

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(the "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 on individuals qualified to serve as Board members of Innospec Inc. ("Company") consistent with criteria approved by the Board.
- (b) develop and recommend to the Board a set of Governance Guidelines applicable to the Company and to review the Guidelines on an annual basis,
- (c) take a leadership role in shaping the corporate governance of the Company;
- (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 annual 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 Exchange on which the Company is listed. The members of the Committee shall be appointed by the Board of Directors.

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, applicable to the Company.
- (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 evaluation of the Committee, the Board, and management at least on an annual basis.
- (e) Oversee and co-ordinate with other Board Committees compliance with Corporate Governance requirements, including annual self evaluation.
- (f) Review conflicts of interest of Directors, senior executives and consider waivers or other action related thereto.
- (g) Annually review and report to the Compensation Committee with respect to level of Director compensation and benefits.
- (h) Have authority to retain and terminate any advisors as the Committee deem appropriate to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.