 per person .			
THE MEAL			
Description and purpose including whether the meals hospitality is directly related to (select as applicable):			
<input type="checkbox"/> The promotion, demonstration or explanation of Innospec's or a third party's product or services;			
<input type="checkbox"/> The execution or performance of a contract with the recipient's employer			
Value per person:			
Has the meal already been offered, given or received?	Yes, offered or given on the following date: DD/MM/YYYY	Yes, received on the following date: DD/MM/YYYY	
<i>(Select and complete appropriate box on the right)</i>	No, it is to be offered or given on the following date: DD/MM/YYYY	No, it is to be received on the following date: DD/MM/YYYY	
RECIPIENT(S) OF THE MEAL			
* Please provide full details of all Innospec and third party attendees Complete only if different to the YOUR DETAILS section below			
Recipient(s) name, title/position & contact details*:			
Recipient(s) employer details (name and territory):			
PROVIDER OF THE MEAL			
(complete only if different to the YOUR DETAILS section below)			
Provider name, title/position & contact details:			
Provider's employer details (name and territory):			
OTHER KEY DETAILS			
Do either the recipient(s) and the provider, or the recipient's employer and the provider's employer currently have any business pending (e.g. a contract, application, tender, approval, etc.) with each other? Yes/No			
<i>If yes, provide full details:</i>			
Has any recipient received other hospitality (including meals) from the same hospitality provider within the past 12 months? Yes/No			
<i>If yes, provide details of each prior hospitality including the recipient's name, nature and value of the prior hospitality and dates received:</i>			
YOUR DETAILS			
Signature:	Name:	Date: DD/MM/YYYY	
Business unit:	Location:		
APPROVAL DETAILS			
Division President, Regional Head or CEO:	Signature:	Name:	Approval date: DD/MM/YYYY
Legal Compliance:	Signature:	Name:	Approval date: DD/MM/YYYY

Use additional pages as necessary. Remember to (1) send a copy of this form to Legal Compliance within 30 days of the date of the meal (or, if seeking pre-approval, before offering the meal); (2) attach a copy of this form to your expense claim form if you are providing the meal hospitalities; and (3) ensure that you keep a copy form for your own records. If you choose to submit this form for approval via email without first printing it for signature, your typed name in the signature box may serve as your signature.

c) OTHER HOSPITALITIES REPORTING AND APPROVAL FORM

REASON FOR SUBMITTING THIS FORM		
<input type="checkbox"/> Reporting or seeking pre-approval for hospitalities to be offered, given to or received from a Government Official regardless of value		
<input type="checkbox"/> Reporting or seeking pre-approval for hospitalities exceeding: (i) \$250 per person ; or (ii) \$500 per occasion or event in total to be offered, given to or received from a Commercial Business Associate		
HOSPITALITIES		
Description and purpose of the hospitality:		
Value of the hospitality (per person):		
Value of any accompanying meals (per person):		
Has the hospitality already been received?	No, it is to be offered or given on the following date: DD/MM/YYYY	Yes, it was received on the following date: DD/MM/YYYY
RECIPIENT(S) OF THE HOSPITALITIES		
<i>* Please provide full details of all Innospec and third party attendees</i> Complete only if different to the YOUR DETAILS section below		
Recipient(s) name, title/position & contact details*:		
Recipient(s) employer details (name and territory):		
PROVIDER OF THE HOSPITALITY		
Complete only if different to the YOUR DETAILS section below		
Provider name, title/position & contact details:		
Provider's employer details (name and territory):		
OTHER KEY DETAILS		
The hospitality is directly related to (select as applicable):		
<input type="checkbox"/> The promotion, demonstration or explanation of Innospec's or a third party's product or services;		
<input type="checkbox"/> The execution or performance of a contract with recipient's employer		
Do either the recipient and the provider, or the recipient's employer and the provider's employer currently have any business pending (e.g. a contract, application, tender, approval, etc.) with each other? Yes/No		
<i>If yes, provide full details:</i>		
Has any recipient received other hospitality (including meals) from the same hospitality-provider within the past 12 months? Yes/No		
<i>If Yes, provide details of each prior hospitality including the recipient's name, nature and value of the prior hospitality and dates received:</i>		
YOUR DETAILS		
Signature:	Name:	Date: DD/MM/YYYY
Business unit:	Location:	
APPROVAL DETAILS		
Division President, Regional Head or CEO:	Signature:	Name: Approval date: DD/MM/YYYY
Legal Compliance:	Signature:	Name: Approval date: DD/MM/YYYY

Use additional pages as necessary. Remember to (1) send a copy of this form to the Division President, Regional Head or CEO and Legal Compliance for approval PRIOR to the hospitality being offered or within 30 days of receipt where prior approval was unable to be obtained due to exceptional circumstances in the nature or timing of the hospitality; (2) attach a copy of this form to your expense claim form if you are providing the hospitalities; and (3) ensure that you keep a copy form for your own records. If you choose to submit this form for approval via email without first printing it for signature, your typed name in the signature box may serve as your signature.

7.3 SPOUSE/PARTNER/FAMILY MEMBER HOSPITALITY AND TRAVEL

There may be rare occasions when an Employee’s spouse, partner and/or other family member (“**Guest**”) might accompany them on legitimate business trips related to a customer activity, event or other business related requirement at full or partial cost to Innospec. Pre-approval for such accompaniment on a business trip at full or partial cost to Innospec must be sought using the **Guest Hospitality and Travel Approval Form** from: (1) the Employee’s Division President or Regional Head; (2) the General Counsel and Chief Compliance Officer; and (3) the President and CEO, which must include the full cost to Innospec of such accompaniment.

a) GUEST HOSPITALITY AND TRAVEL APPROVAL FORM

REASON FOR SUBMITTING THIS FORM		
<input type="checkbox"/> Seeking pre-approval for accompaniment on a business trip by your spouse/partner/family member (“ Guest ”) and including the total cost to Innospec of such accompaniment.		
HOSPITALITIES/TRAVEL		
Name of Employee:		
Name of Guest:		
Hospitality/travel dates:		
Is the hospitality/travel related to a customer activity?		Yes/No
<i>If yes, provide full details of the customer activity including dates:</i>		
Description and value of Guest’s costs that are being requested to be paid by Innospec:		
<ul style="list-style-type: none"> • Accommodation - • Flights - • Other transportation - • Meals - • Hotel services - • Entertainment - • Other - 		
Total value:		
YOUR DETAILS		
Signature:	Name:	Date: DD/MM/YYYY
Business unit:	Location:	
APPROVAL DETAILS		
Division President or Regional Head:	Signature:	Name: Approval date: DD/MM/YYYY
General Counsel & Chief Compliance Officer:	Signature:	Name: Approval date: DD/MM/YYYY
President & CEO:	Signature:	Name: Approval date: DD/MM/YYYY

Use additional pages as necessary. Remember to (1) send a copy of this form to (a) the Division President or Regional Head; (b) General Counsel & Chief Compliance Officer; and (3) President & CEO for approval PRIOR to the hospitality and/or travel being offered; (2) attach a copy of this form to your expense claim form if you are providing the hospitalities; and (3) ensure that you keep a copy form for your own records. If you choose to submit this form for approval via email without first printing it for signature, your typed name in the signature box may serve as your signature.

8. CHARITABLE DONATIONS & SPONSORSHIPS

Innospec is committed to supporting the communities in which it does business, and permits reasonable and appropriate donations to domestic and foreign registered charities. In addition, Innospec provides sponsorship in support of business and community events, activities and bodies.

Charitable donations can only be offered and given to registered charities for proper charitable purposes, whereas sponsorships can be offered and provided also to non-charitable organizations. Sponsorships are provided in return for the opportunity to advertise the Innospec brand by, for example, displaying the Innospec logo or otherwise publicizing Innospec at an occasion or event (e.g. by mentioning Innospec's support during the opening or closing addresses of a conference or meeting, or at the prize giving of a sports event).

Neither charitable donations nor sponsorships must be used for an **Improper Benefit**.

Annex 1 provides guidance on the distinction between charitable donations, sponsorships and gifts including information on which approval form should be completed in each case.

8.1 CHARITABLE DONATIONS

Registered charities in receipt of charitable donations must have no relationship to anyone with decision-making authority regarding Innospec's business, and no donation to a charity should be made at the request of any third party having decision-making authority regarding Innospec's business.

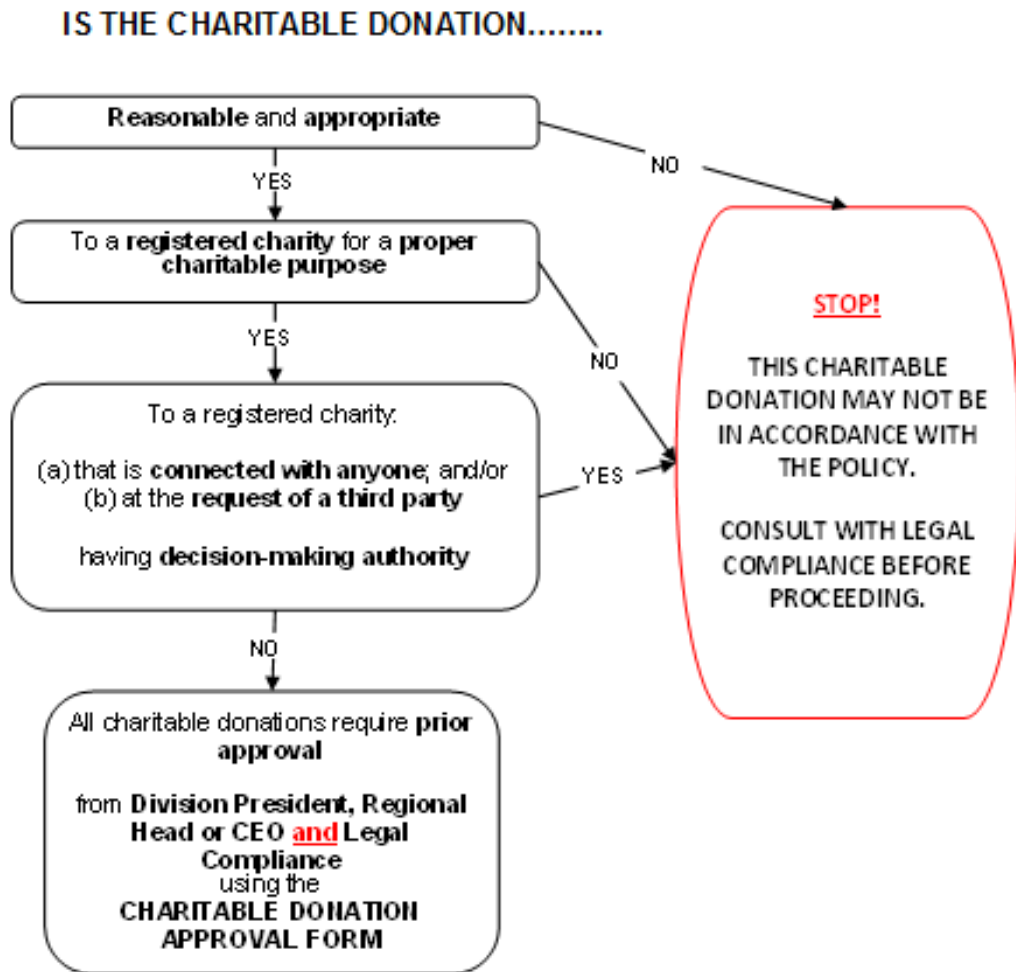
Innospec does not prohibit Employees from making charitable donations in their private capacity using their own funds. Employees should note, however, that they and/or Innospec could be held liable under applicable anti-corruption laws (and Employees could also be subject to discipline under Innospec's disciplinary procedures) if such donations are made with a corrupt intent or to secure an **Improper Benefit** for Innospec. Employees should consider the following with regard to any private donations:

- Was anyone connected with or having influence over Innospec's business also the recipient of the donation, or did anyone in that capacity request or suggest that the donation be made?
- Is there any reason to believe that making the donation might influence Innospec's ability to obtain or maintain business?

If the answer to either of these questions is "yes," then the Employee should seek guidance from Legal Compliance before proceeding.

Charitable donations made by Innospec must be **pre-approved** using the **Charitable Donation Approval Form**.

a) CHARITABLE DONATIONS – PROCESS MAP



b) CHARITABLE DONATION APPROVAL FORM

CHARITABLE DONATION			
Description (including date of proposed charitable donation and purpose):			
Value:			
RECIPIENT OF THE CHARITABLE DONATION			
Charity name:			
Registered charity number:			
Charity contact (name, title and email address):			
Describe nature and purpose of the charity:			
Has the recipient been screened using the World Check One Tool?			Yes/No
If yes, please attach the printed results.			
Are you aware that the charitable donation has been requested by any party other than an employee of Innospec or the charity?			Yes/No
If yes, provide full details:			
Does the charity or any director, officer or other party connected with the charity currently have any business pending (e.g. a contract, application, tender, approval, etc.) with Innospec?			Yes/No
If yes, provide full details:			
Are you aware that the charity has received other charitable donations from Innospec within the past 12 months?			Yes/No
If yes, describe each prior charitable donation, value, and date provided:			
OTHER KEY DETAILS			
Please attach to your completed form any correspondence between Innospec and the charity relating to the charitable donation.			
Please list the names of other Innospec employees involved in arranging the charitable donation:			
YOUR DETAILS			
Signature:	Name:	Date: DD/MM/YYYY	
Business unit:	Location:		
APPROVAL DETAILS			
Division President, Regional Head or CEO:	Signature:	Name:	Approval date: DD/MM/YYYY
Legal Compliance:	Signature:	Name:	Approval date: DD/MM/YYYY

Remember to (1) attach any correspondence between Innospec and the charity relating to the charitable donation; and (2) keep a copy form for your own records. If you choose to submit this form for approval via email without first printing it for signature, your typed name in the signature box may serve as your signature.

8.2 SPONSORSHIPS

Requests for sponsorship approval must be accompanied by written evidence of the proposed sponsorship including details of the recipient, sponsorship value, planned use of the sponsorship monies and the advertising opportunity for Innospec in return. If there is a sponsorship agreement, please attach it to the form.

Before offering or agreeing to sponsor any event, Employees must submit a completed **Sponsorship Approval Form** for approval, attaching written evidence of the proposed sponsorship as described above.

a) SPONSORSHIP APPROVAL FORM

<u>SPONSORSHIP</u>			
Description of sponsorship:			
Value:			
Purpose/occasion relating to the sponsorship:			
Date of the event or activity to be sponsored (if relevant): DD/MM/YYYY			
Description of Innospec's advertising opportunity:			
<u>RECIPIENT OF THE SPONSORSHIP</u>			
Recipient organisation (name and territory):			
Recipient organisation contact name, title/position and email address:			
Are you aware that the recipient has received other sponsorships from Innospec within the past 12 months? Yes/No <i>If yes, describe the prior sponsorship(s) including sponsorship value, date and purpose:</i>			
Has the recipient been screened using the World Check One Tool? Yes/No <i>If yes, please attach the printed results.</i>			
<u>OTHER KEY DETAILS</u>			
Is the recipient organisation a Government Official or affiliated with a Government Official? Yes/No <i>If yes, provide full details:</i>			
Does the recipient organisation currently have any business pending (e.g. a contract, application, tender, approval, etc.) with Innospec? Yes/No <i>If yes, provide full details regarding the pending business:</i>			
Please attach to your completed form written evidence of proposed sponsorship including any sponsorship agreement if applicable.			
<u>YOUR DETAILS</u>			
Signature:		Name:	Date:
Business unit:		Location:	
<u>APPROVAL DETAILS</u>			
Division President, Regional Head or CEO:	Signature:	Name:	Approval date: DD/MM/YYYY
Legal Compliance:	Signature:	Name:	Approval date: DD/MM/YYYY

Remember to (1) send a copy of this completed form (and attachments required) to the Division President, Regional Head or CEO and Legal Compliance; (2) ensure that you keep a copy form for your own records. If you choose to submit this form for approval via email without first printing it for signature, your typed name in the signature box may serve as your signature.

9. ACCURATE BOOKS AND RECORDS

All payments and other activities made pursuant to this G&H Policy must be accurately recorded in Innospec's corporate books and records in a timely manner and in reasonable detail.

Employees are prohibited from making false, misleading, incomplete, inaccurate or artificial entries in Innospec's books and records.

Employees should retain copies of all forms they submit under this G&H Policy for audit purposes.

10. DISCIPLINARY PROCEDURE

Failure to comply with this G&H Policy will be grounds for disciplinary action, up to and including termination of employment, consistent with the disciplinary process for the relevant Innospec site/country.

In addition, Employees violating the FCPA, UKBA, Sapin II and/or other local anti-bribery laws risk prosecution by relevant investigating authorities which may result in a personal fine and/or imprisonment.

11. REPORTING/WHISTLEBLOWING

Employees suspecting a potential violation of this G&H Policy should contact Legal Compliance or follow the procedures set out in the **Reporting Corporate Governance Concerns Procedures** found on the intranet at <https://www.innospecinc.net/4/GlobalPolicies/index.htm>.

12. ADMINISTRATION

Innospec's Chief Compliance Officer is responsible for the content and periodic review of this G&H Policy.

13. QUESTIONS

Any questions concerning this G&H Policy should be addressed to Legal Compliance at Legal.Compliance@innospecinc.com.

**ANNEX 1
GIFTS, CHARITABLE DONATIONS & SPONSORSHIPS**

	NATURE AND RECIPIENT OF PAYMENT/GIFT			
	CASH OR GIFTS GIVEN TO CHARITY ¹	CASH GIVEN TO NON CHARITABLE ORGANISATIONS ²	ITEMS PURCHASED FOR NON CHARITABLE ORGANISATIONS ³	ITEMS PURCHASED FOR INTERNAL USE ⁴
APPROVAL FORM	Charitable Donation Approval Form	Sponsorship Approval Form	Gifts Reporting and Approval Form or Sponsorship Approval Form	None required

1: Charitable Donation Approval Forms must ONLY be completed when cash or gifts are given directly to a registered charity. The registered charity number should be included on the **Charitable Donation Approval Form**.

2: Non-charitable organizations include every person, organization or entity that is not a registered charity (e.g. commercial businesses, schools, sports clubs). Cash should ONLY be given to non-charitable organizations in return for the opportunity to advertise the Innospec brand by, for example, displaying the Innospec logo or otherwise publicizing Innospec at an occasion or event (e.g. by mentioning Innospec’s support during the opening or closing address at a conference, or at the prize giving of a sports event). Evidence of the sponsorship activity should be attached to the **Sponsorship Approval Form** including any sponsorship agreement if applicable.

3: Gifts can be purchased and given to non-charitable organizations either with or without the opportunity to advertise the Innospec brand in return.

- If there is no opportunity to advertise the Innospec brand, they are gifts and, where the value is more than \$50, the **Gifts Reporting and Approval Form** should be completed. No approval form is required for gifts of \$50 or less unless the total value of gifts offered or given to, or received from, individuals from one entity exceeds \$250 in any 12 month period.
- If the Innospec brand is to be advertised in return, the gifts constitute sponsorship in which case the **Sponsorship Approval Form** should be completed.

4: This includes items purchased for internal use even when the internal use is intended for the benefit of a charity or other, non-charitable, organization (e.g. raffle prizes for an Innospec hosted event).

Note: cash includes cash equivalents such as gift vouchers and gift cards.