

Audit Committee Charter

As Amended and Restated

Organization and Membership

This charter governs the operations of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Innophos Holdings, Inc. (the “Company”). Members of the Committee shall be members of, and appointed by, the Board to serve at the pleasure of the Board. The Board may replace any member of the Committee.

The Committee shall be composed of three or more members. Each member of the Committee shall be “independent” in accordance with applicable law, including the rules and regulations of the Securities and Exchange Commission (“SEC”) and the rules of the Nasdaq Stock Market, as determined by the Board. In addition, each member of the Committee shall meet the financial literacy and other requirements of the Nasdaq Stock Market relating to audit committee membership, and at least one member of the Committee shall be an “audit committee financial expert,” as defined in SEC rules.

Purpose

The Committee’s primary purpose is to assist the Board in fulfilling its oversight responsibility relating to the Company’s financial statements and financial reporting process, the qualifications, independence and performance of the Company’s external independent registered public accounting auditor (“independent auditor”), the performance of the Company’s internal audit function and the Company’s enterprise risk management oversight and compliance with legal and regulatory requirements.

Operations

The Committee shall meet periodically, as deemed necessary by the Chair of the Committee in order to fulfill its duties and responsibilities listed below, provided that the Committee meets a minimum of four (4) times each calendar year. All meetings shall be at the call of the Chair of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members.

Committee members shall hold their offices until their successors are appointed and qualified, or until their earlier resignation or removal. All vacancies in the Committee shall be filled by the Board. The Board shall designate one of the members as Chair of the Committee, and the Committee shall keep a separate book of minutes of its proceedings and actions.

The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee. The Committee shall periodically report on its

activities to the Board and make such recommendations and findings as it deems appropriate.

Duties and Responsibilities

To fulfill its purpose, the Committee shall:

Financial Statements and Financial Reporting Process

1. *Annual and Quarterly Financial Reporting:* The Committee reviews and discusses with management and the independent auditors the annual audited and quarterly unaudited financial statements and related disclosures included in the Company's quarterly earnings releases and in the Company's Annual Reports on Forms 10-K and Quarterly Reports on Form 10-Q (including the "Management's Discussion and Analysis" section and officer certifications in such reports).

The Committee recommends to the Board whether the annual audited financial statements should be included in the Company's Annual Report on Form 10-K and prepares an annual Audit Committee Report for inclusion in the Company's SEC filings.

2. *Annual Audit and Communications with Independent Auditor:* The Committee reviews and discusses the scope and results of the independent auditor's annual audit and quarterly reviews of the Company's financial statements and any other matters required to be communicated to the Committee by the independent auditor.
3. *Disclosure, Accounting and Financial Controls:* The Committee discusses with management, the internal auditor and the independent auditor the adequacy and effectiveness of the Company's disclosure controls and procedures, the adequacy and effectiveness of the Company's internal control over financial reporting, and the Company's risk assessment and risk management policies, including data privacy and security, business continuity and operational risks.
4. *Accounting Issues.* The Committee reviews significant accounting and reporting issues, including complex or unusual transactions and highly judgmental areas, and recent professional and regulatory pronouncements, and assesses their impact on the Company's financial statements.

Qualifications, Independence and Performance of the Independent Auditor

5. *Appointment, Compensation, Retention and Oversight:* The independent auditor reports directly to the Committee, which is directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor. The Company will provide appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor.
6. *Independence:* The Committee considers the independence of the independent auditor as required by law or regulation (including the rules of the Nasdaq Stock Market). The Committee obtains and reviews a report by the independent auditor describing any relationships between (i) the independent auditor or its affiliates and (ii) the Company or individuals in financial reporting

oversight roles in the Company, that may reasonably be thought to bear on the independence of the auditor, and discusses with the independent auditor the potential effects of any disclosed relationships on the auditor's independence.

7. *Approval of Audit and Permitted Non-Audit Services:* To the extent required by law or regulation (including the rules of the Nasdaq Stock Market), the Committee reviews and approves in advance all audit and permitted non-audit services to be provided by the independent auditor and establishes related policies and procedures.
8. *Hiring Former Employees of Independent Auditors:* The Committee establishes policies for the Company's hiring of employees and former employees of the independent auditor.
9. *Rotation.* The Committee ensures the rotation of the lead audit partner as required by law.

Performance of the Internal Audit Function

10. *Internal Audits and Reports:* The Committee reviews and discusses with the Company's internal auditor the overall scope and staffing of the Company's internal audits. The Committee reviews all significant internal audit reports and management's responses.
11. *Internal Auditor:* The Committee reviews the appointment of individuals to, and any changes in, the internal audit position.

Enterprise Risk Management Oversight and Compliance with Legal and Regulatory Requirements

12. *Enterprise Risk Management:* At least once each calendar year, the Committee shall inquire of management, the internal auditor and the independent auditor about significant risks or exposures, review the Company's policies for enterprise risk assessment and risk management, and assess the steps management has taken to control such risk to the Company, except as to those risks for which oversight has been assigned to other committees of the Board or retained by the Board. The Committee shall report to the Board the substance of such reviews and discussions and, as necessary, recommend to the Board such actions as the Committee deems appropriate.
13. *Legal and Regulatory Compliance:* The Committee oversees legal and regulatory matters that may have a material impact on the Company's financial statements and reviews the Company's compliance policies and procedures.

Other Duties

14. *Complaints:* The Committee establishes and oversees procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls and auditing matters and for the confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting and auditing matters.

15. *Outside Advisors*: The Committee is empowered to investigate any matter brought to its attention and has the authority to engage independent counsel and other advisors as it deems necessary to carry out its duties. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to such counsel and other advisors.
16. *Related Person Transactions*: The Committee shall review and approve related-person transactions as defined by SEC rules.
17. *Waivers*: The Committee (as well as the full Board) shall have the authority to grant any waiver to the Company's ethics policies.
18. *Committee Evaluation*: The Committee shall evaluate the Committee's performance at least annually and report to the Board on such evaluation.
19. *Charter Review*: The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.
20. *Other*: The Committee shall perform such other duties and responsibilities as are assigned by law, the Company's charter or bylaws, the terms of the Company's corporate governance policies or the Board.

This charter is effective as of the date indicated below. Changes to this charter may only be made with the approval of the Board.

Amended and restated as of December 16, 2016