

## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

### **1. COMMITTEE'S PURPOSE**

The Nominating and Corporate Governance Committee ("Committee") is appointed by the Board of Directors of Innospec Inc. ("Board") to:

- (a) identify and make recommendations to the Board regarding the selection and qualification of candidates to serve as Board members of Innospec Inc. ("Company");
- (b) develop and recommend to the Board a framework of corporate governance policies and procedures applicable to the Innospec group of companies ("Innospec Group"), and periodically oversee the review and update of all such policies and procedures as needed, but at least every two (2) years;
- (c) take a leadership role in shaping and communicating matters of corporate governance and business ethics, and monitor and periodically report to the Board on the compliance status across the Innospec Group;
- (d) review and, if appropriate, recommend the re-nomination of incumbent Directors;
- (e) review and recommend committee appointments; and
- (f) lead the Board in its periodic review of the Board's performance and to perform other related tasks as directed by the Board.

### **2. COMMITTEE MEMBERSHIP**

All members of the Committee shall meet the "independence" requirements within the time limits set by the corporate exchange on which the Company is listed. The members of the Committee shall be appointed by the Board.

### **3. THE DUTIES AND RESPONSIBILITIES OF THE COMMITTEE ARE AS FOLLOWS:**

- (a) Develop and recommend to the Board criteria for selecting new Directors and qualifications for members of the committees of the Board;
- (b) Develop and recommend to the Board a Code of Ethics, an Anti-Corruption Policy and other policies and procedures applicable to the Innospec Group, and periodically oversee the review and update of such Code of Ethics, Anti-Corruption Policy and other policies and procedures as required;
- (c) Review and periodically make recommendations to the Board concerning the composition, size, structure and training of the Board and the committees of the Board;
- (d) Oversee the Committee self-evaluation, Board self-evaluation, and management evaluation on at least an annual basis;
- (e) Monitor compliance with the Code of Ethics, the Anti-Corruption Policy and other Innospec policies and procedures and periodically report on such matters to the Board;
- (f) Establish and ensure the maintenance of procedures for the confidential, and where applicable anonymous, reporting of compliance and other concerns by various methods, including but not limited to calls or reports made to the whistleblowing hotline, by

employees of the Innospec Group as well as other relevant third parties, and monitor and ensure the proper handling of reports made.

- (g) Review actual and potential conflicts of interest of Directors and other senior executives, and consider waivers or other action related thereto;
- (h) Have authority to retain and terminate any advisors as deemed appropriate for identification of Director candidates, including sole authority to approve any such advisor's search fees and other retention terms; and
- (i) Perform such other functions as assigned by law, the Company's charter or bylaws, or the Board.