

## CODE OF CONDUCT

Innospec Inc. including all of its subsidiaries and affiliated companies (“**Innospec**”) believes that honest, ethical and transparent business conduct is vital to its continued success. This Code of Conduct (“**Code**”) reflects Innospec’s core values and sets out the benchmark of ethics and integrity that each member of Innospec Inc.’s board of directors (“**Board**”) and each officer, director, employee (permanent and temporary) and contract employee of Innospec (collectively “**Employees**”) is expected and committed to achieve. Each and every Board member, Employee, and third party with which Innospec does business, plays a critical role in contributing to the culture of compliance and protecting Innospec’s reputation by understanding and following its policies, embracing its commitment to ethical business practices, and actively enforcing compliance with all applicable laws, regulations and rules.

This Code applies to all members of the Board and all Employees, and serves to advise others of the standards expected by Innospec in its dealings with all third parties including, but not limited to, agents, distributors, consultants, joint venture partners and all other third parties acting for or on behalf of Innospec (“**Third Party Representatives**”) as well as customers, suppliers and other business partners wherever located and regardless of citizenship.

INNOSPEC DEMANDS THAT ALL BOARD MEMBERS, EMPLOYEES AND THIRD PARTY REPRESENTATIVES MAINTAIN THE HIGHEST ETHICAL STANDARDS IN CARRYING OUT BUSINESS ACTIVITIES. STRICT ADHERENCE TO THIS CODE IS A CONDITION OF APPOINTMENT, EMPLOYMENT AND ENGAGEMENT.

### General Policy

Innospec operates in complex regulatory environments and is committed to observing both the letter and the spirit of the laws of every country where it is located or conducts business. Strict compliance with all applicable laws, regulations and rules is a condition of appointment to the Board and of employment, and is also expected and required of all Third Party Representatives. In any situation not clearly governed by statute or regulation, or where the law is ambiguous or conflicting, Innospec’s business will be conducted in accordance with the highest standards of ethics and integrity. Any questions in this regard should be raised with Innospec’s Vice President, General Counsel and Chief Compliance Officer (“**GC/CCO**”) or Legal Compliance team (collectively “**Legal Compliance**”).

As Innospec operates internationally, it may encounter laws, regulations, rules or local customs applicable in one country that conflict with those of another. Such conflicts should be referred to Legal Compliance for advice.

### Policies

**1. Responsibility and Accountability.** All members of the Board and all Employees have personal responsibility to comply with this Code, with Innospec’s policies and with any and all applicable laws, regulations and rules. Any questions or concerns about potentially illegal or unethical acts should be raised in accordance with Innospec’s Reporting Corporate Governance Concerns Policy which is available on the intranet or from Legal Compliance on request. This includes an option to report concerns directly to Legal Compliance and Business Assurance, anonymously if required. Further details are below at Paragraph 22 of this Code - Reporting Concerns.

Every Board member, Employee and Third Party Representative is expected to read this entire Code and to adhere to its principles. Failure to abide by this Code or applicable law will lead, in the case of Employees, to disciplinary measures appropriate to the violation, up

to and including dismissal and in the case of Board members and Third Party Representatives, to termination of their appointment or engagement.

All Board members and all Employees are expected to show respect and consideration for all other Board members and Employees and in all business dealings.

**2. Additional Responsibilities of Officers, Board Members, Directors and Senior Managers.** Innospec leaders are responsible not only for their own actions but also for fostering a culture in which compliance with Innospec policy and applicable law is at the core of business activities. Officers, Board members, directors and senior managers are expected to demonstrate leadership on ethical matters, to observe the highest standards of ethical conduct and to promote open and honest communications. They must at all times be diligent in observing this Code and remain alert for potentially unethical or illegal conduct.

**3. Quality of Public Disclosures.** Innospec has a responsibility to communicate effectively with shareholders so that they are promptly provided with full and accurate information in all material respects regarding Innospec's financial condition and business operations. Innospec's public communications, including reports and documents filed with or submitted to government agencies including the US Securities and Exchange Commission, must be timely and must demonstrate full, fair, accurate and understandable disclosure.

**4. Conflicts of Interest.** All Employees have a primary obligation to Innospec. No Board member or Employee shall engage in any business or other activity whether in an employed, self-employed or unpaid capacity which may give rise to a conflict with Innospec's interests.

4.1 General Guidance. Business decisions and actions must be in Innospec's best interests, in compliance with all applicable laws, regulations and rules and must not be motivated by personal considerations or relationships. Business decisions made on behalf of Innospec should be of sound judgement and independent of personal relationships with for example prospective, current or past members of the Board, Employees, customers, suppliers, competitors or regulators. General guidelines relating to some of the most common examples of potential conflicts of interest are set out below in this section 4.

4.2 Disclosure. Board members and Employees are required to disclose to Legal Compliance, any situation, material transaction or relationship that may or could appear to be, a conflict of interest. When in doubt, it is best to disclose.

4.3 Outside Employment. Neither Board members nor Employees may work for, or receive payments for services from, any customer, supplier or competitor of Innospec without prior approval from Innospec's GC/CCO. Any outside activity must be strictly separated from employment with Innospec and should not harm Innospec's interests or its business.

4.4 Third Party Board Memberships. Serving on the board of directors or performing a similar function for a third party, including any quasi-government organization, requires prior approval from the GC/CCO. Helping the community by serving on boards of not-for-profit or charitable community organizations is encouraged, and does not require prior approval.

4.5 Family Members and Close Personal Relationships. Neither Board members nor Employees must seek to obtain special treatment or other advantage from Innospec for family members or friends or for businesses in which family members or friends have an interest.

4.6 Investments in Other Entities. Neither Board members nor Employees must allow their investments to influence, or appear to influence, any judgement made on Innospec's behalf which should remain independent. The appearance of a conflict of interest is most likely to arise if any such individual has an investment in a third party that may be impacted by

business decisions they make on behalf of Innospec. Innospec recognizes that its Board members and Employees may have passive investments in such third parties through mutual funds or otherwise and does not explicitly prohibit such passive investments. However, if a Board member or an Employee has any doubt about how any type of investment might be perceived, it should be disclosed to Legal Compliance for advice.

**5. Fraud or Other Criminal Conduct.** Innospec is committed to the elimination of fraud (including money laundering) and all other criminal offenses, to the rigorous investigation of any suspected wrongdoing and, where fraud or any other criminal act is discovered, to ensure that matters are appropriately handled and reported. If there is reason to suspect that fraud, or any other offense involving or relating to Innospec or Innospec's business, has been committed or that there has been a serious infringement of Innospec's policies or rules, the matter should be promptly reported in accordance with Paragraph 22 of this Code – Reporting Concerns. Examples include:

- (i) theft or abuse of property
- (ii) abuse of a position of trust
- (iii) deception or falsification of records (e.g. fraudulent financial reporting, time-recording or expense claims)
- (iv) concealment of illegally obtained funds.

**6. Third Party Representatives.** Third Party Representatives can only be engaged, or their engagement renewed, with prior approval of Legal Compliance following due diligence enquiry in accordance with Innospec's Third Party Representative Compliance Approval User Guide which is accessible on the intranet or from Legal Compliance. All Third Party Representatives must comply with this Code, the terms of all agreements they have with Innospec and with all applicable laws.

**7. Competition Law and Antitrust Compliance.** Innospec competes vigorously for business and in doing so is committed to complying with all applicable antitrust and competition laws. Board members, Employees and Third Party Representatives must not engage in practices that would violate any such laws and all Board members and Employees must comply with Innospec's Competition Law Policy which is accessible on the intranet or from Legal Compliance.

**8. Commercial and Political Inducement Payments.** Innospec often conducts business with governments and government-owned enterprises and interacts regularly with government agencies, officials and public international agencies. In every instance, Board members, Employees and Third Party Representatives must apply the highest ethical standards and comply with all applicable laws, regulations and rules.

Board members, Employees and Third Party Representatives are prohibited from offering, promising, giving or accepting anything of value which is intended to influence any act or business decision, secure any improper advantage or compromise independent judgement.

All Board members, Employees and Third Party Representatives must comply with Innospec's Anti-Corruption Policy which is accessible on Innospec's website or intranet, or from Legal Compliance.

**9. Stock Trading.** Whilst trading in shares of Innospec's publicly traded securities all Board members and Employees shall comply with Innospec's Stock Trading Policy which is accessible on the intranet. There must be no buying or selling of such stock by anyone in possession of material non-public information.

**10. Safety, Health and the Environment.** The safety and health of every individual who may be affected by Innospec's operations is paramount. Innospec, its Board and its Employees will act positively to prevent injury, ill health, damage and loss arising from its operations and will comply with all applicable legal and regulatory requirements pertaining to safety, health and the environment.

All Board members and Employees are required to be aware of health, safety and environmental issues and to be familiar with the laws, regulations and policies applicable to their area of business. All Board members and Employees shall comply with Innospec's Safety, Health and Environment Policy, which is accessible on the intranet.

**11. Anti-Slavery.** Modern slavery takes various forms, including forced, bonded and child labor and human trafficking. Innospec is firmly opposed to all such practices and will not tolerate any form of unacceptable treatment of its workers in its operations or facilities, meaning amongst other things that it does not permit exploitation of children, physical punishment or abuse or involuntary servitude. All Board members, Employees and Third Party Representatives must, at all times, comply with all applicable laws, regulations and rules to avoid any act of modern slavery.

Innospec works and does business with independent third parties throughout the world, including various contractors and suppliers. Innospec requires all such third parties to follow all applicable laws, regulations and rules relating to modern slavery and any violation of modern slavery laws, regulations or rules by such third parties could constitute a material breach of their contract(s) with Innospec. Further, all such third parties should be required to promptly raise any concerns or suspicions they might have in relation to modern slavery.

Innospec's modern slavery statement is available on its website.

All Board members, Employees and Third Party Representatives must promptly report (in accordance with Paragraph 22 of this Code – Reporting Concerns) any concerns or suspicions they have in relation to modern slavery in any part of Innospec's business or supply chain anywhere in the world.

**12. Political Contributions and Affiliations.** No Innospec funds or assets may be contributed to any political party or organization, or to any individual who either holds public office or is a candidate for public office, except where such a contribution is permitted by applicable law and has been authorized by Innospec's Chief Executive Officer and GC/CCO. Innospec acknowledges that Employees have their own political views; however these should not be expressed or represented as the views of Innospec.

**13. Confidentiality.** Every Board member, Employee and Third Party Representative is required to keep Innospec's confidential information strictly confidential and not to disclose it to any third party without appropriate safeguards being in place. Furthermore, neither Board members nor Employees shall disclose or use confidential information belonging to any third party without appropriate permission or license, and shall comply with the terms of all confidentiality and other agreements relating to information received from third parties. Any proposed disclosure by Board members or Employees of third party information which is subject to confidentiality obligations requires prior approval from the GC/CCO. All documents and media containing confidential information must be returned to Innospec when a Board member or an Employee terminates their relationship with Innospec or leaves Innospec's employment.

The following is a non-exclusive list of Innospec's confidential information:

- (i) Innospec's financial results before they are in the public domain;

- (ii) Innospec's trade secrets, including any business or technical information such as formulae, recipes, processes, research programs or information that is valuable because it is not generally known;
- (iii) any invention or process developed by an Employee using Innospec facilities, or trade secret information resulting from any work done for Innospec or relating to Innospec's business;
- (iv) Innospec's proprietary information such as prices or customer sales lists; and
- (v) any transaction that Innospec is or may be considering which has not been publicly disclosed.

**14. Corporate Opportunities.** Board members and Employees are prohibited from:

- (i) using Innospec's property, information or position for personal gain in conflict with their duties to Innospec; and
- (ii) competing with Innospec.

Board members and Employees owe a duty to Innospec to advance its legitimate interests when the opportunity to do so arises.

**15. Gifts and Other Benefits.** The offering, giving and accepting of reasonable and customary gifts and other hospitality is permitted provided that the conditions of Innospec's Gifts, Hospitalities, Charitable Donations and Sponsorships Policy ("**G&H Policy**") are met. Innospec's G&H Policy is accessible on the intranet or from Legal Compliance.

No gifts or other benefits may be offered, given or received with the expectation of, or to solicit, favorable consideration of any nature. Any such offer to a member of the Board, an Employee or a Third Party Representative must be refused and reported immediately to Legal Compliance.

Board members and Employees must also ensure that all reporting and approval requirements set out in Innospec's G&H Policy are complied with for all gifts and other benefits (including meals, travel and other hospitalities) offered, given or received. No cash gifts, including vouchers, gift cards, or loans must be offered, given or accepted under any circumstances.

**16. Fair Dealing.** Every Board member, Employee and Third Party Representative should undertake to deal fairly with Innospec's customers, suppliers, partners and competitors, and should not seek to take advantage through manipulation, concealment, abuse of privileged or confidential information, misrepresentation of material facts or any other unfair dealing practice.

Prior to the commencement of appointment, employment or engagement, all Board members, Employees and Third Party Representatives are required to disclose the existence of any agreement (e.g. employment, non-compete, non-solicitation, confidentiality or similar) which may restrict or prohibit the performance of their duties or responsibilities to Innospec, and provide all relevant details. In no event shall a member of the Board or an Employee use any trade secrets, proprietary information or other similar property acquired in the course of their employment with another employer, in the performance of their duties for or on behalf of Innospec.

**17. Protection and Use of Innospec Property.** All Board members, Employees and Third Party Representatives should protect Innospec's property and assets and ensure their

efficient and proper use at all times. Innospec property may not be used for purely personal purposes. Theft, carelessness and waste can directly impact Innospec's profitability, reputation and success. Use of Innospec property (including data and company resources) in an unauthorized manner is strictly prohibited.

**18. Loans and Expenses.** No loans or quasi-loans shall be made by Innospec to any Board member or Employee. Questions may sometimes arise as to whether certain expense arrangements amount to the making of a loan, accordingly:

- (i) prior to entering into or processing any expense arrangement where doubt arises, advice should be sought from the GC/CCO as to whether the arrangement is permissible and, if so, the steps that must be taken; and
- (ii) all private (i.e. family or non-business) elements of any business travel arrangements must be accurately quantified and paid for by the individual incurring the same subject to any approvals provided under Innospec's G&H Policy.

**19. Export Controls and Trade Sanctions.** Innospec is subject to the export control and trade sanctions laws of the many countries around the world in which it operates. These laws are generally designed to further foreign policy objectives and national security interests, and are based on factors such as the nature of the exported product, the country of origin or destination of a product, the identity of the customer or end user and the intended use of a product. Innospec is committed to complying with all applicable export controls and trade sanctions laws, including laws relating to illegal boycotts. Board members, Employees and Third Party Representatives must not engage in practices that would violate any such laws and all Board members and Employees must comply with Innospec's Export Controls and Trade Sanctions Policy which is accessible on the intranet or from Legal Compliance.

**20. Conflict Minerals.** Innospec is committed to the responsible sourcing of materials and to complying with all applicable legislation relating to conflict minerals. Innospec conducts an annual review of whether conflict minerals are necessary to the functionality or production of its products and publishes its statement on conflict minerals on its website.

**21. Data Protection.** Innospec has obligations under various data protection laws regarding how it deals with the personal data that it holds, what it does with that data and who the data is shared with. Innospec is committed to complying with all applicable data protection laws and all Board members and Employees must comply with Innospec's Data Protection Policy when processing personal data. Innospec's Data Protection Policy is accessible on the intranet or from Legal Compliance and data privacy notices, which explain how personal data is processed and how queries about that processing can be raised, are available for third parties on Innospec's website, and for Board members and Employees on the intranet.

**22. Reporting Concerns.** Innospec promptly and thoroughly investigates all allegations and occurrences of unlawful (including fraudulent) behavior, serious malpractice or any other violation of this Code or other Innospec policy.

The prompt raising of integrity concerns protects Innospec by enabling it to investigate and address such concerns. Any Board member, Employee or Third Party Representative who has a concern about compliance with the law or an Innospec policy, or who suspects serious misconduct, is encouraged to report it to Legal Compliance immediately. Innospec prohibits its Board members and Employees from retaliating against anyone who raises in good faith, or helps to address, an integrity concern. Any such retaliation, or any attempt to deter an individual from raising concerns, will be treated as a serious disciplinary offense and may be grounds for termination of appointment or dismissal.

If any Board member, Employee or Third Party Representative reasonably suspects violations of the law or of any Innospec policy, or suspects other serious misconduct, they should report this immediately in accordance with Innospec's Reporting Corporate Governance Concerns Policy which is accessible on the intranet or Innospec's website. Employees (and, where relevant, Board members) are encouraged where possible to report to their own Line Manager or directly to Legal Compliance. Line Managers in receipt of any such report must forward immediately to Legal Compliance. If for any reason a Board member or an Employee is reluctant to report in this manner, the concern should be raised using the specially designated, multi-lingual, reporting hotline service. Details of the service and free phone numbers have been distributed to all Board members and Employees and are available in Innospec's Reporting Corporate Governance Concerns Policy. Reports will initially be referred for investigation to:

- (i) Legal Compliance (GC/CCO, Global Compliance Counsel and Compliance Counsel); and
- (ii) Business Assurance

Feedback will be provided to the reporter if requested and all such matters are reported to Innospec's Nominating and Corporate Governance Committee.

**19. Administration of this Code.** This Code shall be administered, monitored and enforced by the Board in consultation with Innospec's GC/CCO. All questions and further information relating to this Code should be directed to Legal Compliance ([Legal.Compliance@innospecinc.com](mailto:Legal.Compliance@innospecinc.com)).