

Edgar Filing: INNOSPEC INC. - Form DEF 14A

INNOSPEC INC.
Form DEF 14A
March 22, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

INNOSPEC INC.

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:

Edgar Filing: INNOSPEC INC. - Form DEF 14A

(5) Total fee paid:
Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

AND

PROXY STATEMENT

2018

March 22, 2018

Dear Fellow Stockholder:

It is with great pleasure that we invite you to our 2018 Annual Meeting of Stockholders. The meeting will be held on Wednesday, May 9, 2018 at 10.00 a.m. Eastern Daylight Time at The Four Seasons, 1435 Brickell Ave, Miami, FL 33131.

Important notice regarding availability of Proxy Materials for the Annual Meeting of Stockholders to be held on May 9, 2018:

We are continuing to take advantage of the Securities and Exchange Commission (the "SEC") rules that allow companies to furnish proxy materials to stockholders via the internet. This electronic process gives you fast, convenient access to materials, reduces impact on the environment and reduces our printing and mailing costs. As you have received a Notice Regarding the Availability of Proxy Materials ("Notice") by mail, you will not receive a printed copy of the proxy materials, unless you specifically request one. If you would still like to receive a printed copy of our proxy materials, you should follow the instructions for requesting these materials which are included in the Notice.

Whether or not you plan to attend the annual meeting, your vote on matters to be acted upon at the meeting is important to us. We hope that you will vote by telephone or via the internet by following the instructions on your Notice or proxy card. Alternatively, if you have requested written proxy materials, you may vote by signing, dating and returning your proxy card. If you are a holder of record and you sign and return your proxy card without specifying your voting choices, your proxy will be voted in accordance with the Board of Directors' recommendations as set out in the Proxy Statement.

If you are a beneficial holder of our stock (i.e. with shares held in "street name"), we urge you to give voting instructions to your broker so that your vote can be counted. This is important because brokers are not able to cast votes with respect to the election of directors or executive compensation unless they have received instructions from the beneficial owner of stock.

If you have any questions concerning the meeting, please contact Mr. David B. Jones, Innospec's Vice President, General Counsel, Chief Compliance Officer and Corporate Secretary at 303-792-5554 or david.jones@innospecinc.com.

Thank you for your continued support. We look forward to seeing those of you who will be able to attend the 2018 Annual Meeting of Stockholders.

Sincerely,

Patrick S. Williams

President and Chief Executive Officer

INNOSPEC INC.

8310 South Valley Highway, Suite 350

Englewood, CO 80112

NOTICE OF 2018 ANNUAL MEETING OF STOCKHOLDERS

Date and time	Wednesday, May 9, 2018, 10.00 a.m. Eastern Daylight Time	
Place	The Four Seasons 1435 Brickell Ave Miami FL 33131 U.S.	
Proposals	Proposal 1	Re-election of two class II directors
	Proposal 2	Advisory approval of the Corporation's executive compensation
	Proposal 3	Approval of the Innospec Inc. 2018 Omnibus Long-Term Incentive Plan
	Proposal 4	Approval of the Innospec Inc. ShareSave Plan 2008 (as amended and restated)
	Proposal 5	Ratification of the appointment of the Corporation's independent registered public accounting firm.
Record Date	March 15, 2018	
To obtain Proxy Materials	Internet	<i>www.envisionreports.com/iosp</i> (for stockholders of record) <i>www.proxyvote.com</i> (for beneficial owners with shares held in street name)
	Telephone	1-866-641-4276 (for stockholders of record) 1-800-579-1639 (for beneficial owners with shares held in street name)
	Email	<i>investorvote@computershare.com</i> with Proxy Materials Innospec Inc. in the subject line (for stockholders of record)

Edgar Filing: INNOSPEC INC. - Form DEF 14A

sendmaterial@proxyvote.com (for beneficial owners with shares held in street name)

Voting Methods

Internet *www.envisionreports.com/iosp* (for stockholders of record)

www.proxyvote.com (for beneficial owners with shares held in street name)

Telephone Use the toll-free number shown on the proxy card

Written ballot Complete and return a proxy card (if you received a paper copy)

In person Attend and vote at the meeting

Stockholders may also transact any other business properly brought before the meeting. At this time, the Board of Directors knows of no other proposals or matters to be presented.

On behalf of the Board of Directors:

David B. Jones

Vice President, General Counsel,

Chief Compliance Officer and Corporate Secretary

March 22, 2018

TABLE OF CONTENTS

<u>INFORMATION ABOUT THE 2018 ANNUAL MEETING OF STOCKHOLDERS AND VOTING</u>	1
<u>CORPORATE GOVERNANCE</u>	8
<u>PROPOSAL 1: RE-ELECTION OF TWO CLASS II DIRECTORS</u>	13
<u>INFORMATION ABOUT THE BOARD OF DIRECTORS</u>	14
<u>PROPOSAL 2: ADVISORY APPROVAL OF THE CORPORATION'S EXECUTIVE COMPENSATION</u>	17
<u>PROPOSAL 3: APPROVAL OF INNOSPEC INC. 2018 OMNIBUS LONG-TERM INCENTIVE PLAN</u>	18
<u>PROPOSAL 4: APPROVAL OF THE INNOSPEC INC. SHARES/SAVE PLAN 2008 (AS AMENDED AND RESTATED)</u>	27
<u>PROPOSAL 5: RATIFICATION OF THE APPOINTMENT OF THE CORPORATION'S INDEPENDENT REGISTERED ACCOUNTING FIRM</u>	34
<u>INFORMATION ABOUT THE EXECUTIVE OFFICERS</u>	36
<u>EXECUTIVE COMPENSATION</u>	38
<u>COMPENSATION COMMITTEE REPORT</u>	54
<u>COMPENSATION TABLES</u>	55
<u>RELATED PERSON TRANSACTIONS AND RELATIONSHIPS</u>	73
<u>RELATED PERSON TRANSACTIONS APPROVAL POLICY</u>	73
<u>INFORMATION REGARDING THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	74
<u>AUDIT COMMITTEE REPORT</u>	74
<u>INFORMATION ABOUT OUR COMMON STOCK OWNERSHIP</u>	76
<u>SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u>	78
<u>OTHER MATTERS</u>	79
<u>SOLICITATION AND EXPENSES OF SOLICITATION</u>	79
<u>ANNUAL REPORT TO STOCKHOLDERS</u>	79

APPENDIX A RULES OF THE INNOSPEC INC. 2018 OMNIBUS LONG-TERM INCENTIVE PLAN A-1

APPENDIX B RULES OF THE INNOSPEC INC. SHARESAVE PLAN 2008 (AS AMENDED AND RESTATED) B-1

PROXY CARD

PROXY STATEMENT

INFORMATION ABOUT THE 2018 ANNUAL MEETING OF STOCKHOLDERS AND VOTING AT THE MEETING

Why did you send me the Notice Regarding the Availability of Proxy Materials?

We sent you the Notice Regarding the Availability of Proxy Materials (the Notice) because the Board of Directors of Innospec Inc. (Innospec or the Corporation) is soliciting your proxy to vote at the 2018 Annual Meeting of Stockholders, which will be held on Wednesday, May 9, 2018 at 10.00 a.m. Eastern Daylight Time, at The Four Seasons, 1435 Brickell Ave, Miami, FL 33131.

The Proxy Statement summarizes the information you need to vote at the 2018 Annual Meeting of Stockholders. You do not need to attend the 2018 Annual Meeting of Stockholders in person to vote your stock. Alternatively, you may simply vote by telephone, over the internet, or, if you have requested written proxy materials, by completing, signing and returning the accompanying proxy card.

Innospec intends to commence distribution of the Notice to stockholders on or about March 27, 2018.

What proposals will be voted on at the Annual Meeting of Stockholders?

Stockholders are being asked to consider and vote on five proposals at the 2018 Annual Meeting of Stockholders. The following is a summary of the proposals and the voting recommendations of the Board with respect to each proposal:

SUMMARY OF PROPOSALS

Proposal	How the Board Recommends You Vote
1 Re-election of two class II directors	FOR
2 Advisory approval of the Corporation's executive compensation	FOR
3 Approval of the Innospec Inc. 2018 Omnibus Long-Term Incentive Plan	FOR
4 Approval of the Innospec Inc. ShareSave Plan 2008 (as amended and restated)	FOR
5 Ratification of the appointment of the Corporation's independent registered public accounting firm	FOR

Important notice regarding availability of Proxy Materials for the Annual Meeting of Stockholders to be held on May 9, 2018.

Are proxy materials available on the internet?

Yes. Our Proxy Statement, including proxy card, for the 2018 Annual Meeting of Stockholders and our 2017 Annual Report on Form 10-K are available at <http://www.envisionreports.com/iosp> for stockholders of record and <http://www.proxyvote.com> for beneficial holders.

Who is entitled to vote at the meeting?

March 15, 2018 is the record date for the 2018 Annual Meeting of Stockholders. If you owned Innospec Common Stock at the close of business on March 15, 2018, you are entitled to vote. On this record date, we had 24,793,425 shares of our Common Stock outstanding and entitled to vote at the 2018 Annual Meeting of Stockholders. Our Common Stock is our only class of voting stock.

How many votes do I have?

You have one vote for each share of Common Stock that you owned at the close of business on the March 15, 2018 record date. Your Notice indicates the number of shares of Common Stock you are entitled to vote.

What is the difference between holding stock as a stockholder of record and as a beneficial owner?

Although many stockholders are the record holders of their stock, others hold their stock beneficially, which means it is held through a stockbroker, bank or other nominee rather than directly in the stockholder's own name. As summarized below, there are some differences between stock held of record and that owned beneficially.

Stockholder of Record

If your shares of Common Stock are registered directly in your name with our transfer agent, Computershare, you are considered, with respect to those shares, the stockholder of record and the Notice is being sent to you directly at your address of record. As the stockholder of record you have the right to grant your voting proxy directly to Innospec or to vote in person at the Annual Meeting of Stockholders. Alternatively, you may vote by telephone or via the internet as described below under the heading "Information about the 2018 Annual Meeting of Stockholders and Voting - May I vote by telephone or via the internet?"

Beneficial Owner

If your Common Stock is held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of stock held in street name and our proxy materials are being forwarded to you by your broker or nominee who is considered the stockholder of record with respect to those shares. As the beneficial owner, you have the right to direct your broker or nominee on how to vote your stock and are also invited to attend the 2018 Annual Meeting of Stockholders. However, since you are not the stockholder of record, you may only vote these shares in person at the 2018 Annual Meeting of Stockholders if you follow the instructions described below under the heading "Information about the 2018 Annual Meeting of Stockholders and Voting - How do I vote in person at the 2018 Annual Meeting of Stockholders?" Your broker or nominee has provided a voting instruction card for you to use in directing your broker or nominee as to how to vote your stock. You may also vote by telephone or via the internet by following your broker or other nominee's directions as described below under the heading "Information about the 2018 Annual Meeting of Stockholders and Voting - May I vote by telephone or via the internet?"

How do I vote by proxy if I am a stockholder of record?

If you are a stockholder of record and you properly fill in your proxy card and it is received by us in time to vote, or you vote by internet or telephone, your proxy (i.e. one of the individuals named on your proxy card) will vote your stock as you have directed. If you sign the proxy card (including electronic signature in the case of internet or telephonic voting), but do not make specific voting choices, the person holding your proxy will vote your stock as recommended by the Board as follows:

🌑 **FOR** the re-election of two class II directors;
🌑 **FOR** the approval, on an advisory basis, of executive compensation;

🌑 **FOR** the approval of the Innospec Inc. 2018 Omnibus Long-Term Incentive Plan;

🌑 **FOR** ; Approval of the Innospec Inc. ShareSave Plan 2008 (as amended and restated); and

🌑 **FOR** the ratification of the appointment of the Corporation's independent registered public accounting firm.

If any other matter is presented at the meeting, your vote will be cast in accordance with the best judgment of the individuals named on your proxy card. As of the date of printing this Proxy Statement, we know of no such other matters that need to be acted on at the Annual Meeting of Stockholders.

How do I give voting instructions if I am a beneficial holder?

If you are a beneficial owner of stock, your broker will communicate with you directly and ask you how you want your stock to be voted. If you give the broker voting instructions, the broker will vote your stock as you direct. If you do not give the broker voting instructions, one of two things can happen, depending on the type of proposal in question. Brokers have discretionary power to vote your stock with respect to routine matters, but they do not have discretionary power to vote your stock on non-routine matters. Brokers holding stock beneficially owned by their clients do not have the ability to cast votes with respect to the election of directors or executive compensation unless they have received instructions from the beneficial owner of the stock because these are considered non-routine matters. **It is therefore important that you provide voting instructions to your broker if your shares of Common Stock are held beneficially through a broker so that your vote with respect to directors, executive compensation, the plans and any other matter treated as non-routine, is counted.**

May I vote by telephone or via the internet?

Yes, you may vote by telephone or via the internet. We encourage you to do so because your vote will be tabulated faster than if you mailed it. Please note the following depending on whether you are a stockholder of record or a beneficial owner whose shares are held by a bank or broker in street name :

If you are a stockholder of record, you may vote electronically through the internet at www.envisionreports.com/iosp or by telephone Toll Free 1-800-652-8683 within U.S.A., U.S. Territories and Canada.

If you are a beneficial owner and hold your stock in street name, you may vote electronically through the internet at www.proxyvote.com and you should contact your bank or broker to determine whether you will be able to vote by telephone.

Whether or not you plan to attend the 2018 Annual Meeting of Stockholders in person, we urge you to vote. Doing so by returning the proxy card or voting by telephone or via the internet will not affect your ultimate right to attend and vote in person.

Proxies submitted by the internet or telephone must be received by 1:00 a.m. Eastern Daylight Time on May 9, 2018.

May I revoke my proxy?

Yes. If you change your mind after you vote, you may revoke your proxy by following any of the procedures described below. To revoke your proxy:

🌑 Send in another signed proxy with a later date or resubmit your vote by telephone or the internet;

🌑 Send a letter revoking your proxy to Mr. David B. Jones, Vice President, General Counsel, Chief Compliance Officer and Corporate Secretary at Innospec Inc., 8310 South Valley Highway, Englewood, CO 80112, U.S.; or

🌑 Attend the 2018 Annual Meeting of Stockholders and vote in person.

If you wish to revoke your proxy, you must do so sufficiently in advance to permit the necessary examination and tabulation of the subsequent proxy or revocation before the vote is taken.

How do I vote in person at the 2018 Annual Meeting of Stockholders?

If you are a stockholder of record, you may attend the meeting and vote your shares in person. If you choose to do so, please bring your Notice, or proxy card showing your control number and proof of identification.

If you are the beneficial owner of stock held in street name, you may vote your shares in person only if you obtain a signed proxy from the stockholder of record giving you the right to vote the stock. To do so, you must bring to the 2018 Annual Meeting of Stockholders proof of identification, an account statement or letter from the broker, bank or other nominee indicating that you are the owner of the stock and a signed proxy from the stockholder of record giving you the right to vote the stock. The account statement or letter must show that you were the beneficial owner of the stock on March 15, 2018.

Even if you plan to attend the 2018 Annual Meeting of Stockholders in person, Innospec recommends that you vote your stock in advance by internet or telephone, or by returning the accompanying proxy card, as described above, so that your vote will be counted if you later decide not to attend the 2018 Annual Meeting of Stockholders.

What votes need to be present to hold the 2018 Annual Meeting of Stockholders?

To have a quorum for our 2018 Annual Meeting of Stockholders, the holders of a majority of the shares of Common Stock outstanding and entitled to vote need to be present in person or by proxy. Abstentions and broker non-votes are treated as present and entitled to vote and are counted in the quorum.

What vote is required to approve each proposal?

For Proposal 1, the affirmative vote of a plurality of the votes cast by holders of all stock entitled to vote on such proposal is required (meaning that the nominees for Innospec Director who receive the highest number of shares voted for their election are elected). While directors are elected by a plurality vote, we have a majority vote director resignation policy in place, as described below.

As Proposal 2 is an advisory vote, there is no specified vote requirement for approval. Innospec will consider that the affirmative vote of the majority of the stock present (in person or represented by proxy) and entitled to vote on such proposal reflects the advice of the stockholders.

For Proposals 3, 4 and 5, the affirmative vote of the majority of the stock present (in person or represented by proxy) and entitled to vote on such proposal is required.

Proposal	Vote Required	Broker Discretionary Voting Allowed	
Proposal 1	Re-election of two class II directors	Plurality of votes of shares present	No
Proposal 2	Advisory approval of the Corporation's executive compensation	Majority of the stock present in person or by proxy.	No
Proposal 3	Approval of the Innospec Inc. 2018 Omnibus Long-Term Incentive Plan	Majority of stock present in person or by proxy	No
Proposal 4	Approval of the Innospec Inc. ShareSave Plan 2008 (as amended and restated)	Majority of stock present in person or by proxy	No
Proposal 5	Ratification of the appointment of the Corporation's independent registered public accounting firm	Majority of stock present in person or by proxy	Yes

What is our Majority Vote Director Resignation Policy?

According to the procedure set forth in the Corporation's Corporate Governance Guidelines, in an uncontested election, any nominee for director (including incumbent directors) who receives a greater number of votes withheld from his or her election than votes for such election must offer his or her resignation promptly to the Board of Directors following certification of the stockholder vote. Upon receipt of the resignation, the Nominating and Corporate Governance Committee will consider the resignation offer and recommend to the Board of Directors whether to accept it. The Board of Directors 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 of Directors may consider such factors they deem relevant in deciding whether to accept a Director's resignation. Thereafter, the Corporation will promptly disclose the Board's 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 SEC. This resignation policy does not apply to contested director elections.

How are votes counted?

In the election of Innospec Directors, your vote may be cast FOR each of the nominees or your vote may be WITHHELD with respect to one or more of the nominees. If you withhold authority to vote with respect to one or more nominees for Innospec Director, your vote will have no effect on the election of such nominees.

Your vote may be cast FOR, AGAINST or ABSTAIN for the advisory approval of executive compensation, for the approval of the Innospec Inc. 2018 Omnibus Long-Term Incentive Plan, for the Innospec Inc. ShareSave Plan 2008 (as amended and restated) and for the ratification of the appointment of Innospec's independent registered public accounting firm.

Edgar Filing: INNOSPEC INC. - Form DEF 14A

If you sign (including electronic confirmations in the case of internet or telephone voting) your proxy card with no instructions on how to vote, your stock will be voted in accordance with the recommendations of the Board. If you sign (including electronic confirmation in the case of internet or telephone voting) your broker

voting instruction card with no instructions on how to vote, your stock will be voted in the broker's discretion only with respect to routine matters but will not be voted with respect to non-routine matters. As described in "How do I give voting instructions if I am a beneficial holder?" election of directors and executive compensation are considered non-routine matters. We will appoint one or more inspectors of election to count votes cast in person or by proxy.

What is the effect of broker non-votes and abstentions?

A broker non-vote occurs when a broker holding stock for a beneficial owner does not or cannot vote on a particular proposal because the broker does not have discretionary voting power for that particular proposal and has not received instructions from the beneficial owner.

Common Stock owned by stockholders electing to abstain from voting with respect to any proposal will be counted towards the presence of a quorum. Common stock beneficially owned and voted by the beneficiary through a broker will be counted towards the presence of a quorum, even if there are broker non-votes with respect to some proposals, as long as the broker votes on at least one non-routine proposal.

Abstentions and instructions to withhold votes with respect to any nominee for director election (which uses a plurality standard) will result in those nominees receiving fewer votes but will not count as votes against the nominee. Broker non-votes will not be considered present and entitled to vote with respect to elections of directors and therefore will have no direct effect on the outcome of election of directors. Abstentions will be treated as present and entitled to vote with respect to Proposals 2, 3, 4 and 5 and, therefore, will have the effect of votes against these proposals. Broker non-votes will have no direct effect on the outcome of these proposals.

What happens if the 2018 Annual Meeting of Stockholders is adjourned or postponed?

Your proxy will still be effective and will be voted at the rescheduled 2018 Annual Meeting of Stockholders. You will still be able to change or revoke your proxy until it is voted.

Where can I find the voting results?

Final voting results will be disclosed in a Form 8-K to be filed with the SEC within four business days after the 2018 Annual Meeting of Stockholders. If official results are not available at that time, we will provide preliminary voting results in the Form 8-K and will provide the final results in an amendment to the Form 8-K as soon as they become available. You can find the Form 8-K on our website at www.innospecinc.com.

Will Innospec's independent accountants attend the 2018 Annual Meeting of Stockholders?

A representative of KPMG Audit Plc (KPMG Audit) and KPMG LLP, our current independent accountants, will be available by telephone at the 2018 Annual Meeting of Stockholders to answer questions and will have an opportunity to make a statement if they wish. (As noted in connection with the proposal relating to the ratification of the appointment of the Corporation's independent registered public accounting firm, a representative of KPMG LLP will be available in view of KPMG LLP having recently been appointed to replace KPMG Audit as a result of some internal restructuring that has happened within the KPMG corporate group.)

Do Directors attend the 2018 Annual Meeting of Stockholders?

Our Corporate Governance Guidelines provide that Directors are expected to attend our annual meetings of stockholders and any special meeting of stockholders called by Innospec to consider extraordinary business transactions. Unless they are unable to do so as a result of special circumstances, Directors are encouraged to attend all other special meetings of stockholders called by Innospec. All of our Directors then in office attended the 2017 Annual Meeting of Stockholders that was held on May 10, 2017.

Can a stockholder or interested person communicate directly with our Board? If so, how?

Any stockholder and other interested person who may desire to contact the Chairman or any of the Directors of Innospec may do so via the following e-mail address: contact.board@innospecinc.com, or by writing to them at Innospec Inc., 8310 South Valley Highway, Englewood, CO 80112, U.S. The Corporate Secretary or the Assistant General Counsel will review communications received electronically and forward them to the addressee of the communication. The Corporate Secretary will review the communications received by mail or courier and forward to the appropriate addressee.

Whom should I call if I have any questions?

If you have any questions about the 2018 Annual Meeting of Stockholders, voting or directions to attend the 2018 Annual Meeting of Stockholders, please contact Mr. David B. Jones, Innospec's Vice President, General Counsel, Chief Compliance Officer and Corporate Secretary, at 303-792-5554 or at david.jones@innospecinc.com.

CORPORATE GOVERNANCE

Corporate Governance Principles

Our Board of Directors believes that adherence to sound corporate governance policies and practices is important in ensuring that the Corporation is governed and managed with the highest standards of responsibility, ethics and integrity and in the best interests of the stockholders. We have adopted a set of Corporate Governance Principles intended to reflect a set of core values that provide the foundation for our governance and management systems and our interactions with others. The Board of Directors believes that corporate governance is an evolving process and periodically reviews and updates the Corporate Governance Guidelines. A current copy of those principles can be found on our website under the heading Corporate Governance at www.innospecinc.com/about-us/corporate-governance, or by writing to Mr. David B. Jones, Vice President, General Counsel, Chief Compliance Officer and Corporate Secretary at Innospec Inc., 8310 South Valley Highway, Englewood, CO 80112, U.S.

Corporation's Leadership Structure

The Board believes that the roles of Chairman of the Board (a non-executive position) and Chief Executive Officer (CEO) should remain separate so as to enable the Board to provide effective guidance to management and promote oversight and accountability of management. This separation preserves the distinction between the management and oversight functions, maintaining the responsibility of management to help develop corporate strategy and the responsibility of the Board to review and provide input on corporate strategy. To fulfil the role, the Chairman of the Board, among other things: creates and maintains an effective working relationship between the Board and the Corporation's management; provides the CEO with on-going direction as to current Board needs, interests, views and expectations; and ensures that the Board agenda is appropriately directed to the matters of greatest importance to the Corporation.

The duties of the non-executive Chairman of the Board include:

- 🌑 presiding over all meetings of the Board;
- 🌑 preparing the agenda for Board meetings in consultation with the CEO, CFO and other members of the Board;
- 🌑 calling and presiding over meetings of the independent Directors;
- 🌑 co-ordinating periodic review of management's strategic plan for the Corporation;
- 🌑 after consulting with other Board members and the CEO, making recommendations to the Nominating and Corporate Governance Committee as to the membership of various Board Committees and Committee Chairs;
- 🌑 managing the Board's process for Director self-assessment and evaluation of the Board;
- 🌑 presiding over all meetings of stockholders;
- 🌑 encouraging active participation by each member of the Board; and
- 🌑 performing such other duties and services as the Board may require.

The Board's Role in Risk Management

The Board's role in risk oversight and management is consistent with the Corporation's leadership structure, with the CEO and other members of senior management having responsibility for assessing and managing the Corporation's risk exposure, and the Board and its committees providing oversight in connection with these efforts. Risk management is an integral part of Board and committee deliberations throughout the year. As a part of its general oversight function, the Board monitors and evaluates how management operates the Corporation. When making any decisions and approving strategies the Board considers, among other things, the risks and exposure the Corporation faces, including operational and regulatory risks, their relative magnitude and management's plan for mitigating these risks. The Audit Committee considers risk issues associated with the Corporation's overall financial reporting, disclosure process and financial compliance. In

addition to its regularly scheduled meetings, the Audit Committee meets with the Chief Financial Officer (CFO), the Head of Business Assurance and the independent registered public accounting firm in executive sessions at least quarterly. The Nominating and Corporate Governance Committee discusses legal and compliance risks and issues at its regularly scheduled meetings and meets with the Vice President, General Counsel, Chief Compliance Officer and Corporate Secretary during such meetings, including with respect to promoting compliance with anti-corruption and other important applicable laws. The Audit Committee and the Board annually review an assessment of the primary operational and regulatory risks facing the Corporation, their relative magnitude and management's plan for mitigating these risks, including cybersecurity risk. In addition, the Board discusses risks related to the Corporation's business strategy at periodic strategic planning meetings and at other meetings as appropriate.

Director Independence

The Board of Directors, after considering broadly all relevant facts and circumstances of which it is aware, including those matters set forth under Information about the Executive Officers' Family Relationships and under Certain Other Transactions and Relationships, has determined that all of its non-executive members are independent within the meaning of the NASDAQ Marketplace Rule 5605(a)(2) applicable on the date of this Proxy Statement.

We have also adopted standards for director independence that can be found on our web site www.innospecinc.com/about-us/corporate-governance.

The Board has determined that each member of the Board, who served during 2017 and/or who currently serves, except for Mr. P. Williams, meets the independence standards described above. Mr. P. Williams is not treated as independent because, as President and CEO, he is an employee of the Corporation.

Executive Sessions of Independent and Non-Management Directors

Executive sessions of independent and non-management Directors are led by the Chairman. An executive session is held in conjunction with each regularly scheduled Board meeting and other sessions may be called by the Chairman at his discretion or at the request of the Board. There were four executive sessions of non-management Directors during the fiscal year 2017.

The Board will continue to monitor the standards for director independence established under applicable law or NASDAQ listing requirements and will ensure that the Corporation's Corporate Governance Principles continue to be consistent with those standards.

Board Committees

The Board maintains the following committees to assist it in discharging its oversight responsibilities. The current membership of each committee is indicated under Board Committee Membership below:

	Audit	Compensation	Nominating and Corporate Governance
Mr. Hugh G. C. Aldous	Member		Chair of Committee
Mr. Milton C. Blackmore		Member	Member
Mr. David F. Landless	Chair of Committee		
Mr. Lawrence J. Padfield		Member	
Mr. Robert I. Paller			Member
Mr. Joachim Roeser	Member	Chair of Committee	

The Audit Committee operates pursuant to a written Audit Committee Charter, and is responsible for monitoring and overseeing the Corporation's internal controls and financial reporting process, the

independent audit of the Corporation's consolidated financial statements by the Corporation's independent registered public accounting firm, KPMG Audit (KPMG LLP from March 2018), and the other responsibilities detailed in its Charter, including assisting the Board with its oversight of legal and regulatory compliance requirements. A current copy of the Audit Committee Charter is available on our website under "Corporate Governance" at: www.innospecinc.com/about-us/corporate-governance.

The Audit Committee members are Mr. Landless, Mr. Aldous and Mr. Roeser. Mr. Landless was appointed Chairman of the Audit Committee on May 4, 2016, when Mr. Hale, the previous Chairman, retired from the Board. Mr. Aldous was appointed to the Audit Committee on February 15, 2005. Mr. Roeser was appointed to the Audit Committee on May 9, 2012.

Each of the members of the Audit Committee meets the criteria for director independence required under the NASDAQ's Marketplace Rules.

All Audit Committee members possess the required level of financial literacy and are independent for purposes of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and NASDAQ rules. The Board of Directors has determined that each of Messrs. Landless and Aldous qualify as "Audit Committee Financial Experts", as such term is defined in Item 401(h) of Regulation S-K, and meet the standard for financial expertise as required by NASDAQ. In the case of Mr. Landless, the Board made this determination based on Mr. Landless' qualification as a chartered management accountant and his experience as Group Finance Director of Bodycote plc and before that Finance Director of Courtaulds Coatings (Holdings) Limited. He also has direct experience as a Non-Executive Director and Audit Committee Chair of Luxfer Holdings plc as well as Audit Committee Chair of Reynold plc. In the case of Mr. Aldous, the Board of Directors made the determination based on Mr. Aldous' qualification as a chartered accountant and his previous role as a partner and Chief Executive Officer of Robson Rhodes LLP, Chartered Accountants and partner of Grant Thornton LLP, Chartered Accountants.

The Corporation's independent registered public accounting firm reports directly to the Audit Committee. The Corporation's Business Assurance group also reports directly to the Audit Committee.

The Audit Committee meets with management and the Corporation's independent registered public accounting firm prior to the filing of the CEO and CFO's certifications with the SEC to receive information concerning, among other things, significant deficiencies or material weaknesses in the design or operation of internal controls.

Any stockholder or employee may submit at any time a good faith complaint regarding any questionable accounting, internal accounting controls, or auditing matters concerning the Corporation without fear of dismissal or retaliation of any kind. Employees are encouraged to report their concerns and complaints to the Vice President, General Counsel, Chief Compliance Officer and Corporate Secretary or to the Audit Committee. Confidential, anonymous reports may be made by writing to: Mr. David B. Jones, Vice President, General Counsel, Chief Compliance Officer and Corporate Secretary, 8310 South Valley Highway, Englewood, CO 80112, U.S. The Audit Committee has adopted a Complaint Monitoring Procedure Policy to enable confidential and anonymous reporting to the Audit Committee. All complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters will be retained in accordance with the Corporation's document retention policy.

The Corporation limits the number of Audit Committees of SEC reporting companies on which its Audit Committee members may serve to three or less.

The Audit Committee Report appears later in this Proxy Statement.

Compensation Committee

The Compensation Committee operates under a written Compensation Committee Charter that governs its duties and standards of performance. A copy of the Compensation Committee Charter is available on our website under Corporate Governance at: www.innospecinc.com/about-us/corporate-governance.

The Compensation Committee members are Mr. Roeser, Mr. Blackmore and Mr. Padfield. The Compensation Committee reviews management compensation programs, recommends compensation terms and agreements for senior Executive Officers to the Board for Board approval, reviews changes in compensation for senior Executive Officers and Non-Executive Directors (NEDs) and administers the Corporation's stock option plans. Mr. Roeser was appointed to the Compensation Committee on July 28, 2008, and became its Chairman on October 1, 2009. Mr. Blackmore was appointed to the Committee on June 1, 2010. Mr. Padfield became a member of the Committee upon his appointment on December 1, 2012.

Each of the Compensation Committee members meets the criteria for director independence required under the NASDAQ Marketplace Rules.

The Compensation Committee Report appears later in this Proxy Statement.

Compensation Committee Interlocks and Insider Participation

During 2017 no Compensation Committee members were officers or employees of the Corporation, were former officers of the Corporation or were engaged in transactions with a related person that would be required to be disclosed by relevant SEC rules.

In addition, during 2017 none of the Corporation's Executive Officers served as directors or board committee members of other entities where any executive officers served as a Director of the Corporation or as a member of any of the Corporation's Board Committees.

Nominating and Corporate Governance Committee

The purpose of the Nominating and Corporate Governance Committee is to identify individuals qualified to become Board members consistent with criteria approved by the Board, recommend to the Board the persons to be nominated by the Board for election as Directors at the 2018 Annual Meeting of Stockholders, develop and recommend to the Board a set of corporate governance principles and oversee the evaluation of the Board and management. The Nominating and Corporate Governance Committee monitors the work of Legal and Compliance in ensuring observance of those principles.

The members of the Nominating and Corporate Governance Committee are Mr. Aldous, Mr. Blackmore and Mr. Paller. Mr. Aldous was appointed to the Nominating and Corporate Governance Committee on July 28, 2008, as its Chairman. Mr. Blackmore was appointed to the Nominating and Corporate Governance Committee effective May 9, 2012. Mr. Paller originally served on the Nominating and Corporate Governance Committee between November 16, 2009 and April 26, 2013 and was subsequently re-appointed on February 17, 2015.

The Nominating and Corporate Governance Committee also plays an advisory role to the Board in helping shape the corporate governance policy of the Corporation which extends to involvement in promoting legal compliance by the Corporation, including through meetings and reviews with the Corporation's Vice President, General Counsel, Chief Compliance Officer and Corporate Secretary with respect to anti-corruption and other important laws that are applicable to the Corporation and its business, and providing an assessment of that review to the Board.

Each of the members of the Nominating and Corporate Governance Committee meets the criteria for director independence required under the NASDAQ Marketplace Rules.

The Nominating and Corporate Governance Committee operates under a written Nominating and Corporate Governance Committee Charter that governs its duties and standards of performance. A current copy of the Nominating and Corporate Governance Committee Charter is available on our website under the heading Corporate Governance at: www.innospecinc.com/about-us/corporate-governance.

The Nominating and Corporate Governance Committee uses a variety of methods for identifying and evaluating nominees for Director. The Nominating and Corporate Governance Committee considers each person's judgment, experience, independence, understanding of our business or other related industries and such factors as the committee determines relative in light of the needs of the Board of Directors and the Corporation. The Nominating and Corporate Governance Committee reviews the skills and attributes of Board members within the context of the current make-up of the full board and regularly assesses the appropriate size of the Board and whether vacancies on the Board are expected due to retirement or otherwise. In the event that vacancies are anticipated, or otherwise arise, the Nominating and Corporate Governance Committee considers potential candidates for Director. Candidates may come to the attention of the Nominating and Corporate Governance Committee through current Board members, professional search firms, stockholders or other persons. It is the Board's policy to take diversity into account in the nominating process as a specific consideration, along with other criteria, for potential Director candidates. The recruitment specification for new Directors concentrates on candidates who are seasoned executive officers, with significant relevant experience, both at board level and within industry.

These candidates are evaluated at regular or special meetings of the Nominating and Corporate Governance Committee and may be considered at any time during the year. The nominees for election at this year's Annual Meeting of Stockholders were recommended for nomination by NEDs of the Corporation.

The policy of the Nominating and Corporate Governance Committee is to consider properly submitted stockholder nominations for election to the Board as described in the Corporate Governance Guidelines which may be found on the Corporation's website under the heading Corporate Governance at: www.innospecinc.com/about-us/corporate-governance. In order for any candidate to be considered by the Nominating and Corporate Governance Committee, and if nominated, included in the Proxy Statement, such recommendation should be received no later than the deadline for submission of stockholder proposals. See [Stockholders' Proposals for the 2019 Annual Meeting of Stockholders](#). Recommendations should be sent to the Corporate Secretary and should specify the nominee's name, qualification for Board membership and any other information required by the Corporation's Bylaws. All properly submitted stockholder proposals for Director Nominees received by the Corporate Secretary will be submitted to the Nominating and Corporate Governance Committee for review and consideration. The Nominating and Corporate Governance Committee will consider stockholder recommendations for Director candidates, but the Nominating and Corporate Governance Committee has no obligation to recommend such candidates.

Meetings and Attendance

In 2017, the full Board met seven times (including three times by conference call), the Audit Committee met eight times (including four times by conference call), the Compensation Committee met five times (including once by conference call), and the Nominating and Corporate Governance Committee met four times. Directors are expected to attend all Board Meetings and meetings of Committees on which they serve. Directors are expected to attend all meetings of stockholders. All of the Directors attended the 2017 Annual Meeting of Stockholders. During the year ended December 31, 2017 each of the Directors attended, in person or by teleconference, all the meetings of the Board and meetings of Committees of the Board on which he served that were held while he was a member.

Code of Ethics

The Board has adopted a Code of Ethics, violations of which may be reported to the Chairman of the Nominating and Corporate Governance Committee or the Corporate Secretary. This Code of Ethics is intended to promote, among other things, honest and ethical conduct, full and accurate reporting and compliance with applicable laws and regulations. A copy of the Code of Ethics is available on our website under the heading Corporate Governance at: www.innospecinc.com/about-us/corporate-governance.

Copies of Code of Ethics, Corporate Governance Guidelines and Committee Charters

Any stockholder who requires a copy of the Code of Ethics, Corporate Governance Guidelines or any of the Board Committee charters may obtain one by writing to Mr. David B. Jones, Vice President, General Counsel, Chief Compliance Officer and Corporate Secretary at Innospec Inc., 8310 South Valley Highway, Englewood, CO 80112, U.S. These documents can also be accessed via the Corporation's website at: www.innospecinc.com/about-us/corporate-governance. The Corporation intends to disclose on this section of its website any amendments to, or waivers from, its Code of Ethics that are required to be publicly disclosed pursuant to the rules of the SEC or NASDAQ.

PROPOSAL 1 RE-ELECTION OF TWO CLASS II DIRECTORS

(Item 1 on the Proxy Card)

The first proposal to be voted on at the meeting is the re-election of two class II directors. The directors re-elected at this meeting will serve until the 2021 Annual Meeting of Stockholders. The Board has nominated Mr. Milton C. Blackmore and Mr. Robert I. Paller, current class II directors, whose terms expire at the upcoming Annual Meeting of Stockholders, for re-election to the Board.

The Bylaws of the Corporation provide that the number of directors shall be not less than three nor more than twelve members, the exact number of which shall be determined from time to time by resolution adopted by the Board of Directors, and that the Board shall be divided into three classes, designated class I, class II and class III. Each class shall consist, as nearly as may be possible, of one-third of the total number of Directors constituting the entire Board of Directors.

The Board recommends a vote FOR all nominees

If a nominee becomes unable or unwilling to accept nomination or election, the Board will either select a substitute nominee or reduce the size of the Board. If you have submitted a proxy and a substitute nominee is selected, your stock will be voted for the election of the substitute nominee.

The Board has no reason to believe that any nominee would be unable or unwilling to serve if elected.

According to the Bylaws, the above-named nominees will be elected to the Board on a plurality of the votes of the shares present (in person or by proxy) at the meeting and entitled to vote. However, as described above in more detail, the Corporation's Corporate Governance Guidelines requires that any nominee, who receives more withheld votes than for votes, must submit a resignation which is subject to acceptance or rejection by the Board of Directors.

Biographical information about the nominees is included under INFORMATION ABOUT THE BOARD OF DIRECTORS below.

INFORMATION ABOUT THE BOARD OF DIRECTORS

The following is biographical and other information about our current Directors, including the nominees for election at the 2018 annual meeting.

Class I Directors

Mr. Hugh G. C. Aldous

Age: 73

Director since January 11, 2005

Committees: Nominating and Corporate Governance (Chair), Audit

Mr. Aldous currently serves as Chairman of Downing Strategic Micro-Cap Investment Trust plc, quoted on the London Stock Exchange (appointed 2017) and SPL Guernsey ICC Limited, the umbrella company for a number of cells in Guernsey, all of which he also chairs (appointed December 2009). Mr. Aldous is also a Non-Executive Director of two London listed public companies; Elderstreet Draper Esprit Venture Capital Trust plc (appointed March 2007) and Polar Capital Holdings plc, a parent company that controls an asset management business that includes two SEC registered entities (appointed July 2007). Mr. Aldous was a member of the U.K. Competition Commission from 1998 to 2001 and was appointed a U.K. Government Inspector of Companies several times between 1987 and 2003. He has authored several reports on corporate governance issues, has served as the audit committee chairperson for several public companies and currently chairs the audit committees of two London public companies (neither of which are SEC listed companies). From 2007 - 2015 Mr. Aldous was Chairman of Capita Sinclair Henderson Limited, a company servicing the fund management industry and a subsidiary of the London listed Capita Group plc. From 2007 to 2010 Mr. Aldous was Executive Chairman of Melorio plc, a London quoted company in the training industry, which was sold to Pearson plc in July 2010. Mr. Aldous was for thirty two years a partner in RSM Robson Rhodes (Chartered Accountants) of which he was CEO from 1987 to 1997 and Grant Thornton U.K. LLP.

Key Attributes, Experience and Skills:

Mr. Aldous has a wealth of experience in financial reporting, in the financial services industry and in corporate governance generally which provides the Board with an executive and leadership perspective on the management, operations and financial reporting and accounting oversight of a public listed company. As an Inspector of Companies for the U.K. Government he spent many years investigating matters of corporate governance. He also has a great deal of experience of listed companies, particularly in the U.K.

Mr. Joachim Roeser

Age: 64

Director since January 1, 2008

Committees: Compensation (Chair), Audit

Mr. Roeser was the Chief Executive Officer of the Amber Chemical Group, a global specialty silicone producer, owned by Caledonia Investments plc. for eight years, until March 2014. In July 2014 he became a Senior Adviser of Beyond Capital Partners GmbH, a German private equity firm, focussing on mid-size and family companies. He has been a Senior Adviser of Trumont International, a mergers and acquisition advisory firm for the chemicals industry and allied sectors since July 2011. In May 2015 he was appointed a Non-Executive

Director of C² Pharma, a global active pharmaceutical ingredients manufacturer/distributor. He was Non-Executive Chairman of Fluidata Ltd, a business internet service provider company, from January 2007 until March 2015.

Mr. Roeser is a German national and has lived and worked in Belgium, France and Germany, as well as in the U.K. Previously, he was President and Chief Executive Officer of Luzenac, a Rio Tinto subsidiary and the world's leading talc mining producer, for five years from May 2001 to April 2006. Prior to that, Mr. Roeser was European President of Ferro Corporation from April 1998 to December 2000. He started his career over thirty five years ago in the emulsifier and starch industry before joining ARCO Chemical in 1983, where he held a number of senior management positions, ultimately serving as Global Business Director, Styrene for two years. Mr. Roeser earned his Bachelor of Science degree in Chemical Engineering from the University of Wuppertal.

Key Attributes, Experience and Skills:

Mr. Roeser has held senior positions within the chemicals industry for over thirty five years and brings a wealth of knowledge and expertise in this area as well as a global perspective due to his experience working across Europe, Asia, Australia as well as the U.S.

Class II Directors

Mr. Milton C. Blackmore

Age: 70

Director since June 1, 2010; Chairman since May 9, 2012

Committees: Compensation, Nominating and Corporate Governance

Mr. Blackmore serves as Non-Executive Chairman of the Corporation. Mr. Blackmore was most recently the Senior Vice President, Marketing and Product Supply for Sinclair Oil Corporation, one of the largest independent oil companies in the U.S., and served on their Board of Directors until his retirement in 2009, having previously held a number of senior marketing roles within the company. He was also Chairman of Sinclair Marketing Inc., the company's convenience store business. Before joining Sinclair in 1995, Mr. Blackmore was with Kerr-McGee Refining Corporation for twenty six years, progressing through a variety of accounting, marketing and general management positions, ultimately serving as General Manager, Branded Marketing for three years. Mr. Blackmore has a Bachelor of Science degree in Business Administration from Panhandle State University in Oklahoma.

Key Attributes, Experience and Skills:

Mr. Blackmore has an in-depth knowledge of the chemical industry, particularly the oil sector and has held several senior positions during his career. He brings industry knowledge and marketing expertise to the Corporation.

Mr. Robert I. Paller

Age: 83

Director since November 1, 2009

Committees: Nominating and Corporate Governance (from February 17, 2015)

Mr. Paller has served on the board of numerous private companies and non-profit corporations for over forty years. He is currently a member of the Council of National Trustees for the National Jewish Medical and Research Center in Denver, Colorado. An attorney by profession, Mr. Paller has been a partner with Smith,

Gambrell & Russell LLP since 1965 specializing in corporate law, particularly mergers and acquisitions and is currently Of Counsel to the firm. Mr. Paller has a Bachelor of Science degree in Business Administration from the University of North Carolina and an LLB degree from Emory University.

Key Attributes, Experience and Skills:

Mr. Paller has a wealth of directorship experience, having served on various boards for over forty years. He also has many years of legal experience which will assist the board in their deliberations on many topics and is a valuable resource to the Corporation which operates in a highly regulated industry.

Class III Directors

Mr. David F. Landless

Age: 58

Director since January 1, 2016

Committees: Audit Committee (Chair with effect from May 4, 2016)

Mr. Landless was the Group Finance Director for Bodycote plc, a U.K. listed company, which provides thermal processing services globally for a wide range of industries including aerospace, automotive, oil and gas and construction, for 17 years until December 2016. Since March 2013, he has been a Non-Executive Director for Luxfer Holdings plc, a NYSE listed global materials technology company, and chairs their Audit Committee. In January 2017, he was appointed a Non-Executive Director of Renold plc, a U.K. listed global manufacturer of specialist industrial chain and machinery transmissions and also chairs their Audit Committee. He is also a Non-Executive Director of Ausurus Group Ltd the holding company of European Metal Recycling (EMR), a large private scrap metal recycling company and was appointed to this role in June 2017. Mr. Landless early career includes fourteen years with Courtaulds plc, where he held a number of finance roles, ultimately serving as the Finance Director of Courtaulds Coatings (Holdings) Limited from 1997 to 1999. Mr. Landless is a Chartered Management Accountant and has a Bachelor of Science degree in Management Sciences from the University of Manchester Institute of Science and Technology in the U.K. Mr. Landless is the Chairman of the Audit Committee.

Key Attributes, Experience and Skills:

Mr. Landless brings significant financial expertise and knowledge of financial reporting with his wealth of experience as a Finance Director and as a non-executive director during his career to date. Mr. Landless also has substantial experience in the chemicals, paint and engineering sectors.

Mr. Lawrence J. Padfield

Age: 62

Director since December 1, 2012

Committees: Compensation and Nominating and Corporate Governance (until February 17, 2015)

Mr. Padfield is currently a principal and Executive Vice President of Blackline Partners LLC, a closely held private equity and midstream logistics and terminal development company. He also serves as the Board Chairman of CAP Technologies, a private U.S. company that has developed and markets a ground breaking technology for cleaning and coating wire, rebar and plate steel. Prior to forming Blackline Partners, Mr. Padfield was a founding partner and Vice President of U.S. Development Group LLC, an industry leading biofuel and crude oil terminal development company. Mr. Padfield's early career includes eighteen years at Shell Oil Company where he held a number of roles in marketing, engineering and product supply, ultimately serving as the Business Development and Acquisitions Manager for their terminal and pipeline business. Mr. Padfield has a degree in Civil Engineering from the University of Missouri.

Key Attributes, Experience and Skills:

Mr. Padfield has almost thirty years' experience in the oil and gas logistics industry, commercial marketing and business development and his wealth of knowledge in this sector is a valuable resource to the Corporation.

Mr. Patrick S. Williams

Age: 53

Director since April 2, 2009

No Board Committees

Mr. P. Williams has served as Director, President and CEO of the Corporation since his appointment to this position on April 2, 2009. Prior to holding this position, Mr. P. Williams was Executive Vice President and President, Fuel Specialties of the Corporation from 2005 to 2009 and in addition assumed responsibility for the global Performance Chemicals business in 2008. He held a number of senior management and sales leadership positions in Innospec Fuel Specialties LLC, latterly acting as the Chief Executive Officer of this business from 2004 to 2009. Before joining the predecessor company of Innospec Fuel Specialties LLC, Starreon Corporation, in 1993, Mr. P. Williams established a number of businesses and currently holds equity positions in a small exploration and oil production company and a real estate business.

Key Attributes, Experience and Skills:

As the only management representative on the Board, Mr. P. Williams provides an insider's perspective in board discussions about the business and strategic direction of the Corporation. Mr. P. Williams has particular experience in the Fuel Specialties and Performance Chemicals businesses and brings a wealth of knowledge to the Corporation.

PROPOSAL 2 ADVISORY APPROVAL OF THE CORPORATION'S EXECUTIVE COMPENSATION

(Item 2 on the Proxy Card)

Section 14A of the Exchange Act enables our stockholders to vote to approve, on an advisory (non-binding) basis, the compensation of our Executive Officers, who are named in the Summary Compensation Table which appears later in this Proxy Statement (Named Executive Officers or NEOs), as disclosed in this Proxy Statement including the Compensation Discussion and Analysis, the Compensation Tables and related material, in accordance with the compensation disclosure rules of the SEC. In accordance with Section 14A of the Exchange Act, we are offering to our stockholders a non-binding, advisory vote on 2017 compensation for the Named Executive Officers, including the compensation of our CEO.

The Corporation's goal for its executive compensation program is to attract, motivate and retain a talented, highly qualified team of executives who will provide leadership for the Corporation's success in the competitive global markets the Corporation operates in. The Corporation seeks to accomplish this goal in a way that is aligned with the long-term interests of the Corporation's stockholders. The Corporation believes that its executive compensation program is strongly aligned with the long-term interests of its stockholders as it is competitive with the market, includes both short and long-term awards and is performance based, providing a strong link between executive compensation and the performance of the Corporation.

The Compensation Committee continually reviews the compensation programs for our NEOs to ensure they achieve the desired goals of aligning our executive compensation structure with our stockholders' interests and current market practices. The Compensation Discussion and Analysis beginning on page 38 of this Proxy Statement describes the Corporation's executive compensation program in more detail.

We believe that our executive compensation programs are structured in the best manner possible to support the Corporation and our business objectives. We are asking our stockholders to indicate their support for our NEO compensation as described in the Compensation Discussion and Analysis section and the compensation tables and related narrative disclosure. This proposal, commonly known as a say-on-pay proposal, gives our stockholders the opportunity to express their views on our NEOs' compensation. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our NEOs and the philosophy, policies and practices described in this Proxy Statement. Accordingly, we will ask our stockholders to vote FOR the following resolution at the Annual General Meeting:

RESOLVED, that the compensation paid to the Corporation's Named Executive Officers, as disclosed pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, compensation tables and related material disclosed in this Proxy Statement is hereby APPROVED.

As an advisory vote, this proposal is not binding upon the Corporation. However, the Board of Directors will consider that the stockholders have approved executive compensation on an advisory basis if this proposal receives the affirmative vote of a majority of the votes present in person or by proxy. The Compensation Committee values the opinions that stockholders express through their votes and will consider the outcome of the vote when making future compensation decisions.

The Board recommends a vote FOR the approval of our 2017 Named Executive Officer Compensation as described in this Proxy Statement. Note: Stockholders are not voting to approve or disapprove the recommendation of the Board of Directors regarding Proposal No. 2.

PROPOSAL 3. APPROVAL OF INNOSPEC INC. 2018 OMNIBUS LONG-TERM INCENTIVE PLAN

(Item 3 on the Proxy Card)

The Board of Directors is asking stockholders to approve the proposed Innospec Inc. 2018 Omnibus Long-Term Incentive Plan (Omnibus Plan). The following summary of the Omnibus Plan is qualified in its entirety by the complete text of the Omnibus Plan contained in Appendix A.

Explanation

On February 12, 2018 the Compensation Committee recommended to the Board of Directors and on February 13, 2018 the Board of Directors approved for submission to the stockholders, for approval at the 2018 Annual Meeting of Stockholders, the Innospec Inc. 2018 Omnibus Long-Term Incentive Plan, which is seeking to reserve for issuance 900,000 shares of Common Stock. Equity compensation is an important component of our executive, employee and director compensation programs. We believe it aligns employee and director compensation with stockholder interests and motivates participants to achieve long-range goals. Stockholder approval of the Omnibus Plan would increase the number of shares of Common Stock available to award as employee incentive compensation, allowing the Board to attract and retain key employees, provide them competitive compensation, adapt to evolving compensation practices and account for the growth of the Corporation and its employees.

Upon stockholder approval, the Omnibus Plan will replace the Innospec Inc. Company Stock Option Plan, the Innospec Inc. Non-Employee Directors' Stock Option Plan, and the Innospec Inc. Performance Related Stock Option Plan (the Prior Plans). The Prior Plans were adopted and approved by stockholders in 2008 and approved by stockholders as each was amended again in 2011. The Prior Plans terminate on May 5, 2018 and no further grants under the Prior Plans will be made after this date.

As of February 28, 2018, the Corporation had 276,382 remaining shares of Common Stock available under the Prior Plans. Following the termination of the Prior Plans on May 5, 2018, these shares will expire and will not be available for future grants under the Omnibus Plan, following its approval by stockholders. As of February 28, 2018, there were 376,969 stock options outstanding under all equity plans. This number includes 274,387 full-value stock options (exercise price of \$0.00), and 102,582 stock options with a weighted average exercise price of \$49.34 and a weighted average remaining term of 7.31 years. In addition, there were 430,504 Stock Equivalent Units, which settle only in cash, outstanding as of this same date.

The Corporation is seeking stockholder approval to make shares of Common Stock available for future grants under the Omnibus Plan as described below. The Omnibus Plan has been designed to include in one plan document the same flexibility previously contained in the three separate Prior Plans. Additionally, for reasons described below, the Corporation is submitting the Omnibus Plan for approval by the stockholders to satisfy the requirement that the performance goals be periodically approved by stockholders for purposes of Section 162(m) of the Internal Revenue Code.

Purpose of the Omnibus Plan

As described more generally above, the purpose of the Omnibus Plan is to:

🌑 attract and retain persons eligible to participate in the Omnibus Plan;

🌑 motivate eligible individuals to whom awards under the Omnibus Plan will be granted, who we refer to as the Participants, by means of appropriate incentives, to achieve long-range goals;

🌑 provide incentive compensation opportunities that are competitive with those of other similar companies; and

🌑 further align Participants' interests with those of our other stockholders through compensation that is based on our Common Stock.

The Omnibus Plan promotes the long-term financial interest of the Corporation and its subsidiaries, including the growth in value of the Corporation's equity and enhancement of long-term stockholder return.

We use equity-based compensation granted under our long-term incentive plans as a key element of our executives' compensation packages, and each year we disclose the prior year grants to and other compensation of our named executive officers in our proxy statement. We believe the Omnibus Plan assists with linking executives' overall compensation opportunities to the enhancement of long-term stockholder return.

The Omnibus Plan provides for the grant of non-qualified and incentive stock options, full value awards, and cash incentive awards. The flexibility inherent in the plan permits the Board to change the type, terms and conditions of awards as circumstances may change. We believe that this flexibility and the resulting ability to more affirmatively adjust the nature and amounts of executive compensation are particularly important for our industry and to a global company such as ours, given the volatility of the public markets and reactions to economic and world events. Equity compensation, which aligns the interests of executives and our stockholders, is an important tool for the Board.

General Terms of the Omnibus Plan

The Omnibus Plan is administered by a committee, which we refer to as the Committee, of two or more Board members selected by the Board. Unless otherwise provided by the Board, the Committee's functions will be performed by the Compensation Committee of the Board. The Committee selects the Participants, the time or

times of receipt of awards, the types of awards to be granted and the applicable terms, conditions, performance targets, restrictions and other provisions of such awards, to cancel or suspend awards, and to accelerate the exercisability or vesting of any award under circumstances designated by it. The Committee may delegate all or any portion of its responsibilities or powers under the Omnibus Plan to persons selected by it. If the Committee does not exist or for any other reason determined by the Board, and to the extent not prohibited by applicable law or the applicable rules of any stock exchange, the Board may take any action under the Omnibus Plan that would otherwise be the responsibility of the Committee.

If the Omnibus Plan is approved by stockholders, the maximum number of shares that may be delivered to Participants and their beneficiaries under the Omnibus Plan will be (i) 900,000 shares of Common Stock; plus (ii) any shares of Common Stock that are represented by awards granted under the Prior Plans that are forfeited, expire or are cancelled after the effective date of the Omnibus Plan without delivery of such shares or which result in the forfeiture of the shares back to the Corporation to the extent that such shares would have been added back to the reserve under the terms of the applicable Prior Plan.

If an award denominated in Common Stock is settled in cash, the total number of shares with respect to which such payment is made shall not be considered to have been delivered. However, (i) if shares covered by an award are used to satisfy the applicable tax withholding obligation, the number of shares held back by the Corporation to satisfy such withholding obligation shall be considered to have been delivered; (ii) if the exercise price of any option granted under the Omnibus Plan is satisfied by tendering shares to the Corporation (including shares that would otherwise be distributable upon the exercise of the option), the number of shares tendered to satisfy such exercise price shall be considered to have been delivered; and (iii) if the Corporation repurchases shares with proceeds received from the exercise of an option issued under the Omnibus Plan, the total number of shares repurchased shall be deemed delivered.

Notwithstanding the minimum vesting limitations described below with respect to options and full value awards, the Committee may grant a certain number of options and full value awards that are not subject to such minimum vesting provisions. The total aggregate number of shares of Common Stock subject to options and full value awards granted pursuant to the Omnibus Plan that are not subject to such minimum vesting limitations may not exceed five percent of the limit of the total number of shares of Common Stock that may be delivered under the Omnibus Plan.

If the Omnibus Plan is approved by stockholders, the following additional limits apply to awards under the Omnibus Plan:

🌑 the maximum number of shares of Common Stock that may be delivered to Participants and their beneficiaries under the Omnibus Plan as full value awards will be 860,000 shares;

🌑 for full value awards that are intended to be performance-based compensation, no more than 250,000 shares of Common Stock may be delivered to any one Participant during any one calendar year, regardless of whether settlement of the award is to occur prior to, at the time of, or after the time of vesting;

🌑 the maximum number of shares of Common Stock that may be delivered to Participants with respect to incentive stock options shall be 900,000 shares;

🌑

the maximum number of shares of Common Stock that may be covered by awards granted to any one Participant in any one calendar year may not exceed 600,000 shares;

🌑: the maximum number of shares of Common Stock that may be covered by awards granted to a Participant who is a member of the Board but who is not an employee during any one calendar year shall be 50,000 shares;

🌑: for cash incentive awards that are intended to be performance-based compensation, the maximum amount payable to any Participant with respect to any performance period shall equal \$600,000 multiplied by the number of calendar months included in the performance period.

The shares of Common Stock with respect to which awards may be made under the Omnibus Plan shall be:

🌑: shares currently authorized but unissued;

🌑: to the extent permitted by applicable law, currently held or acquired by the Corporation as treasury shares, including shares purchased in the open market or in private transactions; or

🌑: shares purchased in the open market by a direct or indirect wholly-owned subsidiary of the Corporation (as determined by the Chief Executive Officer or Chief Financial Officer of the Corporation) and the Corporation may contribute to the subsidiary an amount sufficient to accomplish the purchase of the shares to be so acquired.

At the discretion of the Committee, an award under the Omnibus Plan may be settled in cash, shares of Common Stock, the granting of replacement awards, or a combination thereof; provided, however, that if a cash incentive award is settled in shares of Common Stock, it must satisfy the minimum vesting requirements related to full value awards. The closing price for our shares of Common Stock on the NASDAQ on February 28, 2018 was \$64.95 per share.

The Committee may use shares of Common Stock available under the Omnibus Plan as the form of payment for compensation, grants or rights earned or due under any other compensation plans or arrangements of the Corporation or a subsidiary, including the plans and arrangements of the Corporation or a subsidiary assumed in business combinations.

In the event of a corporate transaction involving the Corporation (including, without limitation, any share dividend, share split, extraordinary cash dividend, recapitalization, reorganization, merger, amalgamation, consolidation, share exchange, split-up, spin-off, sale of assets or subsidiaries, combination or exchange of shares), the Committee shall adjust awards to preserve the benefits or potential benefits of the awards. Action by the Committee may include:

🌑: adjustment of the number and kind of shares which may be delivered under the Omnibus Plan;

🌑: adjustment of the number and kind of shares subject to outstanding awards;

🌑: adjustment of the exercise price of outstanding options; and

🌑: any other adjustments that the Committee determines to be equitable, which may include, without limitation:

🌑: replacement of awards with other awards which the Committee determines have comparable value and which are based on stock of a company resulting from the transaction; and

🌑: cancellation of the award in return for cash payment of the current value of the award, determined as though the award is fully vested at the time of payment, provided that in the case of an option, the amount of such payment will be the excess of value of the shares of Common Stock subject to the option at the time of the transaction over the exercise price.

Except as otherwise provided by the Committee, awards under the Omnibus Plan are not transferable except as designated by the Participant by will or by the laws of descent and distribution.

Eligibility

All employees and directors of, and consultants and other persons providing services to, the Corporation or any of its subsidiaries (or any parent or other related company, as determined by the Committee) are eligible to become Participants in the Omnibus Plan, except that non-employees may not be granted incentive stock options. As of February 28, 2018, the Corporation and its subsidiaries had approximately 1920 employees.

Options

The Committee may grant an incentive stock option, a tax-qualified option or non-qualified stock option to purchase shares of Common Stock at an exercise price determined under the option. Each option shall be designated as an incentive stock option, a tax-qualified option or non-qualified stock option when granted. An incentive stock option is a stock option intended to satisfy additional requirements required by federal tax rules in the United States as specified in the Omnibus Plan (and any incentive stock option granted that does not satisfy such requirements shall be treated as a non-qualified stock option). A tax-qualified option is a stock option intended to comply with Schedule 4 to the Income Tax (Earnings and Pensions) Act 2003 of the United Kingdom as specified in Exhibit A to the Omnibus Plan.

Except as described below, the exercise price for an option shall not be less than the fair market value of a share of Common Stock at the time the option is granted; provided, that the exercise price of an incentive stock option granted to any employee who owns more than 10 percent of the voting power of all classes of stock in the Corporation or a subsidiary shall not be less than 110 percent of the fair market value of a share of Common Stock at the time of grant. The exercise price of an option may not be decreased after the date of grant nor may an option be surrendered to the Corporation as consideration for the grant of a replacement option with a lower exercise price, except as approved by our stockholders or as adjusted for corporate transactions described above.

No option shall be surrendered to the Corporation in consideration for a cash payment or grant of any other award if at the time of such surrender the exercise price of such option is greater than the then current fair market value of a share of Common Stock, except as approved by our stockholders. In addition, the Committee may grant options with an exercise price less than the fair market value of the shares of Common Stock at the time of grant in replacement for awards under other plans assumed in connection with business combinations if the Committee determines that doing so is appropriate to preserve the benefit of the awards being replaced. No dividend equivalents may be granted under the Omnibus Plan with respect to any option.

The option shall be exercisable in accordance with the terms established by the Committee, but in no event shall an option become exercisable or vested prior to the earlier of (i) the first anniversary of the date of grant or (ii) the date on which the Participant's termination occurs by reason of death or disability. In the event of the Participant's termination occurs for any reason other than death, disability, retirement, or involuntary termination without cause, any unvested options will be forfeited. In the event the Participant's termination occurs due to death, disability, retirement or involuntary termination without cause, any unvested options shall be exercisable only as determined by the Committee in its sole discretion.

The full purchase price of each share of Common Stock purchased upon the exercise of any option shall be paid at the time of exercise of an option. Except as otherwise determined by the Committee, the purchase price of an option shall be payable in cash, by promissory note, or by shares of Common Stock (valued at fair market value as of the day of exercise), including shares of stock otherwise distributable on the exercise of the option, or a combination thereof. If the shares remain publicly traded, the Committee may permit a Participant to pay the exercise price by irrevocably authorizing a third party to sell shares of Common Stock (or a sufficient portion of the shares of Common Stock) acquired upon exercise of the option and remit to the Corporation a sufficient portion of the sale proceeds to pay the entire exercise price and any tax withholding resulting from such exercise. The Committee, in its discretion, may impose such conditions, restrictions, and contingencies on shares of Common Stock acquired pursuant to the exercise of an option as the Committee

determines to be desirable. In no event will an option expire more than ten years after the grant date; provided, that an incentive stock option granted to any employee who owns more than 10 percent of the voting power of all classes of stock in the Corporation or a subsidiary shall not be more than 5 years.

The option will expire on the earliest to occur of (i) the last day of the term of the option as described in the award agreement; (ii) if the Participant's termination occurs by reason of death, disability, retirement or an involuntary termination without cause, the one-year anniversary of such termination date; or (iii) if the Participant's termination occurs for any reason other than those listed in clause (ii), the Participant's termination date.

Full Value Awards

The following types of full value awards may be granted, as determined by the Committee:

🌑: the Committee may grant awards in return for previously performed services or in return for the Participant surrendering other compensation that may be due;

🌑: the Committee may grant awards that are contingent on the achievement of performance or other objectives during a specified period; and

🌑: the Committee may grant awards subject to a risk of forfeiture or other restrictions that lapse upon the achievement of one or more goals relating to completion of service by the Participant, or achievement of performance or other objectives.

Any such awards shall be subject to such conditions, restrictions and contingencies as the Committee determines. If the right to become vested in a full value award is conditioned on the completion of a specified period of service with the Corporation or the related companies, without achievement of performance targets or other performance objectives being required as a condition of vesting, and without it being granted in lieu of other compensation, then the required period of service shall not end prior to the earlier to occur of (i) the first anniversary of the date of grant and (ii) the date on which the Participant's termination occurs by reason of death or disability. If the right to become vested in a full value award is conditioned on the achievement of performance targets or performance objectives, and without it being granted in lieu of other compensation, then the required performance period shall not end prior to the earlier to occur of (i) the first anniversary of the date of grant and (ii) the date on which the Participant's termination occurs by reason of death or disability. In the event of the Participant's termination occurs for any reason other than death, disability, retirement, or involuntary termination without cause, any unvested full value awards will be forfeited. In the event the Participant's termination occurs due to death, disability, retirement or involuntary termination without cause, any unvested full value awards shall become vested only as determined by the Committee in its sole discretion.

Dividends or dividend equivalents settled in cash or shares of Common Stock may be granted to a Participant in relation to a full value award with payments made either currently or credited to an account. No dividend or dividend equivalents granted in relation to a full value award that is subject to vesting shall be settled prior to the date such full value award (or applicable portion thereof) becomes vested and is settled.

Cash Incentive Awards

The Committee may grant cash incentive awards (including the right to receive payment of cash or shares of Common Stock having the equivalent cash value) that may be contingent on service conditions or achievement of performance objectives over a specified period established by the Committee. The grant of cash incentive awards may also be subject to such other conditions, restrictions and contingencies, as determined by the Committee.

Performance Criteria and Internal Revenue Code Section 162(m)

Section 162(m) of the Internal Revenue Code limits the deductibility of annual compensation in excess of \$1 million paid to covered employees of the Corporation unless the compensation satisfies an exception, which until recently included an exception for performance-based compensation. On December 22, 2017, President Trump signed the Tax Cuts and Jobs Act (the Act) into law, which, among other things, repealed the performance-based compensation exception to Section 162(m). The changes made by the Act to Section 162(m) are effective for any taxable year beginning after December 31, 2017. The Act includes a transition rule (the Transition Rule), which provides that the amendments to Section 162(m) do not apply to remuneration paid pursuant to a binding written contract that was in effect on November 2, 2017 and that was not materially modified on or after such date.

The Act also expands the definition of covered employee such that the compensation of more officers of the Corporation will be subject to the deduction limitation of Section 162(m). Under the amended Section 162(m), the covered employees of the Corporation will generally include anyone who (i) was the CEO or the CFO at any time during the year, (ii) was one of the other NEOs who were executive officers as of the last day of the fiscal year, and (iii) was a covered employee for any previous year after 2016.

There are many uncertainties with respect to the Transition Rule and the impact the amended Section 162(m) will have on state law. In addition, the requirements of the performance-based compensation exception are still generally considered to be good corporate governance practice. For these reasons, the Omnibus Plan has been drafted to provide for performance-based compensation that would satisfy the requirements of the exception under Section 162(m) prior to the effectiveness of the Act and we are seeking stockholder approval of the applicable performance measures.

The exercisability or payment of awards that are intended to qualify as performance-based compensation pursuant to the Omnibus Plan may be based upon one or more of the following business criteria as established by the Committee: (i) earnings, including, but not limited to, operating income, earnings before or after taxes, earnings before or after interest, depreciation, amortization, or extraordinary or special items or book value per share (which may exclude nonrecurring items); (ii) pre-tax income or after-tax income; (iii) earnings per share of Common Stock (basic or diluted); (iv) operating profit; (v) revenue, revenue growth or rate of revenue growth; (vi) return on assets (gross or net), return on investment, return on capital, or return on equity; (vii) returns on sales or revenues; (viii) operating expenses; (ix) stock price appreciation; (x) cash flow(s); (xi) implementation or completion of critical projects or processes; (xii) economic value created; (xiii) cumulative earnings per share growth; (xiv) operating margin or profit margin; (xv) common stock price or total stockholder return; (xvi) cost targets, reductions and savings, productivity and efficiencies; and (xvii) any combination of the foregoing. Each goal may be expressed on an absolute and/or relative basis, may be based on or otherwise employ comparisons based on internal targets, the past performance of the Corporation and/or the past or current performance of other companies or may be applied to the performance of the Corporation relative to a market index, a group of other companies or a combination thereof, and in the case of earnings-based measures, may use or employ comparisons relating to capital, stockholders equity and/or shares outstanding, investments or to assets or net assets, and may (but need not) provide for adjustments for restructurings, extraordinary, and any other unusual, non-recurring, or similar changes.

Change in Control

Except as otherwise provided in an award agreement, upon a Change in Control, all options which have not otherwise expired or been forfeited or cancelled will become immediately exercisable and vested, and all other awards which have not otherwise expired or been forfeited or cancelled will become fully vested. On a Change in Control, the Committee may cancel any outstanding awards in return for cash payment of the current value of the award, determined with the award fully vested at the time of payment, provided that in the case of an option, the amount of such payment will be the excess of value of the shares of Common

Stock subject to the option at the time of the transaction over the exercise price (and the option will be cancelled with no payment if the value of the shares at the time of the transaction are equal to or less than the exercise price).

For the purposes of the Omnibus Plan, a change in control is generally deemed to occur when:

🌑: any person becomes the beneficial owner of 50 percent or more of the Corporation's voting stock;

🌑: the consummation of a reorganization, merger, consolidation, acquisition, share exchange or other corporate transaction of the Corporation where, immediately after the transaction, the Corporation stockholders immediately prior to the combination hold, directly or indirectly, 50 percent or less of the voting stock of the combined company;

🌑: the consummation of any plan of liquidation or dissolution providing for the distribution of all or substantially all of the assets of the Corporation and its subsidiaries or the consummation of a sale of substantially all of the assets of the Corporation and its subsidiaries; or

🌑: at any time during any period of two consecutive years, individuals who at the beginning of such period were members of the Board, who we refer to as Incumbent Directors, cease for any reason to constitute at least a majority thereof (unless the election, or the nomination for election by the Corporation's stockholders, of each new director was approved by a vote of at least two-thirds of the Incumbent Directors).

Amendment and Termination

The Board may amend or terminate the Omnibus Plan at any time, and the Board or the Committee may amend any award granted under the Omnibus Plan, but no amendment or termination may adversely affect the rights of any Participant without the Participant's written consent. The Board may not amend the provision of the Omnibus Plan related to re-pricing without approval of stockholders or make any material amendments to the Omnibus Plan without stockholder approval. The Omnibus Plan will remain in effect as long as any awards under the Omnibus Plan remain outstanding, but no new awards may be granted after the tenth anniversary of the date on which the stockholders approve the Omnibus Plan.

United States Income Tax Considerations

The following is a brief description of the U.S. federal income tax treatment that will generally apply to awards under the Omnibus Plan based on current U.S. income taxation with respect to Participants who are subject to U.S. income tax. Participants subject to taxation in other countries should consult their tax advisor (including Participants in the United Kingdom who are granted tax-qualified options).

Non-Qualified Options. The grant of a non-qualified option will not result in taxable income to the Participant. Except as described below, the Participant will realize ordinary income at the time of exercise in an amount equal to the excess of the fair market value of the shares of Common Stock acquired over the exercise price for those shares. Gains or losses realized by the Participant upon disposition of such shares will be treated as capital gains and losses, with the basis in such shares of Common Stock equal to the fair market value of the shares at the time of exercise.

Incentive Stock Options. The grant of an incentive stock option will not result in taxable income to the Participant. The exercise of an incentive stock option will not result in taxable income to the Participant provided that the Participant was, without a break in service, an employee of the Corporation or a subsidiary during the period beginning on the date of the grant of the option and ending on the date three months prior to the date of exercise (one year prior to the date of exercise if the Participant is disabled, as that term is defined in the Internal Revenue Code).

The excess of the fair market value of the shares of Common Stock at the time of the exercise of an incentive stock option over the exercise price is an adjustment that is included in the calculation of the Participant's alternative minimum taxable income for the tax year in which the incentive stock option is exercised. For purposes of determining the Participant's alternative minimum tax liability for the year of disposition of the shares acquired pursuant to the incentive stock option exercise, the Participant will have a basis in those shares equal to the fair market value of the shares of Common Stock at the time of exercise.

If the Participant does not sell or otherwise dispose of the shares of Common Stock within two years from the date of the grant of the incentive stock option or within one year after the transfer of such shares of Common Stock to the Participant, then, upon disposition of such shares of Common Stock, any amount realized in excess of the exercise price will be taxed to the Participant as capital gain. A capital loss will be recognized to the extent that the amount realized is less than the exercise price.

If the above holding period requirements are not met, the Participant will generally realize ordinary income at the time of the disposition of the shares, in an amount equal to the lesser of (i) the excess of the fair market value of the shares of Common Stock on the date of exercise over the exercise price, or (ii) the excess, if any, of the amount realized upon disposition of the shares over the exercise price. If the amount realized exceeds the value of the shares on the date of exercise, any additional amount will be capital gain. If the amount realized is less than the exercise price, the Participant will recognize no income, and a capital loss will be recognized equal to the excess of the exercise price over the amount realized upon the disposition of the shares.

Full Value Awards. A Participant who has been granted a full value award will not realize taxable income at the time of grant, provided that the shares of Common Stock subject to the award are not delivered at the time of grant, or if the shares of Common Stock are delivered, it is subject to restrictions that constitute a substantial risk of forfeiture for U.S. income tax purposes. Upon the later of delivery or vesting of shares of Common Stock subject to an award, the holder will realize ordinary income in an amount equal to the then fair market value of those shares. Gains or losses realized by the Participant upon disposition of such shares will be treated as capital gains and losses, with the basis in such shares equal to the fair market value of the shares at the time of delivery or vesting. Dividends paid to the holder during the restriction period, if so provided, will also be compensation income to the Participant.

Withholding of Taxes. The Corporation may withhold amounts from Participants to satisfy withholding tax requirements. Except as otherwise provided by the Committee, Participants may satisfy withholding requirements through cash payment, by having shares of Common Stock withheld from awards or by tendering previously owned shares of Common Stock to the Corporation to satisfy tax withholding requirements. The shares of Common Stock withheld from awards may be used to satisfy not more than the maximum individual tax rate for the Participant in the applicable jurisdiction for such Participant (based on the applicable rates of the relevant tax authorities, including the Participant's share of payroll or similar taxes, as provided in tax law, regulations, or the authority's administrative practices, not to exceed the highest statutory rate in that jurisdiction, even if that rate exceeds the highest rate that may be applicable to the specific Participant).

Change In Control. Any acceleration of the vesting or payment of awards under the Omnibus Plan in the event of a change in control in the Corporation may cause part or all of the consideration involved to be treated as an excess parachute payment under the Internal Revenue Code, which may subject the Participant to a 20 percent excise tax and preclude deduction by a subsidiary.

ERISA. The Omnibus Plan is not subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended and is not intended to be qualified under Section 401 of the Internal Revenue Code.

Tax Advice

The preceding discussion is based on U.S. tax laws and regulations presently in effect, which are subject to change, and the discussion does not purport to be a complete description of the U.S. income tax aspects of the Omnibus Plan. A Participant may also be subject to state and local taxes in connection with the grant of awards under the Omnibus Plan. In addition, a number of Participants reside outside the U.S. and are subject to taxation in other countries. The actual tax implications for any Participant will depend on the legislation in the relevant tax jurisdiction for that Participant and their personal circumstances.

What Happens If Stockholders Do Not Approve This Proposal?

In the event this proposal is not approved by stockholders, the Corporation will no longer have the ability to grant equity compensation as a component of our executive, employee and director compensation programs following the expiration of the Prior Plans in May 2018.

The Board of Directors recommends a vote FOR the approval of the Innospec Inc. 2018 Omnibus Long-Term Incentive Plan.

PROPOSAL 4. APPROVAL OF INNOSPEC INC. SHARESAVE PLAN 2008 (AS AMENDED AND RESTATED)

(Item 4 on the Proxy Card)

The Board of Directors is asking stockholders to approve the proposed Innospec Inc. ShareSave Plan 2008 (as amended and restated) (the ShareSave Plan). The following summary of the ShareSave Plan is qualified in its entirety by the complete text of the ShareSave Plan contained in Appendix B.

Explanation

The Board of Directors adopted and the stockholders approved the ShareSave Plan in 2008, replacing a plan originally adopted in 1998. On February 12, 2018 the Compensation Committee recommended to the Board of Directors and on February 13, 2018, the Board of Directors approved for submission to the Stockholders for approval at the 2018 Annual Meeting of Stockholders, the most recent amendment and restatement of the ShareSave Plan. The ShareSave Plan is intended to be a broad-based plan that generally permits all employees and directors (who meet criteria specified in the ShareSave Plan) of the Corporation and its affiliates who choose to participate in the ShareSave Plan to purchase shares of Common Stock in the Corporation as described in more detail below. We believe it aligns employee compensation with stockholder interests and motivates participants to achieve long-range goals. Stockholder approval of the ShareSave Plan would increase the number of shares of Common Stock available to be purchased pursuant to the ShareSave Plan, allowing the Board to encourage share ownership by the Corporation's employees and directors. Stockholder approval would also extend the term of the ShareSave Plan to ten years from the date of approval by stockholders and would make certain other technical and clarifying changes. If the ShareSave Plan is not approved, the increase in the reserved shares, the extension of the term and the other changes made in the amendment and restatement would not take effect and the ShareSave Plan will expire on May 5, 2018.

Purpose of the ShareSave Plan

The purpose of the ShareSave Plan is to provide a means through which the Corporation and its subsidiaries and associated companies (as defined further in the ShareSave Plan, the Group) may attract able persons to enter and remain in the employ or service of the Group and to provide a means whereby eligible employees and directors of the Group can acquire shares of Common Stock, thereby strengthening their commitment to the welfare of the Corporation and the Group and promoting an identity of interest between stockholders and these employees and directors.

Term

The ShareSave Plan shall terminate on the tenth anniversary of the date of its approval by stockholders, or at any earlier time as may be determined by the Board of Directors of the Corporation or the Committee (as defined below). No further grants will be made after termination.

Award Grants, Approvals, and Maximum Number of Shares of Common Stock

The ShareSave Plan is comprised of three parts: Part A which provides for the grant of options to eligible employees and directors who meet criteria specified in Part A under a U.K. tax advantaged savings-related share option plan; Part B which provides for the making of awards to eligible employees under an employee stock purchase plan established in accordance with U.S. Internal Revenue Code (Code) Section 423; and Part C which provides for the grant of options or stock equivalent units to eligible employees and directors who meet criteria specified in Part C under a savings-related option plan which does not qualify for favored tax status in either the U.S. or the U.K. or any other country, and references to a specific Part of the ShareSave Plan shall be construed accordingly.

The present maximum aggregate number of shares of Common Stock which may be issued under the ShareSave Plan (including, for the avoidance of doubt, Parts A, B and C) is 750,000 shares. As at February 28, 2018 there were no outstanding options under the ShareSave Plan. Any shares of Common Stock subject to an option or other rights granted under the ShareSave Plan which have lapsed, been renounced or have otherwise become incapable of being exercised or vesting shall not be treated as issued for this purpose. As of February 28, 2018, 133,347 shares remain available for issuance pursuant to the ShareSave Plan. If the amendment and restatement of the ShareSave Plan is approved by stockholders, the maximum number of shares that may be issued pursuant to the ShareSave Plan will be increased by 900,000 shares to a total of 1,650,000 reserved for issuance.

Administration of the ShareSave Plan

The ShareSave Plan is administered by the Compensation Committee of the Board or any other duly authorized committee of the Board (the Committee). The Committee consists of two or more non-employee directors, each of whom has been selected by the Board and may be removed by the Board. The members serve for a term of one (1) year, or until their successors are selected by the Board or until they are removed by the Board. The Board may fill vacancies, however caused, in the Committee.

The Committee has the power and authority (subject to the provisions of the ShareSave Plan) to construe the ShareSave Plan and the certificates issued thereunder and to establish rules and regulations relating to the ShareSave Plan and options granted thereunder. All determinations made and actions taken in connection with the interpretation and construction of any provision of the ShareSave Plan by the Committee are final and conclusive. The Committee is also the recordkeeper for the ShareSave Plan and options granted under the ShareSave Plan.

Eligibility

The ShareSave Plan establishes who is eligible to participate in each of the various Parts of the ShareSave Plan as described in greater detail below.

General Terms of Part A of the ShareSave Plan

Part A is for the purpose of granting options to U.K. employees and directors who meet criteria specified in Part A which have tax benefits due to their tax-advantaged status under U.K. law. The Committee may decide, in its discretion, when to issue invitations under Part A of the ShareSave Plan, but if an invitation is issued, Part A requires that an invitation is issued to all employees or directors who are Part A Eligible Employees as of the date of such invitation. In general terms, a Part A Eligible Employee includes employees

and directors (who meet criteria specified in Part A) of the Corporation or an entity in the Group selected to participate in Part A. As of February 28, 2018, the Corporation and the entities in the Group had approximately 435 employees and directors who were eligible for purposes of Part A.

Part A Eligible Employees who are the recipients of an invitation and who wish to apply for a grant of an option will be required to enter into a savings contract for either three or five years pursuant to which they will make voluntary payroll deductions to cover the cost of the shares of Common Stock purchased at the end of the savings contract period. The terms of the options will permit Part A Eligible Employees to purchase shares of Common Stock at a discounted price of not less than 80% of the fair market value at the time they are invited to participate (or, in the case of an option which will be satisfied by the issue of new shares of Common Stock, the nominal value of a Share if higher than the fair market value), in compliance with Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003. Each Part A Eligible Employee will be entitled to purchase a certain number of shares of Common Stock at the end of the savings contract period as determined by dividing the total amount of payroll deductions (plus a bonus payable at the end of the savings contract on a date specified in the invitation (the Bonus Date)) by the discounted price of the shares of Common Stock. All shares of Common Stock purchased under an option will be paid for in full at the time the option is exercised by transfer of the purchase price from the employee's payroll deduction account. The Corporation will be required to transfer or issue the relevant shares of Common Stock to the participant not later than 30 days after exercise of the option. The closing price for our shares of Common Stock on the NASDAQ on February 28, 2018 was \$64.95 per share.

Monthly contributions to be made by each Part A Eligible Employee cannot exceed the lesser of 500 British sterling pounds per month (or such other amount permitted by the relevant legislation from time to time) and such other maximum contribution as may be determined from time to time by the Committee. If valid applications are received for an aggregate number of shares of Common Stock that exceed a maximum number as set by the Committee, then the Committee may scale down applications to the extent necessary using a method stated in the ShareSave Plan or otherwise agreed with Her Majesty's Revenue and Customs (HMRC).

Generally, options may only be exercised by a holder while he or she remains employed by the Corporation or the entities in the Group. The previous sentence does not apply if the holder ceases to be employed by the Corporation as a result of injury, disability, redundancy, retirement, a relevant transfer within the meaning of the Transfer of Undertakings (Protection of Employment) Regulations 2006, the holder's employer ceasing to be within the Group by reason of a change in control, the holder's employment terminating because it relates to a business or part of a business which is transferred to a person, who is not an associated company of the Corporation, where the transfer is not a relevant transfer within the meaning of the Transfer of Undertakings (Protection of Employment) Regulations 2006. Also, such sentence does not apply if the holder ceases to be employed for any reason after holding options for at least three years. In such cases, the option holder may exercise his or her options within the six-month period following the date on which he or she ceases to be a director or employee of the Corporation or the entities in the Group. In the event of a holder's death, his or her options may be exercised by a personal representative within one year following the date of death.

Subject to the above paragraph, stock options granted under Part A shall become exercisable on the Bonus Date and shall lapse and no longer be exercisable upon the earliest to occur of: (a) the six-month anniversary of the Bonus Date; (b) the date when the option holder ceases to be employed by the Corporation or the entities in the Group (subject to the exceptions set out in the previous paragraph); (c) the date of the passing of a resolution or a court order for the compulsory winding-up of the Corporation; (d) the date when the option holder becomes bankrupt or enters into a compromise with his creditors generally; (e) the date when the option holder purports to transfer, charge or otherwise alienate the option; or (f) the date when the option holder chooses to stop or provides notice of an intent to stop making monthly contributions under the savings contract before the end of that contract.

General Terms of Part B of the ShareSave Plan

Part B is for the purpose of making awards to Part B Eligible Employees. Part B Eligible Employees include employees of the Corporation or its subsidiaries for U.S. tax purposes selected to participate in Part B who are eligible under an employee stock purchase plan established in accordance with Section 423 of the Code. Any person who is a Part B Eligible Employee as of the first business day of a given offering period, which is a set period of time determined by the Committee, shall be eligible to participate in such offering period subject to the applicable requirements of the ShareSave Plan and the limitations of Section 423. At the discretion of the Committee, employees who are citizens or residents of a foreign jurisdiction may be excluded if granting them an option under the ShareSave Plan would violate the laws of such jurisdiction or if compliance with the laws of that jurisdiction would cause the ShareSave Plan to violate Section 423 of the Code. As of February 28, 2018, the Corporation and entities in the Group had approximately 650 employees who were eligible for purposes of Part B.

During the term of Part B of the ShareSave Plan, the Corporation may designate one or more offering periods as determined by the Committee, provided that for purposes of this Part B of the ShareSave Plan, no offering period shall exceed 27 months in any circumstances. The beginning and ending dates of each offering period and each purchase date will be determined by the Committee. During such offering periods, each Part B Eligible Employee may elect to purchase shares of Common Stock through voluntary payroll deductions during the applicable offering period. The maximum number of shares of Common Stock subject to the option to be purchased shall be determined as of the commencement of the offering period by dividing the participating Part B Eligible Employee's total contributions for that offering period indicated in his or her enrollment documents by the purchase price subject to adjustment as provided under the ShareSave Plan. The purchase price for each offering will be at least 85% of the fair market value on the first day of the relevant offering period. The fair market value of the shares of Common Stock shall generally mean the closing price per share of Common Stock as reported in the Wall Street Journal (or other reporting service approved by the Board or Committee) on such date.

Each participating Part B Eligible Employee will be contacted and asked to confirm his or her intention to exercise his or her options. Upon confirmation, the participating Part B Eligible Employee's option will be exercised as soon as administratively feasible on or before the last trading day of the offering period, but after the participating Part B Eligible Employee has made his or her final contribution to the ShareSave Plan in accordance with the enrollment documents. The shares of Common Stock purchased upon exercise of an option hereunder shall be deemed to be transferred to the participant as soon as practicable upon request or after the purchase date. Part B may allow participants to cancel or reduce (or both) their payroll deduction authorizations.

In accordance with the overall cap described above, and subject to stockholder approval at the 2018 Annual Meeting, no more than 1,650,000 shares of Common Stock (which is equal to the total reserve for the overall ShareSave Plan) may be sold pursuant to the Part B. In the event that the Committee determines that an adjustment is appropriate by reason of any stock split, reverse stock split, stock dividend, combination or reclassification of the shares of Common Stock, or any other increase or decrease in the number of shares of Common Stock effected without receipt of consideration by the Corporation, the Committee may proportionately adjust (a) the number of shares of Common Stock that have been authorized for issuance under the ShareSave Plan but have not yet been placed under option, (b) the maximum number of shares of Common Stock that may be purchased by a participant in an offering period, (c) the number of shares of Common Stock available under the ShareSave Plan, and (d) the price per Share of each option under the ShareSave Plan that has not yet been exercised. In the event of a dissolution or liquidation of the Corporation, any offering period then in progress will terminate immediately prior to the consummation of such action, unless otherwise provided by the Committee. In the event of a Corporate Transaction (generally includes a sale of all or substantially all of the Corporation's assets or a merger or consolidation of the Corporation into another corporation), each option outstanding under the ShareSave Plan shall be assumed or an equivalent option shall be substituted by the successor corporation or a parent or subsidiary of such successor.

corporation. In the event that the successor corporation refuses to assume or substitute for outstanding options, each offering period then in progress will be shortened and a new purchase date will be set, as of which date any offering period then in progress will terminate.

A Part B Eligible Employee will not be granted an option under Part B if the Part B Eligible Employee, immediately after the option is granted, owns stock having 5% or more of the total combined voting power or value of all classes of stock of the Corporation and/or holds outstanding options to purchase stock having 5% or more of the total combined voting power or value of all classes of stock of the Corporation. No Part B Eligible Employee will be granted an option that permits the Part B Eligible Employee to accrue rights to purchase shares of Common Stock under all employee stock purchase plans of the Corporation at a rate that exceeds \$25,000 (or such other maximum as may be prescribed from time to time under the Code) of fair market value of such shares of Common Stock (determined at the date of grant) for each calendar year in which the option is outstanding at any time in accordance with the provisions of Section 423(b)(8) of the Code.

Upon termination of a participant's status as an Part B Eligible Employee prior to the purchase date of an offering period for any reason, other than as a result of injury, disability, redundancy, retirement or death, the contributions and any interest credited to his or her account will be refunded to the Part B Eligible Employee or his or her beneficiary or estate as the case may be, through normal payroll processing as soon as administratively practicable following such termination.

If a participant ceases to be employed by the Corporation as a result of injury, disability, redundancy, death or retirement after reaching any age he or she is bound to retire under his or her employment contract, the option holder (or a personal representative in the case of death) may exercise his or her options within the three-month period following the date on which he or she ceases to be an Part B Eligible Employee, provided that the participant may only exercise his or her options using the accumulated contributions in his or her account (excluding any interest) at the date of cessation and in no circumstances can an option be exercised after the purchase date. If the participant fails to exercise his or her options within such three-month period, his or her account balance will be refunded to him or her or his or her beneficiary or estate, as the case may be, through normal payroll processing as soon as administratively practicable following such date of cessation.

All shares of Common Stock purchased under an option will be paid for in full at the time the option is exercised by transfer of the purchase price from the employee's payroll deduction account. Any payroll deductions accumulated in a participant's account that are not applied toward the purchase of shares of Common Stock due to limitations imposed by the ShareSave Plan will be returned to the participant with interest (unless otherwise specified in the enrollment documents) as soon as administratively feasible.

General Terms of Part C of the ShareSave Plan

Part C is for the purpose of granting options or stock equivalent units to employees and directors (other than non-executive directors) of the Corporation and entities in the Group and to which the limitations of Part A or Part B are not intended to apply. As of February 28, 2018, the Corporation and entities in the Group had approximately 830 employees and directors who were eligible for purposes of Part C.

The terms of Part C are in general terms the same as those of Part A above except that:

- (a) the Committee may choose in its discretion to whom it will grant options or stock equivalent units, and Part C Eligible Employees includes all employees and directors (other than a non-executive director) of the Corporation or an entity in the Group;
- (b) the Part C Eligible Employee may only elect to make thirty-six monthly savings contributions;
- (c) there is more flexibility as to the format of invitations and applications for options;

- (d) the number of shares of Common Stock subject to the option will be the total of the savings contributions divided by the exercise price but no bonus will be payable on top of the savings;
- (e) alternative arrangements may be made for the participant to save monthly contributions rather than the participant entering into a savings contract with a savings body as per Part A;
- (f) the Corporation may choose to satisfy any rights the participant has in respect of his or her option by making a cash payment rather than providing shares of Common Stock;
- (g) the Corporation may choose to grant stock equivalent units to participants pursuant to which the participants will not be entitled to obtain shares of Common Stock but rather a cash bonus in lieu of shares of Common Stock (it is envisaged that this alternative will be used in jurisdictions where it is difficult to grant stock options to employees);
- (h) the Committee may determine the maximum permitted monthly contributions; and
- (i) any requirement for HMRC approval will not apply.

Nontransferability of Options

Generally, options are not assignable or transferable by the holder in any way, except for transfer by the laws of inheritance upon the holder's death. Any other attempt to assign, pledge (for example, as security for a loan), sell, make a gift of an option, or otherwise transfer an option will not be recognized by the Corporation. Except pursuant to permitted transfers described above, only the option holder (or his or her guardian or legal representative, if permitted by applicable Code provisions) may exercise his or her options during the option holder's lifetime.

Recent Stock Price

The closing price for our shares of Common Stock on the NASDAQ on February 28, 2018 was \$64.95 per share.

Amendments to and Termination of the ShareSave Plan

The ShareSave Plan generally may be amended, modified or terminated, in whole or in part, by the Committee in its sole discretion; provided however, that certain types of amendments will require the consent of the Corporation's stockholders. No amendment, modification or termination may adversely affect existing rights under the ShareSave Plan except where the amendment has been approved by those who would be adversely affected by the amendment in such manner as required by the ShareSave Plan.

Amendments to Part A of the ShareSave Plan prior to HMRC approval may be made by the Committee as may be necessary or desirable in order to obtain HMRC approval. After receipt of HMRC approval, the Committee may amend the ShareSave Plan in its discretion acting reasonably.

No amendments to Part B of the ShareSave Plan may be made that would result in any provision of Part B failing to comply with Rule 16b-3 of the Exchange Act or qualify under Section 423 of the Code. In addition, to the extent necessary to comply with Rule 16b-3 of the Exchange Act or Section 423 of the Code (or any successor rule or provision or applicable law or regulation), the Corporation shall obtain stockholder approval with respect to any amendment in such a manner and to such a degree as required.

Unless sooner terminated by the Committee, the ShareSave Plan will terminate on the tenth anniversary of its approval by the Corporation's stockholders; however, options granted prior to the ShareSave Plan's termination will remain in force and continue to be governed by the provisions of the ShareSave Plan. The Committee may terminate the ShareSave Plan at any time and for any reason.

Adjustments

In the event that the Corporation undergoes a capitalization issue, subdivision, consolidation, or reduction of share capital, the Committee shall in accordance with the terms of the ShareSave Plan, proportionately adjust the number of shares of Common Stock over which an option is granted and the share price. Where the ShareSave Plan is subject to the approval of the Corporation's stockholders, such adjustment will require the prior approval of the Corporation's stockholders if required by law or the rules of any relevant exchange.

Governing Law

The ShareSave Plan and all options granted under the ShareSave Plan shall be governed by and construed in accordance with the laws of England and Wales, except for Part B of the ShareSave Plan which is governed by and determined in accordance with the laws of the State of Delaware of the United States.

Certain U.S. Federal Income Taxes and Tax Withholding

This discussion represents only a general, brief summary and is not intended to cover all tax consequences of options. Since tax laws and regulations may change, and interpretations of these laws and regulations may change their application for each individual participant, each participant is urged to consult his or her own tax advisor as to specific tax consequences.

The following discussion of the tax consequences of Part B of the ShareSave Plan is limited to the United States federal income tax consequences to individuals who are citizens or residents of the United States, other than those individuals who are taxed on a residence basis in a foreign country. Furthermore, the tax consequences outlined below apply only with respect to an employee whose income is subject to United States federal income tax during the period beginning with the grant of an option and ending with the disposition of the shares of Common Stock acquired through the exercise of the option. If during this period, the participant is subject to income tax in a foreign jurisdiction and/or the participant is subject to state/local income tax in the United States, the participant should consult an attorney or tax advisor to determine the applicable tax consequences.

In addition, the laws of any other jurisdiction that could be relevant either to the Corporation, a subsidiary of the Corporation or an option holder are not discussed here. In particular, the tax consequences under the laws of the United Kingdom, where a substantial number of option holders reside and a substantial portion of the Corporation's operations occur, are not discussed. Information regarding tax consequences applicable to securities received under Parts A and C of the ShareSave Plan, if required, should be obtained from participants' own personal tax advisors.

Part B of the ShareSave Plan is intended to qualify under Section 423 of the Code. Under this section, a participant will not be required to recognize taxable income at the time of the grant of the option or at the time shares are purchased under the Part B of the ShareSave Plan. The participant may, however, become liable for tax upon the disposition of the shares of Common Stock acquired, as described below.

In the event that shares acquired pursuant to Part B of the ShareSave Plan are not sold or disposed of (including by way of gift) prior to two years after the date of the grant of the option (as determined for tax purposes) or one year after the relevant exercise date, the lesser of (a) the excess of the fair market value of the shares at the time of such disposition over the purchase price, or (b) the excess of the fair market value of the shares at the date of grant (as determined for tax purposes) over an amount equal to what the purchase price would have been if it had been computed as of the date of the grant (as determined for tax purposes), will be treated as ordinary income to the participant. Any further gain on disposition will be treated as long-term capital gain and any loss will be treated as a capital loss.

In the event the participant sells or disposes of the shares before the expiration of the holding periods described above, the excess of the fair market value of the shares on the exercise date over the purchase price will be treated as ordinary income to the participant. This excess will constitute ordinary income even if

no gain is realized on the sale or a gratuitous transfer of the shares is made. The balance of any gain will be treated as a capital gain and will be treated as a long-term capital gain if the shares have been held for more than one year. If the shares are sold for less than their fair market value on the exercise date, the participant may recognize a capital loss equal to the difference between the sales price and the value of the shares on the exercise date.

Tax Advice

The preceding discussion is based on U.S. tax laws and regulations presently in effect, which are subject to change, and the discussion does not purport to be a complete description of the U.S. income tax aspects of the ShareSave Plan. A Participant may also be subject to state and local taxes in connection with the grant of awards under the ShareSave Plan. In addition, a number of Participants reside outside the U.S. and are subject to taxation in other countries. The actual tax implications for any Participant will depend on the legislation in the relevant tax jurisdiction for that Participant and their personal circumstances.

Other Tax Matters. The Corporation may withhold, or require the participant to pay, any applicable withholding or other taxes arising in connection with the grant, vesting or exercise of an option.

General. The ShareSave Plan is not qualified under Section 401(a) of the Code, nor is it subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended.

No Rights to Continued Employment or Future Benefits

Nothing in the ShareSave Plan, nor the grant of any option, shall be construed to give any person the right to be retained in the employ of the Corporation or any subsidiary or to affect the right of the Corporation or any such subsidiary to terminate the employment or engagement of any person at any time with or without cause, to the extent otherwise permitted by law. The ShareSave Plan creates no ongoing obligation of the Corporation or any subsidiary to provide any future benefit of similar value.

The Board of Directors recommends a vote **FOR the approval of the ShareSave Plan.**

PROPOSAL 5 RATIFICATION OF THE APPOINTMENT OF THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

(Item 5 on the Proxy Card)

On March 13, 2018, the Audit Committee appointed, the accounting firm KPMG LLP (KPMG LLP) to serve as the Corporation's independent registered public accounting firm with respect to the 2018 fiscal year, to audit the consolidated financial statements of the Corporation for the fiscal year ending December 31, 2018 and to perform other appropriate audit related services.

A representative of KPMG Audit Plc (KPMG Audit), the Corporation's independent registered public accounting firm and auditor for the fiscal year ending December 31, 2017, is expected to be available by telephone at the Annual Meeting. KPMG Audit also served as the Corporation's independent registered public accounting firm for the 2016, 2015, 2014, 2013, 2012 and 2011 fiscal years. The available representative will have the opportunity to respond to questions and to make a statement if such representative desires to do so.

Although current law, rules, and regulations, as well as the charter of the Audit Committee, require the Audit Committee to engage, retain, and supervise the Corporation's independent registered public accounting firm, the Board considers the selection of such firm to be an important matter of stockholder concern and is

submitting the selection of KPMG LLP for ratification by stockholders as a matter of good corporate practice. In the event that our stockholders fail to ratify the selection, it will be considered a recommendation to the Board of Directors and the Audit Committee to consider the selection of a different firm. Even if the selection is ratified, the Audit Committee may in its discretion select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Corporation and our stockholders.

See also Audit Committee Report, Principal Accountant Fees and Services, and Audit Committee Pre-Approval Policies and Procedures below for additional information.

Change of Independent Public Accountants

As reported on the Corporation's current report on Form 8-K dated March 15, 2018, KPMG Audit, the Corporation's independent registered public accounting firm and auditor for the fiscal year ending December 31, 2017, informed the Audit committee that due to a reorganization of KPMG's U.K. operations, KPMG in the U.K. instigated an orderly wind down of the business of KPMG Audit and, in view of that, requested a transfer over to KPMG LLP of the audit services provided to the Corporation. Accordingly, in view of KPMG LLP's agreement to accept the audit role, KPMG Audit has confirmed that it will not be able to accept appointment (and thereby ratification by the Corporation's stockholders) as the Corporation's independent registered public accounting firm for the Corporation's 2018 fiscal year and to audit the financial statements of the Corporation for the fiscal year ending December 31, 2018. In view of this, the Audit Committee has approved the appointment of KPMG LLP to replace KPMG Audit as the Corporation's independent registered public accounting firm for the Corporation's 2018 fiscal year and to audit the Corporation's financial statements for the fiscal year ending December 31, 2018, and KPMG's appointment, is now being put to a stockholder ratification vote at the Corporation's 2018 annual meeting of stockholders.

In connection with this change, the Corporation confirms that the reports of KPMG Audit on the Corporation's financial statements for the fiscal years ended December 31, 2017 and 2016 did not contain any adverse opinion or disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope or accounting principle.

The audit reports of KPMG Audit on the effectiveness of the Corporation's internal control over financial reporting as of December 31, 2017 and 2016 also did not contain any adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty or audit scope.

Furthermore, in the Corporation's 2017 and 2016 fiscal years and the subsequent interim reporting periods through March 13, 2018 there were (i) no disagreements (as that term is defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions) between the Corporation and KPMG Audit on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, that, if not resolved to the satisfaction of KPMG Audit, would have caused KPMG Audit to make reference to the subject matter of the disagreement in connection with its reports on the Corporation's consolidated financial statements for such years or periods, and (ii) no reportable events (as that term is defined in Item 304(a)(1)(v) of Regulation S-K).

In connection with the transition from KPMG Audit over to KPMG LLP, the Corporation, as it is required to do, provided KPMG Audit with a copy of the Form 8-K dated March 15, 2018 (the Form 8-K) and requested that KPMG Audit provide the Corporation with a letter addressed to the Securities and Exchange Commission stating whether or not KPMG Audit agreed with the disclosures contained in the Form 8-K. A copy of KPMG Audit's letter, dated March 15, 2018, in which KPMG Audit confirmed that it agreed with the Corporation's disclosures, was attached as Exhibit 16.1 to the Form 8-K.

During the Corporation's two mostly recently-audited fiscal years that ended December 31, 2017 and 2016, and during the subsequent interim reporting periods through March 13, 2018, neither the Corporation nor anyone acting on its behalf consulted KPMG LLP regarding any matters identified within Items 304(a)(2)(i) or (ii) of Regulation S-K.

The Board of Directors recommends a vote FOR ratification of the appointment of KPMG LLP as the Corporation's independent registered public accounting firm for the fiscal year ending December 31, 2018

INFORMATION ABOUT THE EXECUTIVE OFFICERS

Dr. Philip J. Boon

Age: 58

Executive Officer since June 1, 2009

Dr. Boon was appointed as Chief Operating Officer effective November 2015. In this role, Dr. Boon has direct responsibility for the global Fuel Specialties business as well as an overseeing role with our global Personal Care and Oilfield Specialties businesses and has a key role in the strategic development of Innospec. Prior to this, Dr. Boon was the Executive Vice President, Business Operations from June 2009 and was responsible for all our businesses in Europe, Middle East and Africa (EMEA). Dr. Boon joined the company in 1997 and has held various senior management positions covering most operational aspects of the business. He has over 25 years international experience in the specialty chemicals industry and previously held positions with Ciba Geigy and FMC in the USA and Europe. He has a PhD in Chemistry from Leicester University.

Mr. Ian P. Cleminson

Age: 52

Executive Officer since July 3, 2006

Mr. Cleminson serves as Executive Vice President and Chief Financial Officer (CFO) to the Corporation, having joined it in February 2002. Prior to this appointment, Mr. Cleminson was Financial Controller for the Fuel Specialties and Performance Chemicals business units within the Corporation. He joined the Corporation from BASF plc where, between 1999 and 2002, he served as Financial Controller of their Superabsorbants division. Previously, he worked as an accountant in private practice since 1989.

Dr. Catherine Hessner

Age: 59

Executive Officer since August 12, 2003

Dr. Hessner serves as Senior Vice President, Human Resources (SVP, HR) of the Corporation, having joined it in March 2003. Prior to joining the Corporation, she served as European Human Resources Director for Nova Chemicals, a U.S. commodity chemicals company. From 1995 to 1999, Dr. Hessner served as European HR Director, based in the U.K., for Anheuser-Busch, the U.S. brewing Corporation and, prior to that, spent nine years with various divisions of Mars Incorporated in a variety of human resources and general business roles.

Dr. Ian M. McRobbie

Age: 69

Executive Officer since May 7, 2002

Dr. McRobbie serves as Senior Vice President, Research and Technology, having joined the Corporation in January 2002. Between 1989 and 2002 he was Technical Director of A H Marks and Company Limited, a privately owned U.K. chemical company operating in agrochemical and specialty chemical markets. Prior to this, he worked in senior research and manufacturing roles for Seal Sands Chemical Co. Limited (a wholly owned subsidiary of the Hexcel Corporation based in California) and BTP plc (now part of Clariant).

Mr. Brian R. Watt

Age: 59

Executive Officer since January 1, 2010

Mr. Watt was appointed Senior Vice President, Corporate Development and Investor Relations in August, 2017. Mr. Watt has significant experience in the chemicals industry and prior to joining the Corporation he held commercial positions in Shell, ICI, Avecia and Astra Zeneca. Mr. Watt joined the Corporation as Mergers and Acquisitions Manager in 2001 and latterly he held positions in both the Performance Chemicals and Fuel Specialties business units and was appointed as Vice President, Strategic Planning and Regulatory Affairs in 2010, before taking up his current role.

Mr. David B. Jones

Age: 49

Executive Officer since March 1, 2018

Mr. Jones was appointed Vice President, General Counsel, Chief Compliance Officer and Corporate Secretary on March 1, 2018. Before joining the Corporation, Mr. Jones served as Vice President, Deputy General Counsel of West Corporation, and Chief Counsel of Lennox International, and prior to that he was a Partner with DLA Piper LLP. Mr. Jones is a Certified Public Accountant and was in private practice with Ernst & Young and PwC prior to commencement of his legal career.

Mr. David E. Williams

Age: 65

Executive Officer from September 17, 2009 to February 28, 2018

Mr. D. Williams retired with effect from 28 February 2018. Mr. D. Williams was appointed as Vice President, General Counsel and Chief Compliance Officer in September 2009. In December 2011, Mr. D. Williams was also appointed as Corporate Secretary. Before joining the Corporation, Mr. D. Williams worked as an attorney with MarkWest Energy Partners, LP, in Denver where he was responsible for commercial and regulatory legal matters. He has over thirty years experience as an attorney, covering a broad range of legal matters. Mr. D. Williams has a law degree from the University of Louisville, Brandeis School of Law, and an undergraduate degree in Management from Park University.

Family Relationships

There are no family relationships between any of the persons referred to in the sections INFORMATION ABOUT THE BOARD OF DIRECTORS OR INFORMATION ABOUT THE EXECUTIVE OFFICERS above.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The following Compensation Discussion and Analysis is designed to explain the executive compensation philosophy and programs and describes the material elements of compensation for 2017 for the individuals listed in the Summary Compensation Table as our NEOs. The tables following the Compensation Discussion and Analysis contain specific information on the compensation awarded to or earned by the NEOs in 2017.

At the 2017 Annual Meeting of Stockholders, the Corporation conducted a non-binding advisory vote on its executive compensation. At that meeting, approximately 99% of the stock present and entitled to vote on the proposal voted to Approve executive compensation. The Compensation Committee takes the outcome of the vote into consideration when reviewing its executive compensation programs and as the advisory vote approved the compensation, no changes or modifications to the executive compensation programs or to the compensation of any of the NEOs have been made as a result of the advisory vote, although the Compensation Committee has made certain modifications and refinements as part of its regular review process, as discussed herein.

Compensation Philosophy and Overall Objectives

The compensation philosophy of the Corporation is to link executive compensation to continuous improvement in corporate performance and increases in stockholder value, while at the same time to allow the Corporation to attract and retain the executive talent required to successfully manage our business. The overall compensation program is designed to motivate our employees to achieve business objectives and maximize their long-term commitment to our success. The Corporation aims to achieve this by providing compensation elements that align Executive Officers interests with stockholder value and achievement of our long-term strategies within the framework of our overall principles of good corporate governance.

The goals of the Corporation's executive compensation programs are to:

- 🌑 Establish pay levels that are necessary to attract and retain highly qualified executive officers in light of the overall competitiveness of the market for high quality executive talent and the Corporation's unique business profile;
- 🌑 Recognize superior individual performance, new responsibilities and new positions within the Corporation;
- 🌑 Balance short-term and long-term compensation to complement the Corporation's annual and long-term business objectives and strategy and to encourage executive performance in the fulfillment of those objectives and strategy;

Edgar Filing: INNOSPEC INC. - Form DEF 14A

🌑 Provide variable compensation opportunities linked to the Corporation s performance;

🌑 Encourage ownership of the Corporation s stock by Executive Officers;

🌑 Align Executive Officer compensation with the interests of stockholders; and

🌑 Reward achievement of exceptional performance.

The Corporation regularly reviews its executive compensation programs to ensure that each component is competitive, and provides a balance between fixed elements of pay and performance related elements. No element of compensation is driven by tax, accounting or regulatory considerations. Further information on each of the key components of compensation is given below.

Role of the Compensation Committee and the Compensation Consultant

The Compensation Committee of the Board of Directors oversees the Corporation's compensation programs and practices for NEOs and other key Executive Officers and Directors. The Compensation Committee reviews and approves compensation for our Executive Officers, including salary, incentive programs, stock-based awards and compensation, retirement plans, perquisites and supplemental benefits, employment agreements, severance arrangements, change in control arrangements and other executive compensation matters. Advice to the Compensation Committee is provided by Mr. Dion Read, an independent compensation consultant, who has significant experience in executive compensation, having worked for Hay Group and Watson Wyatt (now Willis Towers Watson) in this area. Mr. Read was retained by the Compensation Committee and meets with the Committee at least annually and provides advice at other times as the Compensation Committee deems appropriate. Any other work undertaken by Mr. Read for the Corporation must be approved by the Compensation Committee. In 2017, Mr. Read did not perform any additional work for the Corporation. The Compensation Committee has conducted an assessment of the independence of Mr. Read and has determined that he does not have any conflict of interest.

The Compensation Committee reviews and approves the compensation structure for our Non-Employee Directors (NEDs) bi-annually, including retainers, fees, stock-based awards and other compensation and expense items. This review is discussed under the Director Compensation section of this Proxy Statement.

The processes and procedures for the Compensation Committee oversight of compensation programs are discussed in the Corporate Governance section of this Proxy Statement.

Role of the Chief Executive Officer and Other Executive Officers

The CEO attends Compensation Committee meetings by invitation only and does not attend Compensation Committee meetings when his compensation is being determined. Each year, the CEO, at the request of the Compensation Committee, provides his assessment of the performance of the other Executive Officers, including their achievement of individual objectives and contribution to the overall business performance. He then recommends adjustments to base salary, if appropriate.

The Compensation Committee then reviews all elements of compensation for the Executive Officers, taking into account the recommendations of the CEO, as well as market data and information from the Senior Vice President, Human Resources (SVP, HR). The Compensation Committee also reviews all elements of compensation for the CEO and evaluates the CEO's performance in light of those goals, taking into account the Chairman of the Committee's review and assessment of the performance of the CEO, overall business performance and results, competitive market data and other relevant information provided by the SVP, HR. The Compensation Committee reviews, discusses and determines the CEO's compensation package without him being present. The Compensation Committee makes decisions relating to the compensation of the Executive Officers, including the CEO, which it recommends to the full Board of Directors for approval.

The SVP, HR assists the Compensation Committee, serving as the Compensation Committee's Secretary and provides information on compensation as requested by the Compensation Committee.

Competitive Market

The Compensation Committee reviews nationally recognized compensation survey data provided by Willis Towers Watson to compare the Corporation's compensation practice with the external market. In 2017, for the Executive Officers based in the U.S., Willis Towers Watson U.S. data for similar sized roles in organizations with over \$1 billion revenue was used. These are standard Willis Towers Watson data sets and were not customized prior to use. In addition, the Compensation Committee also uses a Chemical Industry Peer Group as an additional reference point for the CEO compensation. The companies included in the peer group were selected by the Compensation Committee based on a number of factors, including company size, products and level of global operations. Compensation data for these companies is collected from their proxy statements and analyzed by the Compensation Committee. The peer group of twelve companies for 2017 was:

Albemarle	Cambrex	Stepan
American Vanguard	Chemtura	Polyone
NewMarket	Ferro	Cabot
Ashland	HB Fuller	Innophos

Due to completed acquisition activity during 2017, Chemtura Corporation was removed from the peer group during 2017 and will not be included for 2018.

In 2017, for U.K. based Executive Officers, Willis Towers Watson U.K. data for similar sized roles in organizations with over \$1 billion revenue was used. All executive jobs are assessed and graded by Mr. Read, in his capacity as the compensation consultant using the Willis Towers Watson Global Grading methodology. Job sizes are then matched into the data to ensure that comparisons are made at the appropriate level. Following the acquisition of the European Differentiated Surfactants (EDS) business from Huntsman Corporation (Huntsman) in the last quarter of 2016, the Compensation Committee asked Mr. Read to conduct a full assessment of the executive job sizes to ensure they reflected the significant increase in the size and complexity of the business. As a result, a number of roles were re-graded and the new grades were applied for 2017 onwards.

References to market data in this Compensation Discussion and Analysis, unless otherwise noted, are to these foregoing sources.

Elements of Compensation

The material elements of compensation for the Corporation's NEOs are:

🌑 base salary;

🌑 short-term incentive;

🌑 long-term incentive; and

🌑 other benefits (including retirement and supplemental plans, severance, change-of-control and employment agreements and perquisites).

These elements are explained and discussed in separate sections below. The Compensation Committee seeks to achieve an appropriate balance between fixed and variable compensation elements in line with our policy to link a significant proportion of compensation to performance. For Executive Officers the target is that at least 50% of total compensation should be delivered through variable compensation comprising a mix of long and short-term incentives and cash and non-cash compensation. The Compensation Committee has formally reviewed the allocation of compensation between the different elements using market knowledge and input from its advisors and is satisfied that the balance is appropriate and generally in line with market practice. In 2017 over 50% of overall compensation for the CEO and other NEOs was delivered through variable compensation.

Annual Cash Compensation

Base Salary

A base salary is provided to our Executive Officers. The level of base salary is reviewed on an annual basis and is adjusted, if appropriate, to recognize the scope and complexity of a role, market data and individual performance. The Compensation Committee targets base salary at the median (50th percentile) of the survey group but considers other factors including individual experience and expertise, overall performance, internal pay equity and contribution to the Corporation. We believe that this methodology enables us to remain competitive as an employer in our markets without incurring unnecessary costs. In the case of Mr. P. Williams, the Compensation Committee views Mr. P. Williams as key to the Corporation's continued success, given his unique skills and experience and therefore determined that it was appropriate to benchmark his position between the median and upper quartile of the relevant market.

2017 Salary Increases

Following the re-grading of roles as a result of the acquisition of the Huntsman EDS business at the end of 2016, the survey data for 2017 indicated base salaries were generally around 10% to 15% below the market apart from in a small number of cases. As a result the 2017 base salary level increases for the NEOs, excluding the CEO, were on average 8.0%. Mr. P. Williams' base salary was increased by 5.0% to \$1,008,000 which was within 10% of the average base salary for CEOs in the peer group of companies and broadly in line with the upper quartile of the U.S. survey group.

Following the 2017 increases, base salaries for the NEOs were all within a 15% range of the market median data, which, based on the advice of their compensation advisor, the Compensation Committee believes is an appropriate salary range, given the experience of the NEOs.

Annual Incentives

The Corporation's Management Incentive Compensation Plan (MICP) is a short-term incentive plan which provides for cash payments which are driven by annual performance. Payments are based on achievement against pre-determined financial goals set by the Board each year. Targets are set for corporate performance and business unit performance (where appropriate) and for personal performance against objectives. All payments under the MICP are subject to an overall corporate performance threshold of 90% of the agreed target for the year: if this is not achieved, no payments under the MICP are made to any individual, regardless of personal and business unit performance.

Further, where an individual's payment under the MICP includes a financial measure for a business unit, the business unit must also achieve a minimum of 90% of the target or the individual will not receive any MICP bonus for that year for that element, irrespective of overall corporate and personal performance.

The MICP incentive payment opportunity and split between corporate and personal objectives are shown in the following table:

	Proportion of MICP bonus at target split:		Target MICP Bonus as % of salary	Maximum MICP Bonus as % of salary
	Corporate/ Business Performance	Personal objectives		
CEO	80% of target bonus	20% of target bonus	75%	172.5%
Senior Executive Officers	80% of target bonus	20% of target bonus	50%	115%

The Compensation Committee reviews the allocation between business and personal performance each year to ensure it is appropriate.

The performance measures are established by the Compensation Committee and reviewed by them each year to ensure they remain appropriate and focus on delivery of high performance while recognizing the economic and business challenges the Corporation faces. In 2017, the Compensation Committee determined that the appropriate measures were corporate operating income before restructuring, which is a measure of earnings, and corporate free cash flow, which is seen as a measure of working capital management. The metrics are set at the start of the year and approved by the Compensation Committee. Corporate operating income before restructuring is operating income adjusted to exclude certain one-time/nonrecurring restructuring costs such as severance payments from the calculations, because they are not reflective of our underlying operations for the particular period in which they are recorded and, therefore, mask our underlying operating trends. Corporate free cash flow represents corporate operating cash flow after capital expenditure and before the cash effect of restructuring. These one-time/nonrecurring items are approved by the Compensation Committee. Corporate operating income before restructuring and corporate free cash flow are non-GAAP measures. In addition, the Compensation Committee determines whether the performance measures for any NEO should also include operating income and operating cash flow for the relevant individual businesses, based on the NEO's specific role and responsibilities. This determination is made at the start of the year. These measures were chosen as they are designed to align the NEOs with the balanced objectives of increasing earnings and improving cash flow through working capital management, which the Compensation Committee believes are key to the success of the Corporation. Personal objectives are specific to the particular business unit(s) or function within which the Executive Officer operates. In addition to the personal element shown above, if an individual's overall performance assessment for the year is below satisfactory then no MICP bonus is paid at all.

The levels of MICP target bonus are reviewed periodically and are targeted at the median level against the market. The target and maximum bonus percentages for the CEO are within 20% of the average levels for CEOs in the peer group of companies and the median levels in the U.S. survey group, which the Compensation Committee believes to be appropriate.

Maximum incentive payments under the MICP are awarded when the Corporation or, where relevant, an individual business unit exceeds its target performance measures by 30%.

No awards are made under the MICP scheme until the annual business results have been audited by the independent registered public accounting firm and approved by both the Audit Committee of the Board and the full Board.

In 2017, for all NEOs, MICP incentive payments were based on achievement of targets set for corporate operating income and consolidated operating cash flow. In the case of Dr. Boon, in addition to corporate targets, a proportion of his MICP incentive payment was based on achievement of targets set for operating cash flow for the global Fuel Specialties business unit and the achievement of targets set for the operating income for the regional Fuel Specialties businesses, with a proportion based on the operating income for both the global Performance Chemicals business unit and the global Oilfield Services business unit.

The consolidated financial performance targets set for annual MICP incentive payments purposes and the actual level achieved for the Corporation as a whole in 2017 were as follows:

Financial Performance	Actual Achieved for	Achievement as
Measure	MICP Bonus Purposes	% of Target
Corporate Operating Income (before restructuring)	\$103.42 million	130%
Corporate Free Cash Flow	\$26.391 million	276%

As a result MICP bonus levels for that part of the overall MICP incentive payment based on consolidated operating income were paid at 250% of the target MICP bonus levels and at 250% of the target level for that part of the overall MICP bonus based on consolidated operating cash flow.

In 2017 the Fuel Specialties global business unit achieved 106% of the target set for operating income and the regional businesses achieved 109%, 93% and 102% of the targets set for operating income. As a result, in the case of Dr. Boon, MICP bonus levels for those parts of his overall MICP bonus based on operating income for the global business was paid at 130% of the target level and the relevant regional Fuel Specialties businesses unit were paid at 145%, 65% and 110% of the target levels, respectively. The Performance Chemicals business unit achieved 121% of the target set for operating income, and the Oilfield Services business achieved 385% of the target set for operating income. As a result, MICP bonus levels for those parts of Dr. Boon's overall MICP bonus based on operating income for the Performance Chemicals business unit and the Oilfield Services business unit were paid at 205% and 250% of the target levels, respectively.

In assessing the individual performance on personal objectives for each NEO, the Compensation Committee uses the following process.

Annual personal objectives for each NEO are established by the Compensation Committee at the start of the financial year. These objectives are also designed to focus on delivery of high performance and take into account the economic and business challenges the Corporation faces. The Compensation Committee annually reviews the scoring mechanism for the personal objectives to ensure it rewards performance appropriately. Each objective is weighted to give a maximum potential score in total of 50. A good performance on the personal objectives is defined as achieving an overall score at the end of the year of 36 to 40 and earns the target level for the 20% based on personal objectives. Achievement of the maximum score would represent exceptional performance against the personal objectives and increases the 20% of the overall target MICP bonus based on personal objectives by a factor of 50%. The relationship between score on personal objectives and the amount of MICP bonus earned for personal performance is shown below:

Marks out of 50	% of the 20% of MICP bonus based on personal objectives earned
46 - 50	150
41 - 45	125
36 - 40	100
31 - 35	50
26 - 30	25
25 or less	0

At the end of the year, as part of the annual performance review process, the performance against each objective is reviewed and marked against the weighting set at the start of the year giving a total score out of 50. In the case of the CEO, this assessment is done by the Chairman of the Compensation Committee and the resultant score and assessment for each objective is reviewed and approved by the Compensation Committee as a whole prior to review and approval by the full Board. In the case of the other NEOs, the assessment is done by the CEO, who reviews the objectives and proposes a mark for each objective against the weighting set at the start of the year giving a total score out of 50. This, together with the underlying rationale, is reviewed and approved by the Compensation Committee prior to review and approval by the full Board.

Edgar Filing: INNOSPEC INC. - Form DEF 14A

The following table summarizes the incentive payments made under the MICP for 2017 performance for each of the NEOs, including selected relevant information about their performances:

Executive	Annual Incentive MICP Target MICP Incentive Payment as % of Base Salary	Assessment of Personal Objectives	Achieved MICP Incentive Payment as % of Base Salary	MICP Incentive Award
Mr. Patrick S. Williams				
President and Chief Executive Officer	75%	47	172.5%	\$ 1,738,800
Mr. Ian P. Cleminson				
Executive Vice President and Chief Financial Officer	50%	48	115.0%	\$ 373,004
Dr. Philip J. Boon				
Chief Operating Officer	50%	46	83.16%	\$ 295,240
Mr. Brian R. Watt				
Senior Vice President, Corporate Development and Investor Relations	50%	47	115.0%	\$ 298,810
Dr. Ian M. McRobbie				
Senior Vice President, Research and Technology	50%	47	115.0%	\$ 274,287

The scoring for the personal objectives includes consideration of the following factors:

Mr. P. Williams led the development and implementation of a growth strategy for the Corporation, including regional expansion and development of new products and market segments. In particular, Mr. P. Williams led the successful integration of the EDS business from Huntsman, following the completion of this acquisition at the end of 2016. He has also driven the development of a new strategy and focus for the Performance Chemicals business to maximize the return of the investment in this business following the acquisition of the EDS business. In addition, Mr. P. Williams has provided strong leadership to the Oilfield Specialties business and spearheaded the drive to improve operating performance in this business. He has also driven the development of robust succession plans for the key leadership roles in the Corporation. The Corporation has also exceeded the target set for safety across the Corporation, with the lost time accident rate across the whole Corporation less than that of the industry average in the year. Based on his personal performance and the overall strong results of the Corporation in a difficult economic and competitive environment, the Board approved the Compensation Committee's recommendations for Mr. P. Williams to be awarded a bonus of \$1,738,800.

Mr. Cleminson has led the financial integration of the EDS acquisition, including the establishment of a new Finance organization and the development and implementation of a new computer system to support the business. In addition, he has led the on-going evolution and enhancement of our banking relationships and played a key role in the continued development of our Investor Relations strategy. He has also played an important role in the continued development of our organization wide computer system and had a key role in the continued development and management of our Compliance program.

Dr. Boon delivered good business results in operating income for the Fuel Specialties business in a very competitive global market. In addition, he has led the work on development of a new legal entity in China to support the growth strategy of the Corporation. He has also managed a detailed review of the Fuel Specialties business in the Americas and implemented a number of organization changes to improve efficiency and focus in order to position the business for future growth. He has also led the identification and delivery of a number of significant new commercial opportunities in very competitive markets.

Mr. Watt has taken a lead role on the integration of the EDS business, working across all functions to ensure a smooth transition. He has also worked closely with the Performance Chemicals business to develop the strategy

for key market segments for the combined business following the acquisition. In addition, Mr. Watt, together with Dr. Boon, has led the work on the development of a new strategy for the Fuel Specialties business to take account of the potential impact of new legislation on the market for diesel fuel. He also assumed responsibility for Corporate Development in addition to his responsibilities for strategic planning and Investor Relations.

Dr. McRobbie has continued to lead the development and commercialization of new products in both Performance Chemicals and Fuel Specialties. In particular, he has spearheaded the development of a new product strategy for the EDS business, including identification of new technologies and applications for key market segments. He has continued to drive the development of the new product strategy for the Oilfield Specialities businesses and the work to increase the Corporation's manufacturing capability for key products. He also led a number of major joint research projects with a number of key strategic commercial partners.

A provision exists which allows for potential claw-back of bonuses already paid to all Executive Officers if, at some point in the future, it is identified that the audited annual financial results need to be materially restated.

Co-Investment Plan

To support the alignment of stockholder and Executive Officer interests, the Co-Investment Plan was introduced by the Corporation in 2004 and reviewed by the Compensation Committee in 2011. The Co-Investment Plan expired in May 2014 and, after careful consideration, the Compensation Committee determined that, given the level of stock holding of each of the Executive Officers, it was not necessary to implement a new Co-Investment Plan at this time. Accordingly, there were no Co-Investment Plan participants in 2015, 2016 or 2017.

Under the terms of the Co-Investment Plan an Executive Officer, who was required to participate in the plan for any year, was allowed to invest a portion of the MICP annual incentive payment (paid in accordance with the targets above) to acquire stock in the Corporation and receive an award of matching stock as described below. If the participating Executive Officer received an MICP incentive payment for exceeding his targets, then he had to use at least one-third of the MICP incentive payment which is in excess of the MICP target payment to purchase stock, which was matched as follows:

Bonus payment	Compulsory amount	Voluntary amount	Match
Up to MICP target bonus level	None	Maximum 50% of payment	1 matching share for every 2 shares purchased
Above MICP target bonus level	One third of any MICP bonus payment above the target level	Up to maximum of 100% of any MICP bonus payment above the target bonus level	1 matching share for every share purchased

Participants in the Co-Investment Plan must generally remain employed for three years and continue to hold the stock purchased under this Co-Investment Plan in order to receive the matching stock. In 2014, Mr. B Watt was the only NEO who chose to participate in the Co-Investment Plan and as a result, and having satisfied the requirements above, he received the matching stock relating to his 2014 participation in 2017. As at the end of 2017, there are no more matching shares outstanding under this Plan.

Long-Term Incentives

The Compensation Committee believes that equity based long-term incentive awards are an important element of the overall compensation for the Corporation's Executive Officers. They are designed to give a focus on achievement of long-term performance goals that help create long-term value for stockholders, act as long-term retention incentives for executives and, through the ownership of common stock of the Corporation, encourage long-term strategic decision making that is aligned with the interests of stockholders.

Long-Term Incentive Plans

The Corporation operates two equity-based incentive plans in which the NEOs participate, the CSOP and the PRSOP, both of which provide for options exercisable for common stock as well as stock equivalent units (SEUs) which are payable in cash based on stock price. The terms and features of the CSOP and PRSOP are described below.

The CSOP and the PRSOP both expire in May 2018. As set forth in Proposal 3 - Approval of Innospec Inc. 2018 Omnibus Long-Term Incentive Plan , the Board of Directors has approved for submission to the Stockholders the Innospec Inc. 2018 Omnibus Long-Term Incentive Plan, for approval at the 2018 Annual Meeting of Stockholders.

Company Stock Option Plan (CSOP)

Under the CSOP, options are granted at market value and become exercisable after three years, with all options vesting at the end of the three-year period. All options have a ten-year term. Options are granted within twenty days after the public announcement of the Corporation s annual financial results or similar information. Except in certain circumstances participants must remain in employment with the Corporation in order to be able to exercise their options. The exceptions to this include death, injury, ill-health or disability, redundancy and the transfer of the part of the business within which the option holder works. In these cases, under the rules of the CSOP, options vest and the holder has a twelve month period within which to exercise the options.

In the event of a change of control of the Corporation, under the rules of the CSOP, all options become immediately exercisable.

Performance Related Stock Option Plan (PRSOP)

Under the PRSOP, options are granted at no cost and become exercisable normally after three years, provided that specified performance criteria are achieved. All options have a ten-year term. However, if an option is granted to a participant who is, or would otherwise be, subject to Section 409A of the Code, with an exercise price less than the fair market value of the shares on the date of grant, it must be exercised (if at all) no later than March 15 of the calendar year immediately following the calendar year in which it is first capable of exercise under the Plan. The performance criteria that are set are designed to be stretch targets which focus on delivery of high performance and enhancing stockholder value, while recognizing the economic and business challenges the Corporation faces. The performance criteria are regularly reviewed to ensure that they remain relevant and stretching. The criteria for awards made in 2017 are based on relative performance of total stockholder return versus the Russell 2000 index, measured over a three-year period starting with the financial year of the date of grant, the growth in sales revenue for the Corporation, excluding the Octane Additives business and the growth in earnings per share, excluding the Octane Additives business. The Compensation Committee determined that, given the expected continued decline in the Octane Additives business, these measures would provide the appropriate focus on the continued growth of the Corporation together with delivering stockholder value. The following levels of growth must be achieved before awards vest:

Relative performance of Total Shareholder Return (TSR) vs Russell 2000 index	Proportion of the 35% allocated to TSR vesting
110%	100%
100%	90%
90%	80%
80%	70%
70%	60%
Less than 70%	0 (nil)

Growth in Revenue excluding Octane Additives in 2019 vs 2017 budget	Proportion of 30% allocated to growth in Revenue vesting
Total growth vs 2017 budget 8%	100%
Total growth vs 2017 budget 6%	60%
Total growth vs 2017 budget 4%	20%
Less than 4%	0 (nil)

Growth in Earnings per Share (EPS) excluding Octane Additives in 2019 vs 2017 budget	Proportion of 35% allocated to growth in EPS vesting
Total growth vs 2017 budget 3%	100%
Total growth vs 2017 budget 2%	60%
Total growth vs 2017 budget 1%	20%
Less than 1%	0 (nil)

Awards vest on a straight line basis between each threshold. For example, a total growth in EPS of 2.5% vs the 2017 budget would result in 80% of the options vesting.

The grants are issued on a date set by the Compensation Committee each year. This is usually after the public announcement of the annual financial results. The Compensation Committee determines the grant date to be used in advance and the stock price used is typically the closing stock price at the end of the day prior to the agreed grant date.

If participants cease to be employed with the Corporation prior to the end of the vesting period awards will lapse unless the Compensation Committee determines otherwise.

In the event of a change of control of the Corporation, under the rules of the PRSOP, all options become immediately exercisable.

Stock Equivalent Units (SEUs)

Equity based awards, payable in cash, are made in the form of SEUs. SEUs are granted separately under either or both of the CSOP and PRSOP. The SEUs may be exercised separately from options that have been granted under the corresponding plan and such SEU exercise has no impact on those options. Two types of SEU awards have been made under these plans.

1. SEUs granted at market value under the CSOP. These can be exercised after three years and expire ten years after grant.
2. SEUs granted at no cost under the PRSOP. These can be exercised after three years, provided that specific performance criteria are met, and expire ten years after grant. However, if SEUs are granted to a participant who is or would otherwise be subject to Section 409A of the Internal Revenue Code, with an exercise price less than the fair market value of the shares on the date of grant, it must be exercised (if at all) no later than March 15 of the calendar year immediately following the calendar year in which it is first capable of exercise under the PRSOP. The performance criteria are set at the time of grant by the Compensation Committee and are designed to be stretch targets which focus on delivery of high performance and enhancing stockholder value. The criteria for awards made in 2017 were the same criteria as were used for the PRSOP stock option awards and are disclosed under the section on PRSOP.

Edgar Filing: INNOSPEC INC. - Form DEF 14A

The performance criteria set in any one year are normally used for both SEU awards and any stock option awards under the PRSOP.

The value of the SEU once vested will be equal to the closing stock price of the Corporation on the date it is cashed. The grants of SEUs are issued on a date set by the Compensation Committee each year. This is usually after the public announcement of the annual financial results. The Committee determines the grant date to be used in advance and the stock price used is typically the closing stock price at the end of the day prior to the agreed grant date.

If participants cease to be employed with the Corporation prior to the end of the vesting period, the SEUs will lapse unless the Compensation Committee determines otherwise.

The SEUs together with the options granted under the CSOP and PRSOP are intended to deliver an overall long-term incentive award in line with the grant policy as detailed below.

Grant Policy

In setting the policy for these plans, the Compensation Committee considers market median practice in both the U.S. and the U.K., given the number of executives who are based in the U.K. The review and analysis of market practice in 2017 indicated that the grant policy was below market levels for both the CEO and Executive Officers, including the NEOs. The Compensation Committee determined, after taking input from their compensation consultant, that based on the market data it was appropriate to increase the grant policy for both the CEO and Executive Officers, including the NEOs. As a result the target amount for grants of PRSOPs and zero priced SEUs as a percentage of base salary increased from 90% to 220% for the CEO and from 55% to 90% for the Executive Officers. The revised grant policy therefore provides for target amounts as follows:

	Grants of CSOPs and SEUs at	Grants of PRSOPs and zero priced SEUs as % of base salary
	market price as % of base salary	
Chief Executive Officer	30%	220%
Executive Officers	20%	90%

The Compensation Committee determines the actual levels of grant utilizing the following matrices taking account of personal performance where:

Rating 1	=	Outstanding performance	-	150% of policy is granted
Rating 2	=	Exceeding expectations	-	125% of policy is granted
Rating 3	=	Good performance	-	100% of policy is granted
Rating 4 or 5	=	Below Expectations	-	No grant is made

The personal rating impacts the amount of actual grant awarded as follows:

Chief Executive Officer			Executive Officers		
Performance rating	Grants of CSOPs and market price SEUs as % of base salary	Grants of PRSOPs and zero priced SEUs as % of base salary	Performance rating	Grants of CSOPs and market price SEUs as % of base salary	Grants of PRSOPs and zero priced SEUs as % of base salary
1	45	330	1	30	135
2	37.5	275	2	25	112.5
3	30	220	3	20	90
4	0	0	4	0	0
5	0	0	5	0	0

The performance of the Executive Officers, other than the CEO, is assessed by the CEO and the Compensation Committee. The CEO recommends a rating to the Compensation Committee. The Compensation Committee reviews these and separately assesses the performance of the CEO and makes a final recommendation on performance ratings for all Executive Officers to the full Board for approval. This provides for a rigorous performance-related grant policy, in addition to the performance elements of the grants themselves.

In 2017, Mr. P. Williams was rated as 1 for his 2016 performance and as such was eligible for long-term incentive awards at 150% of the policy levels for this role. In the case of the other NEOs, based on the assessment of their individual performance as approved by the Compensation Committee, Mr. Cleminson, Dr. Boon, Dr. McRobbie and Mr. Watt were eligible for awards at 150% of the policy level.

As previously disclosed, from 2012, 75% of the awards due under the policy will be made in the form of option grants under the CSOP and PRSOP plans, with the remaining 25% made in the form of SEUs. The Compensation Committee have also determined that in order to help manage option utilization rates and burn rates, the level of option grants in any one year should be restricted to a burn rate of no more than 1% of the Corporation's stock outstanding with the balance of long-term incentives provided for under the policy bridged using SEUs. In 2017, the level of option grants under the policy was less than 1% of the Corporation's stock outstanding.

Exceptional Stock Option Awards

The Compensation Committee also has the discretion to grant options or SEUs under the CSOP or PRSOP outside of the stated policy to reflect extraordinary corporate performance. In addition, the Compensation Committee has the discretion to grant options or SEUs under the CSOP or PRSOP outside of the standard policy levels and annual grant process for retention or recruitment purposes. In 2017, following the review of the grant policy, which identified that this had been below market levels, the Compensation Committee recommended that an additional award under the PRSOP plan should be made to the CEO and each of the NEOs in order to recognize that the long-term incentive awards in previous years had been below market and to act as a retention tool. This was approved by the Board and Mr. P. Williams was awarded 25,000 SEUs at zero exercise price under the PRSOP plan, and Mr. Cleminson, Dr. Boon, Mr. Watt and Dr. McRobbie were each awarded 3,000 SEUs at zero price under the PRSOP plan. In each case, the SEUs will vest after two years, subject to the participant still being employed by the Corporation and not under notice of termination of employment on the vesting date and assessed as achieving a good performance in each year from grant date to vesting date.

Additional Long-Term Incentive Plan

The acquisition of the Huntsman EDS business at the end of 2016 represents a major step in the development of the Corporation. At the same time, the Board have recognized the importance of both robust succession planning for the executive officers over the next 3-5 years and retaining the current team during this period. As a result, the Compensation Committee recommended an additional long-term incentive plan designed to focus key executives on delivering a return on the investment on the acquisition, by its successful integration and on the sustained growth of the larger business and, for the senior executives, delivering on the agreed succession plans for the key roles. The new plan was approved by the Board in February 2018. The plan covers a three-year period that commences in January 2018 and will end on December 31, 2020. Under this plan, a cash incentive award will be payable to eligible participants based on achievement of specified performance measures. There are two levels to the plan, Level A and Level B. The performance measures and weightings for Level A participants are:

🌑 40% weighting on the achievement of a stretch Earnings per Share (EPS) target for 2020, excluding the Octane Additives business, which would deliver an increase in EPS of over 40%, excluding the Octane Additives business versus the 2017 achieved level

🌑 40% weighting on delivery of the earnings before tax in the acquisition business plan for the EDS acquisition.

🌑 20% weighting on the delivery of the agreed succession plans and associated actions for key roles, as approved by the Board, by end 2020.

The performance measures for Level B participants are the same as for Level A participants excluding the measure relating to delivery of succession plans for key roles. In the case of Level B participants, there are three alternative weighting options for the performance measure as follows:

Performance Measure	Weightings Option 1	Weightings Option 2	Weightings Option 3
Achievement of stretch EPS target	70%	50%	30%
Achievement of earnings before tax target in EDS acquisition business plan	30%	50%	70%

The weighting option for a Level B participant is determined based on their role and responsibilities.

The following levels of each performance measures have to be achieved before awards could vest:

% of Stretch EPS Target, excluding TEL for 2020	% of potential pay-out for EPS measure
100%	100%
95%	80%
90%	60%
Below 90%	0

% of target EBIT for the EDS acquisitions achieved in 2020	% of potential pay-out for acquisition measure
110%	100%
100%	80%
90%	60%
Below 90%	0

Achievement of agreed succession plan measures assessed by Compensation Committee and scored out of 20	% of Potential Pay-out for Succession Plan Measure
20	100%
19	95%
18	90%
17	85%
16	80%

Edgar Filing: INNOSPEC INC. - Form DEF 14A

15	75%
Less than 15	0

50

Any pay-out for the earnings before tax measure for the EDS acquisition is subject to an overall floor set at 75% of the cumulative target earnings before tax over the three years of the plan i.e. 2018, 2019 and 2020. If the cumulative target earnings before tax is less than this floor, then no pay-out will be made for this element, regardless of the actual earnings before tax achieved for 2020.

The maximum aggregate amount payable under the plan during the three-year life of the plan is \$15 million. The amount was set at a level which would be an incentive for participants and, by incorporating EPS as a measure, would deliver value to stockholders. Participants have to be still in employment with the Corporation at the end of the period in the same or similar role and must have achieved a minimum of a 3 (Good Performer) performance rating in each year of the plan in order to be eligible to receive any payment under this plan. In exceptional circumstances, the Compensation Committee can, at its absolute discretion, award some or all of any potential payment to a participant who leaves the Corporation prior to the end of the performance period if they leave due to injury, disability, ill-health or death. Eligibility for participation in the plan was at the discretion of the Compensation Committee subject to approval by the Board. Mr. P. Williams, Mr. Cleminson, Dr. Boon, Dr. McRobbie and Mr. Watt are all eligible to participate in the Plan as Level A participants.

There are six categories of participation for Level A participants and five categories for Level B participants. The maximum incentive award for each participant at each category is as follows:

Level A	Maximum Incentive Award Payable	Total number of participants at each level
Category 1	\$4,175,000	1
Category 2	\$1,350,000	1
Category 3	\$1,250,000	1
Category 4	\$800,000	2
Category 5	\$750,000	1
Category 6	\$550,000	2

Level B	Maximum Incentive Award Payable	Total number of participants at each level
Category 1	\$500,000	3
Category 2	\$300,000	2
Category 3	\$275,000	3
Category 4	\$250,000	1
Category 5	\$200,000	8

In the case of the NEOs, the Compensation Committee determined that Mr. P. Williams was eligible to participate in the Plan at Level A-Category 1, Dr. Boon was eligible to participate in the plan at Level A-Category 2, Mr. Cleminson at Level A-Category 3, Mr. Watt at Level A-Category 4 and Dr. McRobbie at Level A-Category 6

In the event of a change of control of the Corporation, the targets for the measures in additional long-term incentive plan will be deemed to have been fully achieved and participants will receive the maximum incentive award payable as detailed above.

A provision exists which allows for potential claw-back of any payment made under the additional long-term incentive plan to any participant if, within 2 years of any payment made, it is identified that the audited annual financial results need to be materially restated. The additional long-term incentive plan also provides for the potential claw-back of any payment made under such plan to an individual participant if, within 2

years of any payment, the actions of such participant bring the Company into disrepute, as determined by the Compensation Committee, regardless of whether the participant is still employed by the Company or not in that period.

Stock Ownership Guidelines

To further align stockholder and Executive Officer interests, the Corporation has adopted a minimum stockholding requirement for the Executive Officers. The Compensation Committee reviewed this policy in 2014 and benchmarked it against their stated comparator group. As a result, the policy was revised to increase the stock holding requirements for the Executive Officers. With effect from January 1, 2015 the CEO is required to acquire and hold stock valued at the equivalent of four times his base salary and all other Executive Officers are required to acquire and hold stock valued at the equivalent of two times their base salary. Only stock which is registered in the Executive Officer's name or held beneficially in street name on behalf of such Executive Officer are taken into account for these purposes. Unvested equity awards are not taken into account. At the end of 2017, the stockholding of the CEO equated to 11.1 times his year end salary using the average stock price during 2017 of \$64.41. The stockholding of each of the other NEOs was also greater than 200% of their year-end salary using the same average stock price for 2017. With effect from January 1, 2015 the Compensation Committee determined that there should also be a similar minimum stockholding requirement for the NEDs. From January 1, 2015, all NEDs are required to acquire and hold stock valued at the equivalent of two times their annual retainer. At the end of 2017, the stockholding for all the NEDs, except Mr. L. Padfield and Mr. D. Landless, was also greater than 200% of the annual retainer. The new levels of stockholding for NEDs and Executive Officers must be reached within five years of appointment or the introduction of this policy, whichever is later, and Mr. L. Padfield and Mr. D. Landless therefore have two and three more years respectively to reach the required level.

Other Benefits and Perquisites

These are provided as appropriate and are set by reference to median market practice. They generally consist of pension arrangements, company car or car allowance, life, disability and medical cover. There are no non-qualified deferred compensation plans. Full details are set out in the table All Other Compensation, following the Summary Compensation Table.

Post-termination Compensation

Post-termination arrangements vary depending on the nature of the termination event and are designed to be in accordance with U.S. and U.K. market norms, depending on where the executive is based. Full details are set out in the footnotes to the Post Employment Payments table.

Employment Agreements

Each of the NEOs has a rolling twelve month employment agreement with the Corporation. Under these agreements, the Corporation can terminate the agreement by giving one year's notice to the NEO. In the case of Mr. P. Williams, he can terminate the agreement by giving the Corporation one year's notice, while the other NEOs are required to give the Corporation six months' notice if they wish to terminate the agreement. The employment agreement for each of the NEOs also includes a Change of Control clause. This specifies that, in the event of a change in control of the Corporation, if the Corporation terminates the NEO within twelve months of the change of control, or if the NEO terminates his employment within twelve months for good cause, the NEO will be entitled to a compensation payment. If the Corporation terminates the employment of the NEO during this period, the payment is calculated as twenty four months compensation defined as base salary, bonus at target and any car allowance from the date of notice of termination. If the NEO terminates his employment, the payment is calculated as twenty four months compensation, defined as above, from the date of the change of control. In addition, under the rules of the stock option plans, all

options would vest on the change of control. The NEOs are treated in the same way as other employees who hold options under the plans. Change of control is deemed to have occurred if a person or group becomes the beneficial owner of 30% or more of the combined voting power of the Corporation; there is a consolidation or merger and the Corporation is not the surviving Corporation; the stockholders of the Corporation approve plans or proposals for a liquidation or dissolution of the Corporation or, if following a cash offer or merger, the members of the Board cease to constitute a majority of the Board. In addition, under their employment agreement, each of the NEOs, including the CEO and the CFO, is subject to a twelve month non-solicitation period, with respect to customers and employees, and a twelve month non-compete period, from the date their employment with the Corporation ends.

Indemnification Agreements

The Corporation has entered into indemnification agreements with each of the directors and NEOs in furtherance of the indemnification provisions contained in the Corporation's Certificate of Incorporation and Bylaws, which indemnify the directors and officers of the Corporation to the fullest extent authorized or permitted by law. The indemnification agreements provide for indemnification arising out of specified indemnifiable events, such as events relating to the fact that the indemnitee is or was a director or officer or agent of the Corporation or any subsidiary of the Corporation or is or was a director, officer member, manager, trustee or agent of another entity at the request of the Corporation, including any action or inaction by the indemnitee in such a capacity. The indemnification agreements provide for advancement of expenses prior to final adjudication of the claim. To the extent that indemnification is unavailable, the agreements provide for contribution. The indemnification agreements set forth procedures relating to indemnification claims. The agreements also provide for maintenance of directors and officers' liability insurance.

U.S. Tax Matters

Internal Revenue Code (IRC) Section 162(m) limits the deductibility of annual compensation in excess of \$1 million paid to covered employees (as defined by the IRC) of the Corporation, unless the compensation satisfied an exception, such as the exception for performance-based compensation. Performance-based compensation generally includes only payments that are contingent on achievement of performance objectives, and excludes fixed or guaranteed payments.

On December 22, 2017, the Tax Cuts and Jobs Act (the Act) was enacted, which, among other things, repealed the performance-based compensation exception and expanded the definition of covered employee. The changes to IRC Section 162(m) are effective for taxable years beginning after December 31, 2017. The Act includes a transition rule so that these changes do not apply to compensation paid pursuant to a binding written contract that was in effect on November 2, 2017 and that was not materially modified on or after such date.

Because of the performance-based compensation exception repeal, amounts paid pursuant to a contract effective after November 2, 2017 will not be deductible as performance-based compensation, and the Compensation Committee will not need to consider the requirements of the performance-based compensation exception when considering the design of any such future contracts as part of our compensation program. For amounts paid under contracts in effect on November 2, 2017 that were intended to constitute performance-based compensation, the Compensation Committee will continue to consider the performance-based compensation exception when making determinations of performance under those contracts.

The Act also expands the definition of covered employee. For 2017, our covered employees included the CEO and other NEOs (but not the CFO) who were executive officers as of the last day of our fiscal year. For 2018 and after, our covered employees will generally include anyone who (i) was the CEO or CFO at any time during the year, (ii) was one of the other NEOs who was an executive officer as of the last day of the fiscal year, and (iii) was a covered employee for any previous year after 2016.

As with prior years, although the Compensation Committee will consider deductibility under IRC Section 162(m) with respect to the compensation arrangements for executive officers, deductibility will not be the sole factor used in determining appropriate levels or methods of compensation. Since our compensation objectives may not always be consistent with the requirements for full deductibility, we and our subsidiaries may enter into compensation arrangements under which payments would not be deductible under Section 162(m) if the Compensation Committee believes that it is in the best interest of the Corporation and its stockholders.

In addition, IRC Section 409A imposes restrictions on nonqualified deferred compensation plans. The deferred compensation plans maintained by the Corporation are structured to either be exempt from the requirements of IRC Section 409A or, if not exempt, to satisfy the requirements of IRC Section 409A, and the Corporation has reviewed and, where appropriate, has amended each of its deferred compensation plans to meet the requirements of IRC Section 409A.

COMPENSATION COMMITTEE REPORT

The Compensation Committee assists the Board of Directors in its oversight of the Corporation's compensation process. The Compensation Committee's responsibilities are more fully described in its charter, which is accessible on Innospec's website at www.innospecinc.com/corporate-governance.

The Compensation Committee has reviewed and discussed the foregoing Compensation Discussion and Analysis with management. Based on that review and those discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Corporation's 2018 Proxy Statement and incorporated by reference into the Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2017. This report is provided by the following independent directors, who comprise the Compensation Committee.

No portion of this Compensation Committee Report shall be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended (Securities Act) or the Securities Exchange Act of 1934, as amended (Exchange Act), through any general statement incorporating by reference in its entirety the Proxy Statement in which this report appears, except to the extent that the Corporation specifically incorporates this report or a portion of it by reference. In addition, this report shall not be deemed to be filed under the Securities Act or the Exchange Act.

THE COMPENSATION COMMITTEE

JOACHIM ROESER, Chair

MILTON C. BLACKMORE

LAWRENCE J. PADFIELD

COMPENSATION TABLES

SUMMARY COMPENSATION TABLE

Name & Principal Position (1)	Year	Salary	Bonus	Stock Awards	Option Awards	Non Equity Incentive Compensation	Change in Pension fund value and other deferred benefits	All Other Compensation	Total
		(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Patrick S. Williams President and Chief Executive Officer	2017	1,026,462	-		4,491,214	1,738,800	-	98,655	7,355,131
	2016	977,692	243,881		1,091,109	4,428,000	-	95,862	6,836,544
	2015	938,678	-		1,069,072	1,444,561	-	94,667	3,546,978
Ian P Cleminson Executive Vice President and Chief Financial Officer	2017	319,437	-		545,255	373,004	-	88,457	1,326,153
	2016	293,204	113,134		193,011	1,096,981	-	80,898	1,777,228
	2015	283,466	-		243,273	238,170	-	78,906	843,815
Philip J. Boon Executive Vice President, and Chief Operating Officer	2017	349,647	-		584,094	295,240	-131,907	99,601	1,196,675
	2016	322,752	131,791		218,685	1,298,985	354,472	89,791	2,416,476
	2015	270,438	-		1,205,972	206,180	-6,899	78,869	1,754,560
Brian R. Watt Senior Vice President,	2017	252,717	-		479,072	298,810	-	77,122	1,107,721
	2016	234,351	63,731		185,123	703,356	-	68,424	1,254,985
Corporate Development and Investor Relations									
	2015	226,074	-		191,867	190,364	-	68,472	676,777
Ian M. McRobbie Senior Vice President,	2017	237,352	-		474,100	274,287	-6,954	75,656	1,054,441
	2016	230,621	53,731		153,045	698,930	146,875	66,174	1,349,376
Research and Technology	2015	224,815	-		193,091	188,862	5,389	64,981	677,138

Footnotes to Summary Compensation Table :

- Mr. P. Williams is paid in U.S. dollars. All the other NEOs above are paid in GB Pounds Sterling. For the purposes of the Summary Compensation Table, a GB Pound Sterling to U.S. Dollar exchange rate of 1.2910 is used for 2015, 2016 and 2017, being the average exchange rate for 2017.

2. As noted in the Compensation Disclosure and Analysis, in 2016 the Corporation awarded one time/non-recurring additional exceptional bonus awards to a number of employees following the successful acquisition of the EDS business from Huntsman and in recognition of the significant improvement in stockholder value. As a result, each of the Named Executive Officers were awarded an additional discretionary bonus, the amounts of which are detailed under Bonus in the summary compensation table above.

3. The value of the option awards for all Executive Officers listed above includes the grant date fair value of options awarded under the CSOP and PRSOP and the grant date fair value of any SEUs awarded in lieu of stock option awards in line with the stated grant policy. In the case of Dr. McRobbie, 100% of the award was in the form of SEUs. The value of the option awards and SEUs are determined using the number of options and SEUs awarded and the grant date fair value for each option or SEU award made in the year. The grant date fair values on Corporation stock options are calculated using the Black-Scholes model, with reference to the underlying stock price, option exercise price, volatility of the Corporation's stock price, risk free rate and expected dividend yield. For options with additional characteristics, such as vesting criteria linked to stock market indices or stock price performance, a Monte Carlo simulation is used to model the range of potential outcomes. For further information on the assumptions underlying

these grant date fair values refer to Note 17 of the Consolidated Financial Statements contained in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2017. For each Executive Officer, the value of the SEUs included in the total amount disclosed for 2017 under option awards is detailed below:

Name	Value of SEUs included under option awards	Proportion of value of SEUs relating to market price SEUs	Proportion of value of SEUs relating to zero price SEUs
Mr. Patrick S. Williams	\$ 2,339,167	1.1%	98.9%
Mr. Ian P. Cleminson	\$ 278,387	2.7%	97.3%
Dr. Philip J. Boon	\$ 291,981	1.9%	98.1%
Mr. Brian R. Watt	\$ 265,760	1.5%	98.5%
Dr. Ian M. McRobbie	\$ 474,100	3.4%	96.6%

4. The Non-Equity Incentive Compensation for all Executive Officers listed above relates to incentive compensation earned for the stated year under the MICP and, in the case of 2016, the Additional Exceptional Long-Term Incentive Plan (2014 LTIP). For each Executive Officer, the separate amounts earned under the MICP and the 2014 LTIP in 2016 are detailed below:

Name	Incentive Compensation earned under the MICP in 2016	Incentive Compensation earned in 2016 under the 2014 LTIP
Mr. Patrick S. Williams	\$ 1,548,000	\$ 2,880,000
Mr. Ian P. Cleminson	\$ 335,126	\$ 780,000
Dr. Philip J. Boon	\$ 294,954	\$ 1,020,000
Mr. Brian R. Watt	\$ 267,858	\$ 450,000
Dr. Ian M. McRobbie	\$ 263,180	\$ 450,000

5. Dr. Boon and Dr. McRobbie were members of a defined benefit (final salary) pension plan, the Innospec Limited Defined Benefit Pension Plan (the Pension Plan) until March 31, 2010 when the Pension Plan closed to future service accrual. Under the Pension Plan, Dr. Boon and Dr. McRobbie have the right to receive a pension on retirement of 1/57 of their pensionable salary for each year of service. In the case of Dr. Boon, the amount of his annual salary which is defined as pensionable under this Pension Plan was capped and at the time the Pension Plan closed, this cap was set at \$172,090. Salary in excess of this is not pensionable. Dr. McRobbie was not subject to the cap on pensionable salary as he joined the Pension Plan prior to the introduction of the cap. As a result, Dr. McRobbie's pensionable salary was his full base salary at the time the Pension Plan closed. The values stated under the change in pension value and other deferred benefits relate to the increase in the qualified pensions in the Pension Plan only. There are no non-qualified pension benefits for the NEOs.
6. The amounts reflected under All Other Compensation for 2017 are identified in the All Other Compensation table below. In general, any perquisites provided for any of the NEOs are generally available on a non-discriminatory basis to all employees in that business unit. Other than where specified below, where any perquisites and personal benefits are provided to a NEO which are not generally available on a non-discriminatory basis to all employees in that business unit, their total value for any NEO was less than \$10,000 in the year ended December 31, 2017.

ALL OTHER COMPENSATION

		Car Allowance	Leased Car Costs	Pension Allowance	Pension Contribution	Healthcard	Insurances	Other	Total
		(1)	(1)	(2)	(3)	(4)	(4)	(5)	
		(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Mr. Patrick S. Williams									
President and Chief Executive Officer	2017	0	0	9,518	56,726	24,877	0	7,535	98,655
Mr. Ian P. Cleminson									
Executive Vice President and Chief Financial Officer	2017	17,622	0	63,889	0	2,022	4,924	0	88,457
Dr. Philip J. Boon									
Executive Vice President, and Chief Operating Officer	2017	17,622	0	69,931	0	2,022	7,127	2,899	99,601
Mr. Brian R. Watt									
Senior Vice President, Corporate Development and Investor Relations	2017	0	16,594	50,544	2,868	2,022	5,094	0	77,122
Dr. Ian M. McRobbie									
Senior Vice President, Research and Technology	2017	17,622	0	47,470	0	1,617	8,947	0	75,656

Footnotes to All Other Compensation table:

- (1) Executive Officers based in the U.K. are entitled to a leased company car or an allowance in lieu of a car. The allowance is set at £13,650 (\$17,622) per annum. Mr. Cleminson, Dr. Boon and Dr. McRobbie all elected to receive the allowance in 2017. Mr. Watt elected to take a leased car in 2017 and the value of the lease and associated costs is shown under Lease Car Costs in the All Other Compensation table.
- (2) For U.K. based Executive Officers, where pensionable salary is subject to a cap, Executive Officers receive a salary supplement of 20% in lieu of pension for any salary above the pensions cap. Any supplement paid is taxable. For 2017, the pensions cap was set at \$172,090. From May 2013, Dr. McRobbie did not participate in any pension plan due to U.K. government limits on total pension provision, and as a result received a salary supplement of 20% of his base salary in lieu of any pension provision. Dr. Boon, Mr. Cleminson and Mr. Watt also did not participate in any pension plan for the same reason from April 2014, in the case of Dr. Boon and from April 2016 in the case of Mr. Cleminson and Mr. Watt. As a result they also received a salary supplement of 20% of their base salary in lieu of any pension provision from the date they ceased to participate in any pension plan. In the case of Mr. P. Williams, there is a limit set by the IRS for the amount that can be paid into a qualified 401(k) plan. As a result, consistent with the approach for all impacted employees, Mr. P. Williams received a

payment equal to the excess amount over this limit that otherwise would have been paid into the 401(k) plan by the company. The amount paid to individuals is detailed under Pension Allowance in the All Other Compensation table.

- (3) The Corporation also provides a number of defined contribution pension plans for employees. The amount paid into these plans in 2017 for the NEOs is detailed above under Pension Contribution in the All Other Compensation table. In the case of Mr. Cleminson, Dr. McRobbie and Dr. Boon, no contributions were paid into a pension plan in 2017, due to limits on pension provision set by the U.K. government and in the case of Mr. Watt, no contributions were paid into a pension plan from March 2017 for the same reason.
- (4) The NEOs are eligible for healthcare insurance and life and disability insurance through programs which are available to substantively the majority of salaried employees in the relevant business unit. The cost

of these insurances is detailed under Healthcare and Insurances , respectively, in the All Other Compensation table. In the case of Mr. P. Williams, life and disability insurance is provided as part of the healthcare insurance and so is included in the figure under Healthcare .

- (5) Mr. P. Williams and Dr. Boon receive payments of \$6,435 and \$2,899, respectively, relating to 50% of the cost of a country/golf club membership. Mr. P. Williams is also provided with home internet service to allow him to work from home to the value of \$1,100.

Employment Agreements

Each of the NEOs has a rolling twelve-month employment agreement with the Corporation. Under these agreements, the Corporation can terminate the agreement by giving one year's notice to the NEO. In the case of Mr. P. Williams, he can terminate the agreement by giving the Corporation one year's notice, while the other NEOs are required to give the Corporation six months' notice if they wish to terminate the agreement. The employment agreement for each of the NEOs also includes a Change of Control clause which is described in more detail in the narrative following the Post Employment Payments table.

In addition, under the employment agreement, Mr. P. Williams is entitled to a target bonus under the MICP of 75% of his base salary, with a potential maximum MICP bonus of 172.5%. All other NEOs have a MICP target bonus of 50% with a potential maximum of 115% of base salary. Each NEO is also entitled to participate in long-term incentive plans which have been described in more detail, including grant policy for different NEOs, in the Compensation Discussion and Analysis section, above.

Each NEO is also able to participate in the pension arrangements relevant for the business unit and country where they are based. In the case of Mr. P. Williams, he participates in a Defined Contribution plan in line with other U.S. based employees and details of the amount paid into the plan are provided in the Summary Compensation Table . As noted in the Summary Compensation Table , Dr. Boon and Dr. McRobbie were able to participate in the Innospec Limited Defined Benefit Pension Plan until its closure to future service accrual on March 31, 2010 and this is described more fully in the narrative following the Pension Benefit table on page 66. Mr. Watt participated in a defined contribution plan in line with other U.K. based employees. Mr. Cleminson, Dr. Boon and Dr. McRobbie also participated in this scheme from April 2010 and details of the amounts paid into this plan are provided in the All Other Compensation table.

The employment agreements for each NEO also provide medical insurance and life and disability insurance through programs which are available to the majority of salaried employees in the relevant part of the business unit. The costs of these insurances are provided in the footnotes to the All Other Compensation table.

In addition, under their employment agreement, each of the NEOs, including the CEO and the CFO, is subject to a twelve month non-solicitation period, with respect to customers and employees, and a twelve month non-compete period, from the date their employment with the Corporation ends.

Pay Ratio Disclosure

In line with the SEC disclosure requirements, the Corporation has determined the ratio of the total annual compensation of Mr. P. Williams, CEO, to the total annual compensation of the median employee for 2017, the last completed fiscal year.

In 2017, the total annual compensation of the CEO was \$7,355,131. The total annual compensation of the median employee was \$97,275. As a result, for 2017, the ratio of the CEO's total annual compensation to the total annual compensation of the median employee was approximately 76 to 1.

The median employee was identified by examining compensation information derived from payroll records for all employees, excluding the CEO, who were employed by the Corporation on November 1 2017. As of such date, the Corporation employed approximately 1915 people, with 680 of these employees located in the United States and 1235 located outside the United States. All employees were included, whether employed on a full-time, part-time, temporary or seasonal basis. In identifying the median employee, the Corporation selected actual cash compensation for the 12 month period ending December 31 2016 as the most appropriate measure of compensation, as there has been no change in the employee population or compensation arrangements that would have resulted in a significant change in the pay distribution to the workforce. Cash compensation was defined as base salary (for salaried employees), wages (for hourly employees), bonus and incentive payments earned in 2016, and any cash allowances including shift allowance, car allowance and responsibility allowance, but excluding any payments relating to stock based incentives. In the cases where an individual was employed on November 1 2017, but had not been employed in 2016, the 2016 compensation of an employee in a similar role and location was used as an estimate. In the cases where a full time or part time permanent employee was not employed by the Corporation for all of 2016, the compensation was annualized. Compensation was not annualized for any temporary or seasonal workers. This measure was consistently applied to all employees included in the calculation.

To determine the annual total compensation of the CEO, we used the amount reported in the Total column of the Summary Compensation Table in this Proxy Statement, which includes salary, stock and option awards, bonus, change in pension value, and all other compensation. The median employee's total annual compensation for 2017 was calculated in accordance with the same requirements applicable to the CEO's compensation as reported in the Summary Compensation Table and that number was used to calculate the ratio of the CEO's pay to that of the median employee.

The SEC rules requiring pay ratio disclosure allow companies to exercise a significant amount of flexibility in making the determination as to who is the median employee and do not mandate that each company use the same method. We believe that the pay ratio information above is a reasonable estimate calculated in a manner consistent with the SEC rules. However, the total annual compensation of our median employee is unique to that person and is not necessarily a good indicator of the total annual compensation of any of the other employees of the Corporation, and it is not comparable to the annual total compensation of employees at other companies. Similarly, we would not expect that the ratio of the CEO's total annual compensation to that of the median employee to be a number that can be compared to the ratio determined by other companies in any meaningful fashion.

GRANTS OF PLAN-BASED AWARDS IN FISCAL 2017

Name and Principal Position	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Plan Awards			All other Stock Awards: No. of Securities, Shares of stock or units	All other Options Awards: No. of Securities underlying options	Exercise or Base Price of Option Awards	Grant Date Fair Value of Stock and Option Awards
		Threshold	Target	Maximum	Threshold	Target	Maximum				
		(\$)	(\$)	(\$)	(\$)	(\$)	(\$)				
Mr. Patrick S. Williams President and Chief Executive Officer	(1) 02/21/17	-	-	-	705,421	1,390,095	2,074,769	-	-	-	-
	(2) 02/21/17	-	-	-	-	-	-	-	1,530	70.60	25,765
	(3) 02/21/17	-	-	-	235,161	463,406	691,651	-	-	-	-
	(4) -	340,200	750,000	1,738,800	-	-	-	-	-	-	-
Mr. Ian P. Cleminson Executive Vice President and Chief Financial Officer	(5) 02/21/17	-	-	-	-	-	-	-	4,589	70.60	77,279
	(3) 02/22/17	-	-	-	1,621,750	1,621,750	1,621,750	-	-	-	-
	(1) 02/21/17	-	-	-	85,542	168,568	251,594	-	-	-	-
Dr. Philip J. Boon Executive Vice President and Chief Operating Officer	(2) 02/21/17	-	-	-	-	-	-	-	302	70.60	5,086
	(3) 02/21/17	-	-	-	28,528	56,217	83,906	-	-	-	-
	(4) -	72,979	162,176	373,004	-	-	-	-	-	-	-
	(5) 02/21/17	-	-	-	-	-	-	-	907	70.60	15,274
Mr. Brian R. Watt Senior Vice President, Corporate Development and Investor Relations	(3) 02/22/17	-	-	-	194,610	194,610	194,610	-	-	-	-
	(1) 02/21/17	-	-	-	93,633	184,512	275,391	-	-	-	-
	(2) 02/21/17	-	-	-	-	-	-	-	331	70.60	5,574
	(3) 02/21/17	-	-	-	31,211	61,504	91,797	-	-	-	-
Mr. Brian R. Watt Senior Vice President, Corporate Development and Investor Relations	(4) -	79,880	177,512	408,278	-	-	-	-	-	-	-
	(5) 02/21/17	-	-	-	-	-	-	-	993	70.60	16,722
Mr. Brian R. Watt Senior Vice President, Corporate Development and Investor Relations	(3) 02/22/17	-	-	-	194,610	194,610	194,610	-	-	-	-
	(1) 02/21/17	-	-	-	68,375	134,739	201,102	-	-	-	-
Mr. Brian R. Watt Senior Vice President, Corporate Development and Investor Relations	(2) 02/21/17	-	-	-	-	-	-	-	-	-	-
	(2) 02/21/17	-	-	-	-	-	-	-	-	-	-