

## GENERAL CODE OF BUSINESS CONDUCT AND ETHICS

It is our policy to promote high standards of integrity by conducting our affairs in an honest, ethical and legal manner. The integrity and reputation of Innophos Holdings, Inc. (together with its direct and subsidiaries, the “Company”) depends on the honesty, fairness and integrity brought to the job by each person associated with the Company.

This General Code of Business Conduct and Ethics (the “Code”) reflects the business practices and principles of behavior that support this commitment. We expect every employee, officer, director and independent contractor of the Company to read and understand this Code and its application to the performance of his or her business responsibilities and to comply with the terms in this Code.

This Code is designed to deter wrongdoing and to promote:

- (i) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (ii) full, fair, accurate, and understandable information in Company reports and records and in any public communications made by the Company;
- (iii) compliance with applicable governmental laws, rules and regulations in all jurisdictions in which the Company has operations or conducts business;
- (iv) the prompt internal reporting of violations of this Code to an appropriate person or persons identified herein; and
- (v) accountability for adherence to this Code.

This Code provides a framework to guide honest and ethical conduct by addressing conduct that is particularly important to proper dealings with the people and entities with whom we interact. It is the responsibility of each employee to use this Code as a framework to guide such employee in making business decisions where there is no stated guideline or ask the Compliance Officer for additional guidance. You should not hesitate to ask your supervisor or the Compliance Officer questions about whether any conduct may violate this Code, voice concerns or clarify gray areas.

Any employee who violates the standards in this Code, including through a third party such as a family member, may be subject to disciplinary action, which, depending on the nature of the violation and the history of the employee, may range from a warning or reprimand up to and including termination of employment and, in appropriate cases, civil legal action or referral for regulatory or criminal prosecution.

From time to time, we may adopt additional policies and procedures with which our employees are expected to comply, if applicable to them (for example, we have an additional code of conduct that applies to our senior finance and accounting personnel).

References in this Code to employees are intended to cover officers and, as applicable, directors, as well as employees who do not serve as officers or directors, and independent contractors. For purposes of this Code, the Compliance Officer is the person designated from time to time by the Board of Directors of Innophos Holdings, Inc. (the “Board”) to serve as the Compliance Officer hereunder; provided, however, if no such designation is in effect at any time, the person serving as the Chief Legal Officer of Innophos Holdings, Inc. shall serve as the Compliance Officer hereunder.

The Company reserves the right (subject to its compliance with applicable law) to require each employee to agree to comply with this Code upon such employee’s commencement of employment (or other engagement with the Company) and to periodically complete a certification pertaining to such employee’s compliance with this Code, as the Company may deem appropriate.

You should be alert to possible violations of this Code by others, and you must report suspected violations. You may report suspected violations to your supervisor or, if you do not feel comfortable reporting the conduct to your supervisor or you do not get a satisfactory response, you may report the suspected violation directly to the Compliance Officer. In addition, you may also report known or suspected violations of this Code by calling the Company’s whistleblower hotline at 1-800-461-9330 (in the United States) or 1-720-514-4400 (outside the United States) or by completing and submitting a web form available at [www.convercent.com/report](http://www.convercent.com/report). No employee may retaliate against another employee for reporting in good faith potential violations of this Code.

## **1. LEGAL COMPLIANCE**

### *General*

Our success depends in part upon each employee’s operating within legal guidelines and cooperating with local, national and international authorities, as applicable, in each jurisdiction where the Company has operations or conducts business. We expect employees to understand the legal and regulatory requirements applicable to their business units and areas of responsibility.

Employees must comply with the relevant laws, rules and regulations associated with their employment, including laws, rules and regulations pertaining to:

- product manufacturing, registration, marketing and labeling;
- the environment and workplace health and safety;
- labor and employment matters, including all applicable laws with respect to child labor and forced labor;
- anti-bribery and anti-corruption;
- anti-money laundering;
- anti-competition (including antitrust matters and price discrimination matters);
- data privacy;
- trade compliance;
- transportation (including import and export matters); and
- consumer fraud acts and deceptive and unfair trade practices.

### *Anti-Competition*

Innophos believes that fair competition is fundamental to free enterprise. We observe antitrust and competition laws where we do business. In relationships with competitors, dealers, distributors, suppliers and customers, we avoid arrangements that restrict our ability to compete with others. We are not involved in any arrangements, understandings or agreements with competitors affecting prices, terms upon which products are sold, or the number or type of products manufactured or sold.

### *Anti-Bribery*

We observe anti-bribery laws where we do business. In dealing with public officials, other corporations and private citizens, we firmly adhere to ethical business practices. We will not seek to influence others, either directly or indirectly, by paying bribes or kickbacks or by any other measure that is unethical or would tarnish our reputation for honesty and integrity. Even the appearance of such conduct must be avoided.

Although we do not expect you to memorize every detail of these laws, rules and regulations, we want you to be able to determine when to seek advice from others. If you have a question in the area of legal compliance, it is important that you seek answers from your supervisor or the Compliance Officer.

Violations of the laws, rules or regulations of the United States, Mexico, Canada, China or any other jurisdiction in which we have operations or conduct business (or any city, state or subdivision thereof) may subject an individual, as well as the Company, to civil and/or criminal penalties. You should be aware that conduct and records, including emails, are subject to internal and external audits, and to discovery by third parties in the event of a government investigation or civil litigation. It is in everyone's best interests to know and comply with our legal and ethical obligations.

## **2. REGULATORY COMPLIANCE**

We are dedicated to providing products that comply with all applicable regulatory requirements. The manufacturing, registration, marketing and labeling of our products is subject to stringent regulatory requirements in each jurisdiction in which we have operations or conduct business. It is imperative that we comply with all such regulatory requirements, and accordingly, it is imperative that all of our employees understand the regulatory requirements applicable to their areas of responsibility, including any updates or changes in any such regulatory requirements. If you have a question in the area of regulatory compliance, it is important that you seek answers from your supervisor or the Compliance Officer.

## **3. ENVIRONMENTAL COMPLIANCE**

We are dedicated to protecting the environment. The laws of the United States, Mexico, Canada, China and other jurisdictions in which the Company may have operations or conduct business impose criminal, civil or administrative sanctions on any person or company that contaminates the environment with any hazardous substance that could cause injury to the community or environment. Violation of environmental laws can involve monetary fines and imprisonment. We expect employees to understand and comply with all applicable environmental laws. If you have a question in the area of environmental compliance, it is important that you seek answers from your supervisor or the Compliance Officer.

#### **4. WORKPLACE HEALTH AND SAFETY**

We are committed to providing a drug-free, safe, and healthy workplace in accordance with applicable laws and regulations. Therefore, you are required to follow carefully all safety instructions and procedures that the Company implements, including those instructions and procedures with respect to documenting and reporting any health and safety incidents or concerns. You should promptly report accidents, injuries, or other health and safety concerns, and refer related questions, to your supervisor or the responsible facility manager.

#### **5. WORKPLACE CONDUCT**

##### *No Child Labor/Forced Labor*

We are committed to complying with all applicable labor and employment laws in each jurisdiction in which we have operations or conduct business. We require strict adherence with all applicable child labor laws. We prohibit the use of forced labor. We prohibit forcing an employee to work against his/her will or subjecting an employee to corporal punishment or coercion of any type related to work.

##### *Professional Workplace/No Harassment*

We are committed to fostering a business-like atmosphere that promotes equal employment opportunities and prohibits discriminatory practices, including harassment. Such prohibited harassment includes any form of sexual harassment (such as any unwelcome sexual advances, requests for sexual favors or other verbal or physical conduct of a sexual nature). We expect that relationships among persons in the workplace will likewise be business-like and free of unlawful bias, prejudice and harassment. You are expected: to be conscientious, reliable, and honest; to perform assigned responsibilities and duties in accord with acceptable standards; to be courteous and cooperative with co-workers, management, customers and suppliers; and to ensure the integrity and ethical standards of the Company. You will not engage in activities that interfere with the performance of the operating procedures of the Company or those of our customers and suppliers.

##### *Personal Relationships*

Employees are not permitted to maintain a close personal or private relationship where the employment relationship is of a supervisor/subordinate nature, involves financial or audit oversight or control or constitutes a possible conflict of interest. The Company will endeavor to exercise discretion in its review of the matter, and the Company may elect to arrange for a suitable change in the working relationship, subject to the approval of the Company's management. In the event the Company elects not to arrange for a suitable change in the working relationship or one cannot be implemented within a period of time acceptable to the Company, the Company reserves the right to require resignation of one or both of the employees from the Company.

##### *Use of Alcohol/Drugs*

Employees may not: use, possess, distribute, sell or be under the influence of alcohol or illegal drugs; use over-the-counter or prescription drugs in a manner inconsistent with the legally prescribed

amount and accompanying instructions; or improperly or illegally use any inhalant or perception-altering substance in the performance of work for the Company or while on the premises of the Company.

#### *Political Activities*

Political activities at work are strictly prohibited. Employees are advised that participation in the political process, including any donations, must be for the employee individually, on the employee's own time, and at the employee's own expense. The Company will not reimburse employees for such contributions, and employees should not request such reimbursement.

#### *Work Communications*

All employees are prohibited from using Company resources to send, distribute or receive illegal, sexually explicit, abusive, offensive, profane, defamatory or other inappropriate content. Solicitation not related to the business of the Company in its workplace is prohibited without the prior written consent of the Chief Executive Officer, Chief Financial Officer or the Chief Legal Officer. Sites may have bulletin boards or other procedures for distributing general interest, local information at work sites. Use of these resources are authorized when related to charitable or similar efforts, limited to the designated bulletin boards or other areas, and result in no personal solicitation (i.e., posting of a sign-up sheet). Consult with your supervisor or facility manager for local bulletin board and e-mail procedures.

## **6. CONFLICTS OF INTEREST**

We expect employees to use their best efforts to advance the Company's interests and to base decisions affecting the Company solely on the Company's best interests, independent of any outside influences.

We respect the rights of our employees to manage their personal affairs and investments and do not wish to impinge on their personal lives. Yet, employees should avoid conflicts of interest that occur when their personal interests may interfere or appear to interfere in any way with the performance of their duties or the best interests of the Company.

A "conflict of interest" occurs when the private interest of an employee interferes in any way, or appears to interfere in any way, with the interests of the Company as a whole. Conflicts of interest also arise when an employee or a member of his or her family receives improper personal benefits as a result of his or her position with the Company. We expect our employees to be free from influences that conflict with the best interests of the Company or might deprive the Company of their undivided loyalty in business dealings. Even the appearance of a conflict of interest where none actually exists can be damaging and should be avoided. Whether or not a conflict of interest exists or will exist can be unclear. Conflicts of interest are prohibited unless specifically authorized as described below.

If you have any questions about a potential conflict or if you become aware of an actual or potential conflict, you are required to discuss the matter with your supervisor or the Compliance Officer. Supervisors may not authorize significant conflict of interest matters or make determinations as to whether a problematic conflict of interest relating to a significant matter exists without first seeking the approval of the Compliance Officer and providing the Compliance Officer with a written description of the activity. If the supervisor is involved in the potential or actual conflict, you should discuss the matter directly with the Compliance Officer or with your supervisor's supervisor.

Conflicts of interests may not always be obvious and clear-cut. This Code does not attempt to describe all possible conflicts of interest that could develop and, accordingly, those suspecting a conflict of interest should bring it to the attention of a supervisor, manager or other appropriate personnel. Some of the more common conflicts are set out below.

- *Employment by (including consulting for) or service on the board of a competitor, customer or supplier or other service provider.* Activity that enhances or supports the position of a competitor to the detriment of the Company is prohibited, including employment by or service on the board of a competitor. Employment by or service on the board of a customer or supplier or other service provider is generally discouraged and you must seek authorization in advance if you plan to take such a position.
- *Investments in companies that do business, seek to do business or compete with us.* Employees evaluating ownership in other entities for conflicts of interest should consider: the size and nature of the investment; the nature of the relationship between the other entity and the Company; the employee's access to confidential information; and the employee's ability to influence the Company's decisions. If you would like to acquire a financial interest of that kind, you must seek approval in advance. Generally, passive investments of not more than one percent of the total outstanding shares of companies listed on a securities exchange are permitted without the Company's approval, provided that the investment is not so significant either in absolute monetary terms or percentage of the individual's total investment portfolio that it creates the appearance of a conflict of interest.
- *Conducting our business transactions with your family member or a business in which you have a significant financial interest.* Employees must avoid transactions in which a family member of the employee or a business in which the employee has a significant financial interest receives improper personal benefits as a result of such employee's position with the Company.
- *Taking personal advantage of corporate opportunities.* See "Corporate Opportunities" below for further discussion of the issues involved in this type of conflict.
- *Soliciting or accepting gifts, favors, loans or preferential treatment from any person or entity that does business or seeks to do business with us.* See "Gifts and Entertainment" below for further discussion of the issues involved in this type of conflict.

Loans to, or guarantees of obligations of, employees or their family members by the Company could constitute an improper personal benefit to the recipients of these loans or guarantees, depending on the facts and circumstances. Some loans are expressly prohibited by law. We require that our Board, or the Audit Committee of our Board, approve all loans and guarantees to employees other than customary advances of expenses.

## **7. CORPORATE OPPORTUNITIES**

You may not use your position with the Company or our corporate property or information for improper personal gain, nor should you compete with us in any way. You may not take personal

advantage of opportunities for the Company that are presented to you or discovered by you as a result of your position with the Company or through your use of corporate property or information, unless authorized. Participation in an investment or outside business opportunity that is directly related to our lines of business must be pre-approved. Opportunities that are acquired privately by you may be questionable if they are related to our existing or proposed lines of business and should be pre-approved. Authorization and pre-approval may be made by the Compliance Officer, in the case of employees, or the Audit Committee of our Board, in the case of a director or executive officer of Innophos Holdings, Inc.

## **8. ACCURACY OF BOOKS AND RECORDS AND FINANCIAL REPORTING**

Our corporate and business records should be completed accurately and honestly. The integrity of our records and public communications depends upon the validity, accuracy and completeness of the information supporting the entries to our books of account. The making of false or misleading entries, whether they relate to financial results, test results or otherwise, is strictly prohibited.

Our records serve as a basis for managing our business and are important in meeting our obligations to customers, suppliers, creditors, employees and others with whom we do business. As a result, it is important that our books, records and accounts accurately and fairly reflect, in reasonable detail, our assets, liabilities, revenues, costs and expenses, as well as all transactions and changes in assets and liabilities. We require that:

- no entry be made in our books and records that intentionally hides or disguises the nature of any transaction or any of our liabilities, or misclassifies any transactions as to accounts or accounting periods;
- transactions be supported by appropriate documentation;
- the terms of commercial transactions be reflected accurately in the documentation for those transactions and all such documentation be reflected accurately in our books and records;
- employees comply with our system of internal controls and disclosure controls and procedures; and
- no cash or other assets be maintained for any purpose in any unrecorded or “off the-books” fund.

Employees who are responsible for accounting matters and/or contribute to or prepare the Company's financial statements or public communications made by the Company should:

- ensure that our books, records and accounts are accurately maintained;
- be familiar with our internal controls and disclosure procedures and controls; and
- take all necessary steps to ensure that all communications regarding our business provide full, fair, accurate, timely and understandable disclosure and fairly present our financial condition and results of operations.

All employees are expected to cooperate fully with our independent auditors and persons performing an internal audit function.

## **9. DOCUMENT RETENTION**

All employees are required to comply with our Records Management and Retention Policy, as well as any additional document management and retention policies that may be adopted by your specific department. There are legal requirements that certain records be retained for specific periods of time. Whenever it becomes apparent that documents of any type will be required in connection with a lawsuit or government investigation, all possibly relevant documents should be preserved and ordinary destruction of documents pertaining to the subjects of the litigation or investigation should be immediately suspended. If you are uncertain whether documents under your control should be preserved because they might relate to a lawsuit or investigation, you should promptly contact the Company's Chief Legal Officer.

## **10. GIFTS AND ENTERTAINMENT**

Business gifts and entertainment are meant to create goodwill and sound working relationships and not to gain improper advantage with current or potential suppliers, vendors or partners or facilitate approvals from government officials. The exchange, as a normal business courtesy, of meals or entertainment (such as tickets to a game or the theatre or a round of golf) is a common and acceptable practice as long as it is not extravagant and not intended to induce or reward improper or corrupt performance of the recipient's duties or functions.

Unless express permission is received from a supervisor, the Compliance Officer or the Audit Committee, gifts and entertainment cannot be offered, provided or accepted by any employee unless consistent with customary business practices, not excessive in value and not intended to induce or reward improper or corrupt performance of the recipient's duties or functions. This principle applies to our transactions everywhere in the world, even where the practice is widely considered "a way of doing business." Employees should not accept gifts or entertainment that may reasonably be deemed to affect their judgment or actions in the performance of their duties. Our customers, suppliers and the public at large should know that our employees' judgment is not for sale.

What is acceptable in a commercial business environment may be entirely unacceptable in dealings with governments officials. Under some statutes, such as the U.S. Foreign Corrupt Practices Act (and comparable statutes in other jurisdictions in which we have operations or conduct business), giving anything of value to a government official to obtain or retain business or favorable treatment or for other purposes is a criminal act subject to prosecution and conviction. Discuss with your supervisor or the Compliance Officer any proposed entertainment or gifts if you are uncertain about their appropriateness.

All employees are required to comply with the specific gift and entertainment policies and anti-bribery policies of the Company in effect from time to time.

## **11. PROTECTION AND PROPER USE OF COMPANY ASSETS**



All employees are expected to protect our assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on our financial condition and results of operations. Our property, including office supplies, computer equipment, printers, copy machines, and products, are to be used only for legitimate business purposes.

The obligation to protect the Company's assets includes safe guarding the Company's proprietary information. Proprietary information includes intellectual property (such as trade secrets, patents and trademarks) as well as product development, scientific data, manufacturing, business and marketing plans, databases, records and any non-public financial data or reports. All work created or conceived in the course of your employment with the Company is the property of the Company and not your personal property.

Any misuse or suspected misuse of Company assets must be immediately reported to your supervisor or the Compliance Officer.

## **12. CONFIDENTIALITY AND DATA PRIVACY**

One of our most important assets is our confidential information. As an employee of the Company, you may learn of information about the Company that is confidential and proprietary. Employees who have received or have access to confidential information should take care to keep this information confidential and not to inadvertently disclose confidential information. Every employee has a duty to refrain from disclosing to any person confidential or proprietary information about us until that information is disclosed to the public through approved channels.

Confidential information includes nonpublic information that might be of use to competitors or harmful to the Company or its suppliers, vendors or partners if disclosed, including, but not limited to, business, marketing and service plans, financial information, product development, scientific data, manufacturing information, clinical trial results, designs, databases, customer lists, pricing strategies, personnel data, personally identifiable information pertaining to our employees, our customers or suppliers or other individuals (including, for example, names, addresses, telephone numbers and social security numbers), and similar types of information provided to us by our customers, suppliers and partners. Confidential information may be protected by patent, trademark, copyright, trade secret, and data privacy laws.

During the course of performing your responsibilities there may be times when you learn confidential information about other companies before that information has been made available to the public. This information can include the fact that we are considering a transaction with, have an interest in, or are involved with, another company. You must treat this information in the same manner as you are required to treat our confidential and proprietary information.

In addition to the above responsibilities, if you are handling information protected by any privacy law and/or any privacy policy published by us, you must handle that information in accordance with the applicable law/policy. All employees are required to maintain information in accordance with applicable data privacy laws.

## **13. WAIVERS**

Any waiver of this Code may be authorized by our Board or the Audit Committee of our Board.

#### **14. CUSTOMERS AND SUPPLIERS**

We are committed to ensuring that each customer, supplier and service provider with whom we do business complies with all applicable laws, rules and regulations in connection with goods and/or services they procure from, or provide to, our Company. If you become aware of or suspect a violation of applicable laws, rules and regulations (or related Company policies) by a customer, supplier or service provider with whom we do business you must promptly report the matter using the methods described in this Code.

#### **15. REPORTING VIOLATIONS OF THE CODE; ENFORCEMENT; NON- RETALIATION**

If you become aware of a suspected or actual violation of this Code, you must promptly report the matter. Failure to report a known violation allows misconduct to go unremedied and is itself grounds for discipline. Ordinarily, the report may be made to the employee's immediate supervisor who, in turn, must report it to the Compliance Officer. Reports concerning potential violations of this Code may also be made directly to the Compliance Officer.

Supervisors must promptly report any complaints or observations of Code violations to the Compliance Officer. If you believe your supervisor has not taken appropriate action, you should contact the Compliance Officer directly. The Compliance Officer will investigate (or coordinate an investigation of) all reported possible Code violations promptly and with the highest degree of confidentiality that is possible under the specific circumstances. Neither you nor your supervisor may conduct any preliminary investigation, unless authorized to do so by the Compliance Officer. Your cooperation in the investigation will be expected. As needed, the Compliance Officer will consult with our Human Resources department, outside legal counsel and/or the Audit Committee. It is our policy to employ a fair process by which to determine violations of this Code.

If you do not feel comfortable reporting the conduct to your supervisor or you do not receive a satisfactory response, you may contact the Company's Compliance Officer directly. You may also report known or suspected violations of this Code by calling the Company's whistleblower hotline at 1-800-461-9330 (in the United States) or 1-720-514-4400 (outside the United States) or by completing and submitting a web form available at [www.convercent.com/report](http://www.convercent.com/report). You may remain anonymous and you will not be required to reveal your identity in calls to the hotline, although providing your identity may assist the Company in investigating your concern. For all employees, questions or concerns may be raised confidentially. All reports of known or suspected violations of the law or this Code will be handled sensitively and with discretion.

If any investigation indicates that a violation of this Code has probably occurred, we will take such action as we believe to be appropriate under the circumstances. If we determine that an employee is responsible for a Code violation, he or she will be subject to disciplinary action up to, and including, termination of employment and, in appropriate cases, civil legal action or referral for regulatory or criminal prosecution. Appropriate action may also be taken to deter any future Code violations.

No employee may retaliate against another employee for reporting in good faith potential violations of this Code and employees may not interfere with any related investigation. The reporting employee is protected from retaliation even if the Company determines that there has not been a violation.

Retaliation for reporting a potential violation of this Code is illegal and prohibited under this Code. Such retaliation will result in discipline up to and including termination of employment and may also result in criminal prosecution.

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