

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. oversee the development and application of key corporate governance policies and procedures applicable to the Company and its subsidiaries ("**Innospec Group**");
- 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. act as the Board's delegate in environmental and social matters by interfacing with Company management regarding communication and reporting plans, and otherwise assisting the Board in its promotion of environmental and social factors and the satisfaction of associated obligations;
- e. review and, if appropriate, recommend the re-nomination of incumbent Directors;
- f. review and recommend committee appointments; and
- g. support the Board in its periodic review of the Board's performance and perform other related tasks as directed by the Board.

2. COMMITTEE MEMBERSHIP

All members of the Committee shall meet the "independence" requirements 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

- a. Develop and recommend to the Board criteria for selecting new Directors and qualifications for members of the committees of the Board.
- b. Commission the development and (at least every two (2) years) review of key corporate governance policies and procedures applicable to the Innospec Group.
- c. Monitor compliance with the Code of Conduct, Anti-Corruption Policy and other key corporate governance policies and procedures and periodically report on such matters to the Board.
- d. Review and periodically make recommendations to the Board concerning the composition, size, structure and training of the Board and the Board Committees.
- e. Oversee the Committee self-evaluation, Board self-evaluation, and management evaluation on at least an annual basis.
- f. Establish and oversee 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.
- i. Perform such other functions as assigned by law, the Company's charter or bylaws, or the Board.

- j. Monitor significant corporate governance and environmental and social developments and make recommendations to the Board regarding, or take action with respect to, all matters of corporate governance and environmental and social affairs as the Committee deems appropriate.
- k. Periodically review and discuss with management the Company's practices with respect to environmental, social and corporate governance.