

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 regarding the selection and qualification of candidates to serve as Board members of Innospec Inc. ("Company");
- (b) develop and recommend to the Board a framework of corporate governance policies and procedures applicable to the Innospec group of companies ("Innospec Group"), and periodically oversee the review and update of all such policies and procedures as needed, but at least every three (3) years;
- (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) review and, if appropriate, recommend the re-nomination of incumbent Directors;
- (e) review and recommend committee appointments; and
- (f) lead the Board in its periodic review of the Board's performance and to perform other related tasks as directed by the Board.

2. COMMITTEE MEMBERSHIP

The Committee shall meet the "independence" requirements within the time limits set by the stock 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 Innospec Group and periodically oversee the review and update of such code of ethics, as required;
- (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 Committee self-evaluation and Board self-evaluation and ensure management evaluation is performed on an annual basis;
- (e) Monitor compliance with the Code of Ethics and other Innospec policies and procedures and periodically report on such matters to the Board;
- (f) Review actual and potential conflicts of interest of Directors and other senior executives, and consider waivers or other action related thereto;

- (g) 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; and
- (h) Perform such other functions as assigned by law, the Company's charter or bylaws, or the Board.