

INNOSPEC INC. (“INNOSPEC”) REPORTING CORPORATE GOVERNANCE CONCERNS

INTRODUCTION

Innospec is committed to sound corporate governance. All employees are obligated to report suspected misconduct. If you suspect a potential violation of law or breach of Innospec’s Code of Ethics or associated corporate policies, please follow the procedures set out below. They cover areas such as:

- To whom the potential violation should be reported.
- Who will investigate the incident.
- How employees under suspicion will be dealt with.

The procedures enable Innospec to:

- Prevent further loss.
- Establish and secure evidence necessary for criminal and disciplinary action.
- Notify the relevant authorities.
- Minimize and recover losses.
- Take disciplinary action against those involved, where appropriate
- Review the reasons for the incident, the measures taken to prevent a recurrence, and implement actions to strengthen procedures.

All reports will be treated seriously. To encourage employees to fulfil their obligations, these reports may be made anonymously. Moreover, Innospec’s corporate policy is to keep confidential the identities of all employees reporting suspicious conduct or potential violations.

CONTACT LIST

You may seek advice about matters of concern regarding potential corporate governance violations from the any one of the individuals or the Expolink anonymous telephone hotline service listed in Attachment 1.

REPORTING POTENTIAL VIOLATIONS

Employees and managers who suspect potential violations of law or Innospec corporate policies should follow the steps listed in Attachments 2 (Employees) and 3 (Managers).

MALICIOUS ALLEGATIONS

While Innospec will not retaliate against any employee for allegations made in good faith, if an allegation is made frivolously, in bad faith, maliciously, or for personal gain, disciplinary action may be taken against the person making the allegation.

INVESTIGATION PROCESS

Once a report has been made, the General Counsel & Chief Compliance Officer and Chair of the Nominating & Corporate Governance Committee should discuss the report and initiate appropriate action.

The General Counsel & Chief Compliance Officer is responsible for overseeing all investigations relating to potential violations of law and of Innospec’s corporate policies, however, it may be deemed appropriate for work to be carried out by external investigators as determined by the General Counsel & Chief Compliance Officer. The General Counsel & Chief Compliance Officer will comply with the Legal & Compliance Department’s Incident Response Plan to ensure that all investigations conform to the same standards and in accordance with law.

Investigation results will not be disclosed to or discussed with anyone other than those who have a legitimate need to know. This is important in order to avoid damaging the reputations of suspected persons, but subsequently found innocent of wrongful conduct, and to protect Innospec from potential civil liability.

In cases where an individual is suspected of wrongdoing that a subsequent investigation does not substantiate, it is important that the potential damage to the individual's reputation is minimized. Whoever originally reported the suspected misconduct will be informed that the investigation has revealed no wrongdoing.

Any necessary investigative activity will be conducted without regard to any person's relationship to Innospec, position, or length of service.

The individual delegated with investigating the case will actively consult the General Counsel & Chief Compliance Officer during the course of the investigation as part of its formal procedure.

Once the investigation has been completed, the General Counsel & Chief Compliance Officer shall report to the Nominating & Corporate Governance Committee. Such reporting shall avoid speculation and no statement will be made that cannot be supported by facts.

DISCIPLINARY PROCEDURE

As for other cases of misconduct, matters of alleged wrongdoing will be dealt with in line with the disciplinary process for the relevant site/country.

RECOVERY FOR LOSS

Where Innospec has suffered loss, restitution may be sought of any benefit or advantage obtained and the recovery of costs will be sought from individual(s) responsible for the misconduct. As a first step, the individual concerned will be asked to make good the loss. It may be appropriate to consider recovering the loss from any monies due to the individual on termination if the perpetrator is an employee. The advice of the General Counsel & Chief Compliance Officer should be sought before attempting to make recovery.

LESSONS FROM PAST EXPERIENCE

Where misconduct has occurred, Innospec management will make necessary changes to systems and procedures to ensure that similar wrongdoing will not recur. The investigation may highlight where there has been a failure of supervision or a breakdown / absence of control. Innospec will examine each such instance to learn from any gaps and make control enhancements that are necessary. Business Assurance is available to offer advice and assistance on matters relating to internal control, if considered appropriate.

**ATTACHMENT 1:
CONTACT LIST**

You may seek advice about matters of concern regarding potential corporate governance violations from the any one of the following:

CEO: Patrick Williams, +1 (303) 566 0524 or Patrick.Williams@innospecinc.com

General Counsel & Chief Compliance Officer: David Williams, +1 (303) 566 0509 or David.E.Williams@innospecinc.com

General Counsel, EMEA and AsPac: Andrew Hartley, +44 (0)151 348 5846 or Andrew.Hartley@innospecinc.com

Head of Business Assurance: Simon Parker, +44 (0)151 350 6980 or Simon.Parker@innospecinc.com

Senior VP, Human Resources: Cathy Hessner, +44 (0)151 350 5826 or Cathy.Hessner@innospecinc.com

Chair of the Nominating & Corporate Governance Committee: Chair@innospecinc.com

(Note: The Chair's email address is not anonymous.)

Expolink: Anonymous telephone hotline service.

EXPOLINK TELEPHONE NUMBERS BY COUNTRY

<u>Country</u>	<u>Telephone No.</u>	<u>Country</u>	<u>Telephone No.</u>
Argentina	0800 666 2603	Luxembourg	8002 4450
Australia	1800 121 889	Malaysia	1800 807055
Austria	0800 281700	Malta	800 62404
Bahrain	80004475	Mexico	01800 123 0193
Belgium	0800 71025	Netherlands	0800 022 9026
Bulgaria	008001104474	New Zealand	0800 443 816
Brazil	0800 891 8807	Norway	800 14870
Canada	1888 268 5816	Philippines	1800 1442 0076
Chile	12300200412	Poland	00800 441 2392
China	00 800 3838 3000	Portugal	800 880 374
Columbia	01800 944 4796	Puerto Rico	1866 293 1804
Costa Rica	08000 440101	Romania	08008 94440
		Russia (restricted coverage)	810 800 2058 2044
Croatia	0 800 222 845	Saudi Arabia	800 844 0172
Cyprus	800 95207	Singapore	800 4411 140
Czech Republic	800 142428	Slovakia	0800 004461
Denmark	8088 4368	Slovenia	0800 80886
Eire	1800 567 014	South Africa	0800 990520
Egypt	0800 000 00 23	Spain	900 944401
Estonia	8000044265		011 244 5413 (omit 011 if dialling from Colombo)
		Sri Lanka	
Finland	0800 116773	Sweden	0200 285415
France	0800 900 240	Switzerland	0800 563823
Germany	0800 182 3246	Taiwan	0080 104 4202
Greece	00800 441 31422	Thailand	001 800 442 078
Hawaii	1866 293 2604	Turkey	00800 4463 2066
Hong Kong	800 930770	UK	0800 374199
Hungary	06800 14863	United Arab Emirates	80004413873
Iceland	8008279	USA	1877 533 5310
India	000 8004401286	Venezuela	0800 100 3199
Indonesia	001 803 0441 1201		
Israel	180 944 6487		
Italy	800 783776		
Japan	00531 78 0023		

Korea (South)	00308 4420074
Latvia	80002670
Lithuania	880030444

**ATTACHMENT 2:
REPORTING POTENTIAL VIOLATIONS
*Employees***

If you suspect potential violations of law or Innospec corporate policies, please take the following steps:

1. Hold the business transaction, contract, and/or stop processing the sales order, payment, etc.
2. Pull together the relevant records or files and write down your concerns immediately. Make note of all relevant details, such as what was said in phone or other conversations, the date, the time, and the names of anyone involved.
3. Report the matter immediately to anyone listed below. When you report your concerns, arrange to handover your notes and any evidence you have gathered to the appropriate individual. Any one of the following is the right place to report the matter. (See Attachment 1 for contact details.)
 - Your Line Manager
 - Your Department Head
 - The CEO, General Counsel & Chief Compliance Officer, Head of Business Assurance, or Senior VP, Human Resources
 - The Chair of Innospec's Nominating & Corporate Governance Committee
 - Expolink (anonymous telephone hotline service)

Expolink is an independent company providing an alternative facility for you to report any concerns if you feel uneasy about talking to anyone within Innospec. Calls to Expolink can be made at any time of the day or night for free from any phone in your country. These calls are always treated in absolute confidence, and if you wish, anonymously. You will be put through to a trained advisor who is impartial and can speak your local language. Any information that is given to them will be passed on anonymously to the Chair of Innospec's Nominating & Corporate Governance Committee or the General Counsel & Chief Compliance Officer. Expolink may provide a unique code number if you wish to call back with additional information. See Attachment 1 for a complete list of Expolink telephone numbers by country.

As far as possible, confidentiality for all parties will be maintained over reports made in good faith. It should be noted, however, that if the report suggests criminal activity and the case is pursued by the police, the identity of the person reporting the details may be needed at a later date if criminal proceedings are to be pursued effectively.

You must not do any of the following:

- Contact the suspected perpetrator in an effort to determine facts or demand restitution.
- Discuss the facts, suspicions, or allegations with anyone outside Innospec (including the press), unless specifically asked to do so by the General Counsel & Chief Compliance Officer.
- Discuss the case with anyone within Innospec, other than who you reported the matter to upon the initial suspicion of wrongdoing.
- Attempt to personally conduct investigations, interview, or question anyone unless asked to do so by the General Counsel & Chief Compliance Officer.

**ATTACHMENT 3:
REPORTING POTENTIAL VIOLATIONS
*Managers***

If your staff reports a potential violation of law or of Innospec corporate policies to you, you should do the following:

1. Listen to the concerns of your staff and treat every report you receive seriously and sensitively.
2. First explain to the person making the report that they may do so anonymously via the multi-lingual hotline reporting service with Expolink.
3. Reassure the person making the report that they will be protected from victimisation, reprisals, or other adverse consequences arising as a result of the report.
4. Explain Innospec's incident reporting procedure:
 - The person receiving the allegation (internal or Expolink) will make a written report summarising the matter.
 - The written report will be sent to the General Counsel & Chief Compliance Officer or Chair of Innospec's Nominating & Corporate Governance Committee, as appropriate, who will initiate appropriate action.
 - The General Counsel & Chief Compliance Officer or Chair of Nominating & Corporate Governance Committee will communicate this decision to the person making the complaint as soon as possible (internally or via Expolink).
5. Obtain as much information as possible from the staff member, including any notes and any evidence they have that may support the allegation. Do not interfere with any evidence and ensure it is kept in a safe place.
6. Contact the General Counsel & Chief Compliance Officer to confer about the nature of the allegations and the appropriate next steps.
7. Draft a written report, in conjunction with the General Counsel & Chief Compliance Officer if deemed necessary, summarising the details of the alleged violation, including:
 - Relevant dates
 - Nature of the incident report, i.e., phone call, letter, email, fax, etc.
 - Details of person making the report:
 - name (unless anonymous)
 - position and business/department
 - length of time they have been in this position
 - relation to Innospec
 - relation to person involved in alleged violation
 - Details of the alleged violation including:
 - activity and method, i.e., what and how it is being/was done
 - the duration of the conduct
 - any adverse impact on individual(s) or Company or amount lost or at risk
 - the basis of the reporting person's knowledge
 - Details of the person involved in alleged violation including:
 - name (unless anonymous)
 - position
 - length of time they have been in this position
 - relation to Innospec
 - relation to person involved in alleged violation
 - Is the person making the report aware of any reasons for the violation, e.g., is the accused in financial difficulties or a disgruntled employee?
 - Do not indicate a conclusion or judgment about the allegations. Report the facts and permit the General Counsel & Chief Compliance Officer to perform the analysis.

8. Forward the written report immediately to the General Counsel & Chief Compliance Officer or Chair of the Nominating & Corporate Governance Committee, as appropriate.
9. Do not try to carry out an investigation yourself or ask an individual covertly to obtain further information as this may damage any inquiry.