

Company Number 04178371

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTIONS

of

INNOSPEC WIDNES LIMITED ("Company")

passed on 23 August 2013

Certified to be a true copy of the
original DWF LLP

DWF LLP
Scott Place
2 Hardman Street
Manchester
M3 3AA
Dated 29/08/2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**2006 Act**"), the directors of the Company propose that the following resolutions be passed as special resolutions ("**Resolutions**")

Pursuant to Section 288 of the 2006 Act, we, the undersigned, being the eligible members of the Company (as defined by Section 289 of the 2006 Act), signify agreement to and pass the following resolutions of the Company as special resolutions

SPECIAL RESOLUTIONS

- 1 **THAT** the Company enters into the following documents, on terms substantially similar to those set out in the drafts attached to this resolution, relating to the amendment and restatement and increase to \$150,000,000 of an originally \$100,000,000 multi-currency revolving credit facility ("**Facility**") originally provided by Lloyds TSB Bank plc ("**Lloyds**"), Barclays Bank plc, Clydesdale Bank plc trading as Yorkshire Bank, The Royal Bank of Scotland plc acting as agent for National Westminster Bank, Credit Suisse AG and Wells Fargo Bank N A (the "**Original Lenders**") by way of a facility agreement dated 14 December 2011 and made between, amongst others, Innospec Inc ("**Parent**"), certain of the Parent's subsidiaries, the Company and the Original Lenders ("**Facility Agreement**")
 - (a) a supplemental agreement pursuant to which the Original Lenders will amend and restate the Facility Agreement, and increase the Facility to be entered into between, amongst others, the Parent, certain of the Parent's subsidiaries, the Company and the Original Lenders which includes, as a schedule, an amended version of the Facility Agreement ("**Amended Facility Agreement**"), and
 - (b) a confirmatory security agreement made between, amongst others, the Company and Lloyds as security agent in relation to a debenture granted by the Company in favour of Lloyds as security agent dated 14 December 2011,

(together with the Amended Facility Agreement the "**Documents**")

- 2 **THAT**, the Directors have authority to approve the terms of, and the transactions contemplated by, the Documents and any related document
- 3 **THAT**, the entry by the Company into the proposed transactions substantially on the terms set out in the Documents (including giving the guarantee and security) is in the best interests of the Company's business and will promote the success of the Company for the benefit of its members as a whole
- 4 **THAT**, Regulation 8 of Table A in the schedule to the Companies (Table A to F) Regulations 1985 (as amended) shall not apply to the Company
- 5 **THAT**, these resolutions have effect notwithstanding any term to the contrary in the Company's Memorandum and Articles of Association

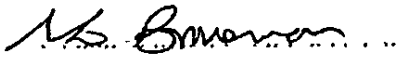


AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, being eligible members entitled to vote on the Resolutions on **23 August 2013** 2013 (the "Circulation Date"), hereby irrevocably agrees to the Resolutions

Signed by

For and on behalf of Innospec Active 
Chemicals Limited

Date

23 August 2013 . .

NOTES

- 1 The Documents are supplied with these Resolutions
- 2 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand, by post or by e-mail to Phil Curran at the registered office of the Company, Innospec Manufacturing Park, Oil Sites Road, Ellesmere Port, Cheshire CH65 4EY or to Phil.Curran@innospecinc.com

You may not return the Resolutions to the Company by any other method

If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
4. Unless, by the date falling 28 days after the date of the Resolutions, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date