

INNOSPEC INC.

CORPORATE GOVERNANCE GUIDELINES

May 2015

1. Selection and Composition of the Board

- (a) Board Membership Criteria. The Board seeks to select Directors with the skills and experience to assist management in the operation of Innospec Inc.'s ("Innospec") business and to act on behalf of the stockholder body as a whole. The Nominating and Corporate Governance Committee is responsible for reviewing the appropriate skills and characteristics required of Board members, taking into account the attributes of the existing Board members. This assessment should include issues regarding judgment and experience as well as an understanding of the technology relevant to Innospec's business activities. Independence, financial literacy, legal knowledge, personal integrity, sound business judgment, the location of the prospective Director's residence and the ability to devote significant time to Board activities are also factors to be taken into account.
- (b) Board Membership Selection. The Nominating and Corporate Governance Committee, which is composed of independent Directors as required by applicable NASDAQ rules, is responsible for carrying out the screening process to identify individuals qualified to become Board members and to recommend to the full Board the selection of Directors to fill new and existing positions as members of the Board and of Board committees.
- (c) Director Orientation and Continuing Education. The Board and management will conduct orientation for new Directors to become familiar with Innospec's business operations, strategies, financial matters, ethics policies and corporate governance policies. It is the responsibility of management and the Nominating and Corporate Governance Committee to advise Directors about continuing education opportunities, which they are encouraged to pursue.
- (d) Term Limits. The Board does not believe that it should establish term limits.

2. Board Operations

- (a) Size of the Board. The authorized number of Directors will be determined from time to time by resolution of the Board, subject to the requirement in the Bylaws that the number be within the range of 3 to 12 Directors.
- (b) Director Independence. A majority of the Board shall consist of independent directors who meet or exceed the independence requirements

of the NASDAQ Stock Market Rules. No Director qualifies as “independent” unless (i) the Board determines that the Director does not have a relationship that would interfere with the Director’s exercise of independent judgment in carrying out a director’s duties and (ii) the Director otherwise meets the applicable independence requirements of the NASDAQ Stock Market Rules and any other applicable law, rule or regulation. The Board will make each such independence determination on an annual basis, following the receipt of the recommendation and findings of the Nominating and Corporate Governance Committee. A Director must also meet any additional independence requirements or considerations of Securities Exchange Commission regulations or NASDAQ Stock Market Rules as in effect from time to time which are applicable to a committee on which such Director serves, as determined by the Board. These determinations must be disclosed.

- (c) Director Responsibilities. The basic responsibility of the Directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of Innospec and its stockholders. In discharging their obligations, Directors are entitled to rely on the honesty and integrity of Innospec’s senior executives and its outside advisors and auditors. The Directors shall also be entitled to have Innospec purchase directors’ and officers’ liability insurance on their behalf in an amount that is deemed by the Board to be adequate. The Board meets no less than quarterly and Directors are expected to attend all Board meetings and meetings of committees on which they serve and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data relevant to the Board’s understanding of the business to be conducted at a Board or committee meeting should generally be distributed to the Directors well in advance of the meeting, to give the Directors time to review these materials in advance of the meeting. At the beginning of each year, the Board shall establish a schedule of Board meetings. The Chairman of the Board will establish the agenda for each Board meeting. Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is also free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review Innospec’s long-term strategic plans and the principal issues that Innospec will face in the future during at least one Board meeting each year.
- (d) Executive Sessions. The non-management Directors will meet in executive session at least quarterly. If non-management Directors include Directors who are not independent, there shall be held at least twice yearly an executive session consisting only of independent Directors. The presiding Director for the purpose of leading these meetings shall be the Chairman of the Board unless the non-management Directors determine otherwise.
- (e) Performance Evaluation. The Audit Committee, the Nominating and Corporate Governance Committee and the Compensation Committee will

each perform a self-evaluation at least every two (2) years to assess whether it is functioning effectively. In addition, the Board will perform a self-evaluation at least every three (3) years. The purpose of the evaluation is to determine the effectiveness of the Board, the committees and the individual members.

- (f) Director Compensation. The Board will periodically review Director compensation in comparison with other similarly situated companies to ensure that Board and committee compensation is reasonable and competitive. Directors who are employees of Innospec will not be separately compensated for Board membership. In order to align Board membership with the long-term interests of Innospec's stockholders, the Board believes that a significant portion of Director compensation should be in the form of Innospec stock.
- (g) Director Access to Management. Board members will have complete access to Innospec management. Board members will ensure that this contact is not distracting to business operations and that the Chief Executive Officer is appropriately informed.
- (h) Director Access to Advisors. The Board, as well as each committee, may retain at any time, at the expense of Innospec, outside financial, legal, compensation or other advisors as it deems appropriate.

3. Board Committee Structure

The current Board committees are: Audit Committee, Nominating and Corporate Governance Committee and Compensation Committee.

The Audit Committee, the Nominating and Corporate Governance Committee and the Compensation Committee have adopted charters that have been approved by the Board.

The composition of each of these committees meets and shall meet all applicable independence and other requirements, including under NASDAQ and Securities and Exchange Commission rules.

- (a) Audit Committee. The Audit Committee oversees Innospec's auditing, accounting, financial reporting and internal control functions, appoints and approves the services of Innospec's independent accounting firm and addresses such other matters described in its charter.
- (b) Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee considers and recommends to the Board nominees for officers and nominees for election as Directors, oversees evaluation of the Board, develops and recommends corporate governance policies to the Board, promotes legal and corporate governance compliance and addresses such other matters described in its charter.

- (c) Compensation Committee. The Compensation Committee makes recommendations to the Board concerning Chief Executive Officer, executive officer and director compensation and addresses such other matters described in its charter.

4. Leadership Development

- (a) Selection of Chief Executive Officer and Management Succession. The Board is responsible for adopting policies and principles for Chief Executive Officer selection. The Board will, in consultation with the Chief Executive Officer, adopt policies regarding succession in the event that the Chief Executive Officer is unable to discharge his duties.
- (b) Code of Ethics. The Board has adopted a Code of Ethics applicable to all Innospec officers, directors and employees.

5. Resignation Policy in Uncontested Director Elections

In an uncontested election, any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall promptly tender his or her resignation following certification of the stockholder vote. The resignation shall specify that it will become effective if and when the Board accepts such resignation. The Nominating and Corporate Governance Committee shall consider the resignation offer and recommend to the Board whether to accept it. The Board will act on the Nominating and Corporate Governance Committee’s recommendation within 120 days following certification of the stockholder vote. The Nominating and Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a Director’s resignation. Thereafter, the Board will promptly disclose its decision whether to accept the Director’s resignation offer (and the reasons for rejecting the resignation offer, if applicable) in a Current Report on Form 8-K furnished to the Securities and Exchange Commission. No Director whose resignation, in accordance with this policy, is required to be considered by the Board, shall participate in the Nominating and Corporate Governance Committee’s deliberations or recommendation, or in the Board’s deliberations or determination, with respect to accepting or rejecting his or her resignation as a Director.