

## INNOSPEC INC.

### REPORTING CORPORATE GOVERNANCE CONCERNS POLICY AND PROCEDURES

#### I. INTRODUCTION

Innospec Inc. and its affiliated companies (“Innospec,” “we,” “us,” or “our”) are committed to following the law wherever we do business. Our employees and stakeholders play a critical role in promoting and upholding our culture of compliance. To support this culture, we measure our conduct against the highest possible standards of honesty and accountability. And we are committed to creating an environment in which employees and stakeholders may raise concerns regarding illegal, fraudulent, or unethical actions without fear of retaliation.

If you believe that individuals have conducted or are conducting Innospec business in violation of Innospec’s Code of Ethics, the law, or our other policies, please report the suspected misconduct promptly by following the procedures described herein.

The procedures explain:

- Who you should contact if you observe signs of misconduct; and
- How we will respond to reports.

The procedures described here help us:

- Minimize losses;
- Reduce the risk of financial and reputational harm;
- Obtain and preserve evidence of misconduct;
- Take remedial or disciplinary action where appropriate to prevent further misconduct; and
- Provide relevant authorities with information as needed and appropriate.

#### II. PROCEDURES FOR REPORTING POTENTIAL MISCONDUCT

##### a. Internal Reporting Channels

We encourage you to raise any issues or concerns you may have with your direct line manager. This is usually the quickest and most direct way to resolve any questions or concerns you may have. If you do not wish to report to your direct line manager, you do have alternatives.

Attachment 1 provides a list of key contacts.

Attachment 2 describes the steps that employees should take when reporting concerns of misconduct.

Attachment 3 describes the steps that managers should take when receiving reports of misconduct.

Attachment 4 describes hotline reporting restrictions in certain countries where Innospec operates. If anonymous reporting is unavailable under local law, we encourage you to report matters on a named, confidential basis through the reporting hotline or through the alternative reporting channels described in Attachments 2 and 3.

As described in Attachments 1-3, your internal reporting channels include:

- Your line manager
- Your department head
- Our subject matter experts, including
  - Human Resources (HR) representatives
  - Health, Safety & Environment (HS&E) representatives
  - Innospec’s Regulatory Affairs manager
  - Innospec’s SOX Manager
- Business Assurance
- The Nominating and Corporate Governance Committee
- The Legal and Compliance Department

As a global company, we must comply with the laws of various jurisdictions. And local laws may differ regarding the reporting of misconduct. For example, employees in some countries may be permitted to report their concerns only to local representatives. We encourage you to consult with the Legal and Compliance Department, your HR representative or appropriate Works Council Representative to determine the appropriate channels for your reports.

**b. External Reporting Channel**

We have engaged **Expolink**, an independent company that specializes in providing confidential reporting systems, to maintain an optional, external telephone reporting hotline.<sup>1</sup> Expolink provides services to us under the direction of Innospec International Limited, which is based in the United Kingdom.



All of our employees and most of our stakeholders may use the Expolink hotline to confidentially report concerns of serious misconduct. The hotline is open 24 hours a day, seven days a week. The toll-free telephone numbers for Expolink are listed in Attachment 1 at the end of this policy. Please note that you are not required to use the Expolink hotline. Attachments 2 and 3 describe other channels you may use, and you will not be penalized merely for using those channels.

**Anonymous Reporting:** When you report issues or concerns, we prefer that you provide your name and contact information. This helps us respond to your report and quickly assess the issues or concerns you raise. However, at your request and **when permitted under local law**, you can report your concerns anonymously through the Expolink reporting hotline. For many Innospec employees, including those located in the United States, anonymous calls are permitted. In some countries, however, anonymous reports are not permitted. If you are located outside of the United States and wish to report a matter through the Expolink hotline, please follow the guidance in Attachment 4 to this policy.

**DO NOT LET YOUR CONCERNS GO UNRESOLVED. YOU HAVE INTERNAL AND EXTERNAL REPORTING CHANNELS AVAILABLE TO RAISE ISSUES OF CONCERN AND TO REPORT SUSPECTED MISCONDUCT.**

**III. ANTI-RETALIATION POLICY**

Innospec is committed to maintaining the confidentiality of the identities of all employees who report potential misconduct unless we determine that doing so would compromise an appropriate investigation or we are required by applicable law to disclose an individual's identity.

We will not retaliate against anyone who acts in good faith to report concerns or to help address an issue or concern, including individuals making reports as well as witnesses interviewed during an investigation. Our employees and representatives may not retaliate against, intimidate, coerce, threaten, or discriminate against any individual who reports a legitimate suspicion or concern of misconduct. We will treat violations of this anti-retaliation policy as serious offenses, which may be grounds for dismissal. If you believe that you have been or are being retaliated against for reporting misconduct or cooperating in an investigation, contact the Legal and Compliance Department and/or the Human Resources Department immediately.

**IF YOU RAISE CONCERNS OR REPORT POTENTIAL MISCONDUCT HONESTLY, AND IN GOOD FAITH, WE WILL SUPPORT AND PROTECT YOU, REGARDLESS OF THE OUTCOME OF ANY INVESTIGATION.**

<sup>1</sup> As of the date of this policy, Expolink solely provides telephone reporting services. If Expolink provides an on-line or email reporting mechanism in the future, the same principles and guidelines of this policy will apply.

However, if an employee reports concerns frivolously, in bad faith, maliciously, or for personal gain, we may take disciplinary action taken against the employee.

#### **IV. RESPONSE TO REPORTS**

Innospec treats all reports seriously. We commit to conducting appropriate investigations of reported misconduct, regardless of the incriminated individual's relationship to Innospec, position, title, or length of service.

The General Counsel & Chief Compliance Officer is responsible for overseeing all investigations relating to potential violations of law and of company policies. However, where appropriate, the General Counsel & Chief Compliance Officer may delegate oversight responsibilities to members of Innospec's Legal and Compliance Department, Business Assurance, the Human Resources Department, or external investigators. The General Counsel & Chief Compliance Officer will comply with the Legal and Compliance Department's Corruption Investigation Protocol, where applicable, or similar internal procedures to ensure that all investigations conform to applicable standards and in accordance with law.



If an individual is suspected of or associated with any wrongdoing due to a report, we will notify the individual of the report promptly unless doing so would violate applicable law or would compromise an investigation.

Innospec will disclose the results of investigations only to those individuals who have a legitimate need to know (this may include third parties such as local trade unions, law enforcement, or external legal counsel).

Subject to applicable laws and disciplinary procedures, we are committed to providing individuals suspected of misconduct with a reasonable opportunity to respond to allegations made against them. If an investigation reveals that an employee or manager has violated the law or company policies, we may take disciplinary action in accord with applicable law and procedures, up to and including dismissal. If we complete an investigation and determine that no disciplinary action should be taken against any employees, we retain information only as necessary to comply with applicable laws and to maintain appropriate records.

When we complete our investigation and resolve identified issues, we will notify the individual who reported the misconduct (unless the report was made anonymously). However, absent exceptional circumstances, we will not disclose the results of the investigation. This policy helps preserve the privacy of individuals suspected of misconduct, particularly in those instances where the evidence does not prove that their conduct was unlawful or in violation of Innospec policy.

If an investigation of suspected misconduct reveals gaps in internal controls or supervisory failures, we are committed to identifying and implementing changes to our internal controls, systems, and procedures to prevent similar misconduct.

#### **V. FREQUENTLY ASKED QUESTIONS**

**Q: What should I do if I suspect that an Innospec employee or representative has violated Company policy or acted unlawfully?**

**A:** If you are an employee, please promptly report the matter following the steps listed in Attachment 2. If you are a manager, please promptly report the matter following the steps listed in Attachment 3. You should collect and save all relevant information and evidence. However, you should not attempt to conduct your own investigation. Leave that to us.

**Q: What happens if I report suspicions that turn out to be wrong?**

**A:** If you made the report in good faith and provided information that you believed to be accurate, you will not be subject to discipline.

**Q: Will you let me know the results of the investigation for the issue that I reported?**

**A:** Generally, no. We generally will let you know when we complete our investigation. But to protect the privacy of those involved, we generally do not disclose the results of our investigations.

**Q: Who can report issues through the Expolink reporting hotline?**

**A:** Any employee of Innospec may report issues to the Expolink reporting hotline. However, **the content of the report and the manner in which reports may be made differs depending upon where the reporting individuals are based.** Attachment 4 provides some guidance for employees located outside of the United States. Where local law allows, we also may permit non-employee workers, suppliers, customers, and other stakeholders to use the reporting hotline. If the laws of your jurisdiction do not permit you to use the reporting hotline, we encourage you to use the other reporting channels described in Attachments 2 and 3.

**Q: What types of issues can be reported through the Expolink reporting hotline?**

**A:** The types of issues that may be reported via the Expolink reporting hotline vary by jurisdiction. Please refer to Attachment 4 for more details. The types of issues listed below may generally be reported via the hotline in all countries where Innospec operates provided that the alleged misconduct is of a serious nature:

- Accounting, Internal Accounting Controls or Audit Irregularities
- Bribery or Corruption (e.g. Foreign Corrupt Practices Act or UK Bribery Act violations)
- Securities Laws and Insider Trading
- Data Privacy (but not in France)
- Conduct that adversely affects Company ethics (but not in France or Germany).

In the United States, individuals generally may use the hotline to report concerns regarding a broad range of ethical and legal matters, including, but not limited to, anti-competitive activity, theft, misuse of company funds, conflicts of interest or discrimination.

Under no circumstances should the Expolink hotline be used to report false information or frivolous matters.

**Q: Can I access, correct, request the deletion of, or review my personal data that has been collected via the reporting program?**

**A:** Applicable laws may permit you to access certain information regarding reports that are associated with you. Please contact Legal and Compliance with your requests or questions. To preserve the privacy of individuals and to maintain the integrity of investigations, we may limit the scope of information that is available to you.

## ATTACHMENT 1 - CONTACT LIST

You may report matters of concern to, or seek advice about potential corporate governance violations from, any one of the following:

<b>CEO:</b>	Patrick Williams	+1 (303) 792-5554 or <a href="mailto:Patrick.Williams@innospecinc.com">Patrick.Williams@innospecinc.com</a>
<b>General Counsel &amp; Chief Compliance Officer</b>	David E. Williams	+1 (303) 792-5554 or <a href="mailto:David.E.Williams@innospecinc.com">David.E.Williams@innospecinc.com</a>
<b>Global Compliance Counsel</b>	Lindsay Ashton Martin	+44 (0) 151 348 5879 or <a href="mailto:Lindsay.Ashton@innospecinc.com">Lindsay.Ashton@innospecinc.com</a>
<b>The Legal and Compliance Department</b>		<a href="mailto:Legal.Compliance@innospecinc.com">Legal.Compliance@innospecinc.com</a>
<b>Head of Business Assurance</b>	Peter Taylor	+44 (0) 151 356 6178 or <a href="mailto:Peter.Taylor@innospecinc.com">Peter.Taylor@innospecinc.com</a>
<b>Senior VP, Human Resources</b>	Cathy Hessner	+44 (0)151 355 3611or <a href="mailto:Cathy.Hessner@innospecinc.com">Cathy.Hessner@innospecinc.com</a>
<b>Chair of the Nominating &amp; Corporate Governance Committee</b>	Hugh Aldous	<a href="mailto:Hugh.Aldous@innospecinc.com">Hugh.Aldous@innospecinc.com</a>
<b>Expolink Hotline</b>	An external, confidential reporting hotline that allows anonymous reporting in some jurisdictions <sup>2</sup>	

### EXPOLINK ETHICS LINE TELEPHONE NUMBERS BY COUNTRY

<u>Location</u>	<u>Telephone No.</u>	<u>Location</u>	<u>Telephone No.</u>
Argentina	0800 666 2603	Korea (South)	00308 4420074
Australia	1800 121 889	Latvia	80002670
Austria	0800 281 700	Lithuania	880030444
Bahrain	80004475	Luxembourg	8002 4450
Belgium	0800 71025	Malaysia	1800 885 530
Bulgaria	008001104474	Malta	800 62404
Brazil	0800 891 8807	Mexico	01800 123 0193
Canada	1888 268 5816	Netherlands	0800 022 9026
Chile	12300200412	New Zealand	0800 443 816
	North 10800 852 2112 / 00		
	800 3838 3000		
China	South 10800 152 2112	Norway	800 14870
			PLDT & Smart Networks – 1800 1441
			0948 / 1800 1442 0076
Columbia	01800 944 4796	Philippines	Globe Network – 1800 8739 5278
Costa Rica	8000 440101	Poland	00800 442 1245 / 00800 441 2392
Croatia	0 800 222 845	Portugal	800 880 374
Cyprus	800 95207	Puerto Rico	1866 293 1804
Czech Republic	800 142428	Romania	08008 94440
		Russia (restricted coverage)	810 800 260 81044 / 810 800 2058
Denmark	8088 4368		2044
Eire	1800 567 014	Saudi Arabia	800 844 0172
Egypt	0800 000 00 23	Singapore	800 4411 140
Estonia	8000044265	Slovakia	0800 004461
Finland	0800 116773	Slovenia	0800 80886
France	0800 900 240	South Africa	0800 990520
Germany	0800 182 3246	Spain	900 944401
Greece	00800 4414 5735 / 00800	Sri Lanka	011 244 5413 (omit 011 if dialling from Colombo)
	441 31422		
Hawaii	1866 293 2604	Sweden	0200 285415
Hong Kong	800 930770	Switzerland	0800 563823
Hungary	06800 14863	Taiwan	0080 104 4202
Iceland	8008279	Thailand	001 800 442 078

<sup>2</sup> As noted in Attachment 4, local laws may limit the ability to report matters anonymously through the Expolink Reporting Hotline.



India 000 8004401286  
007 8030 114626 / 001  
Indonesia 803 0441 1201  
Israel 180 944 6487  
Italy 800 783776  
Japan 00531 78 0023

Turkey  
UK  
United Arab Emirates  
USA  
Venezuela

00800 4488 29578 / 00800 4463 2066  
0800 374199  
80004413873  
1877 533 5310  
0800 100 3199

## ATTACHMENT 2 - REPORTING POTENTIAL VIOLATIONS *Employees*

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

1. Put a hold on relevant business transactions (e.g., do not enter into the agreement, stop processing the sales order, or cease payment).
2. Collect 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. ***Do not, however, conduct your own investigation.***
3. Immediately report the matter via one of the channels listed below. You may submit a report via any of the following (see Attachment 1 for contact details):
  - Your Line Manager
  - Your Department Head
  - Any member of the Legal and Compliance Department
  - The CEO, General Counsel & Chief Compliance Officer, Global Compliance Counsel, Head of Business Assurance, or Senior VP, Human Resources
  - The Chair of Innospec's Nominating & Corporate Governance Committee
  - Confidential Reporting Hotline (Expolink)<sup>3</sup>

You can call the toll-free Expolink reporting hotline at any time of the day or night. We strongly encourage you to provide your name and contact details to help us investigate and resolve your report. We are committed to treating these calls as confidential. Where permitted by local law (e.g., in the U.S.), you may use the Expolink reporting hotline to make anonymous reports.

When you call the Expolink reporting hotline, you will be connected with a trained, impartial Expolink advisor who speaks the language commonly spoken in the country from which you make the call. Expolink will share the information you provide with the Chair of Innospec's Nominating & Corporate Governance Committee, Global Compliance Counsel, and the General Counsel & Chief Compliance Officer as appropriate and in accordance with applicable law. Expolink will not record the call and will delete the information it collects after we receive the report. Expolink may give you a unique code number if you wish to call back with additional information. See Attachment 1 for a list of Expolink telephone numbers by country.

We are committed to maintaining confidentiality for all parties associated with good faith reports of misconduct. It should be noted, however, that it may be necessary to disclose the identity of a reporting individual in certain circumstances. For example, if a report suggests criminal activity, we may need to share information with law enforcement.

You must not do any of the following:

- Contact the individual suspected of misconduct in an effort to uncover facts or demand restitution.
- Discuss the facts, suspicions, or allegations with anyone outside Innospec, unless the General Counsel & Chief Compliance Officer or his/her designate specifically asks you to do so.
- Discuss the case with anyone within Innospec other than the person to whom you reported the matter upon the initial suspicion of wrongdoing, unless the General Counsel & Chief Compliance Officer or his/her designate specifically asks you to do so.
- Attempt to personally conduct investigations, interview, or question anyone unless asked to do so by the General Counsel & Chief Compliance Officer or his/her designate.

These instructions apply to internal reporting only and are not intended to interfere in any way with employees' rights under the Dodd-Frank Wall Street Reform and Consumer Protection Act, the UK Public Interest Disclosure Act 1998, or any other applicable laws or protections.

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<sup>3</sup> As noted in Attachment 4, local laws may limit the ability to report matters anonymously through the Expolink Reporting Hotline.



### **ATTACHMENT 3 - REPORTING POTENTIAL VIOLATIONS**

#### ***Managers***

If an employee reports a potential violation of law or Company policies to you, you should do the following:

1. Listen to the employee's concerns. Treat every report you receive seriously and sensitively.
2. Reassure the employee that we are committed to protecting them from retaliation regarding the report.
3. Explain our incident reporting procedure:
  - The person receiving the allegation (internal or Ethics Line) will make a written report summarizing the matter.
  - The written report will be sent to the General Counsel & Chief Compliance Officer or his/her designate or the Chair of Innospec's Nominating & Corporate Governance Committee, as appropriate, who will initiate appropriate action.
  - The employee who reported the suspected misconduct will be informed when the investigation is complete. We generally do not disclose the results of the investigation.
4. Obtain as much information as possible from the employee, including all notes and evidence they have that may support the allegation. Do not interfere with any evidence, and ensure it is kept in a safe place.
5. Contact the General Counsel & Chief Compliance Officer or his/her designate, or the Chair of Innospec's Nominating & Corporate Governance Committee, as appropriate, with the details gathered and discuss the appropriate next steps.
6. Draft a report that summarizes the details of the alleged violation. The report should include:
  - Relevant dates
  - Method of report (e.g., phone call, letter, email, fax, or in-person report)
  - Details of person making the report (details may be omitted as necessary to preserve anonymity where requested and permitted):
    - name
    - position and length of time they have been in this position
    - relation to any person(s) involved in alleged violation
    - the basis of the reporting person's knowledge
  - Details of the alleged violation and individuals involved, including:
    - description of the alleged violation
    - the name(s) and position(s) (for employees) or relationship to Innospec (for third parties) of any individual(s) involved in the violation
    - the dates and duration of the misconduct
    - any adverse impact on the Company, including any money or property lost or at risk
    - whether the person making the report is aware of any reasons for the alleged misconduct (e.g., the accused is struggling financially or is a disgruntled employee)
7. The report should include only the facts necessary to enable the General Counsel & Chief Compliance Officer or his/her designate, or the Chair of the Nominating and Corporate Governance Committee to analyse the allegations. The report should not include conclusions or judgments about the allegations.
8. Do not try to carry out an investigation yourself or ask an individual covertly to obtain further information as this may interfere with any inquiry.

These instructions apply to internal reporting only and are not intended to interfere in any way with employees' rights under the Dodd-Frank Wall Street Reform and Consumer Protection Act, the UK Public Interest Disclosure Act 1998 or any other applicable laws or protections.



#### ATTACHMENT 4 - LOCAL REPORTING HOTLINE ISSUES

Some countries have laws limiting the types of issues that may be reported via hotlines and/or prohibiting anonymous reporting.

**United States:** Individuals calling the Expolink hotline from the U.S. may report matters confidentially or anonymously. In addition, individuals calling the Expolink hotline from the U.S may report any non-frivolous matters of ethical or legal concern.

**European Union:** Individuals calling the Expolink hotline from the EU or any Member State may only use the hotline to confidentially report **matters of serious concern regarding Accounting, Internal Controls, Audit Irregularities, Bribery, Corruption, or Securities Laws violations.** If your report relates to other matters, please report via the alternative channels listed in Attachments 2 and 3.

For all other countries in which Innospec operates, please contact the Legal and Compliance Department, your HR representative, or your Works Council Representative to determine the appropriate usage of the Expolink reporting hotline service.