

Compensation Committee Charter

As Amended and Restated

Organization and Membership

This charter governs the operations of the Compensation 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 be (i) a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code, as amended, in each case as determined by the Board.

Purposes

The Committee’s primary purposes and responsibilities shall be to discharge the responsibilities delegated to the Committee by the Board with respect to the compensation of the Company’s executive officers and directors, administer the Company’s compensation plans applicable to executive officers and directors, produce the reports required to be included in SEC filings and review the associated compensation disclosure in such SEC filings and perform the other duties as set forth in this charter.

Operations

The Committee shall meet periodically, as deemed necessary by the Chair of the Committee. 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. The Committee may (i) in its sole discretion and at the Company’s expense retain and terminate compensation consultants, outside counsel, or other advisors or experts that advise the Committee, as

it deems appropriate, including approval of fees and other retention terms, and (ii) evaluate the independence of the compensation consultants and other counsel and/or advisors retained by the Committee in accordance with applicable rules, regulations and listing standards before selecting them.

Duties and Responsibilities

To fulfill its purpose, the Committee shall:

1. Approve the compensation to be paid to non-employee directors for their service on the Board or committees thereof. No member of the Committee will act to fix his or her own compensation except for uniform compensation to all directors for their services as a director or committee member.
2. For the Chief Executive Officer, recommend to the Board for approval (i) the Chief Executive Officer's total compensation package and actual compensation (including base pay adjustments and any annual and long-term incentive payouts), (ii) any employment or post-employment agreement, (iii) the goals and objectives relevant to the Chief Executive Officer's compensation and (iv) any evaluation of the Chief Executive Officer's performance in light of his/her approved goals and objectives. The Chief Executive Officer may not be present during deliberations or voting concerning the Chief Executive Officer's compensation.
3. Review and approve (i) the goals and objectives established by the Chief Executive Officer for the other executive officers ("executive officers" in this charter means those officers required to make filings under Section 16 of the Securities Exchange Act of 1934, as amended) and (ii) review and approve the Chief Executive Officer's evaluation of the performance of the other executive officers in light of their approved performance goals and objectives.
4. Approve the total compensation package and actual compensation (including base pay adjustments and any annual and long-term incentive payouts) recommended by the Chief Executive Officer to be paid to executive officers of the Company (other than the Chief Executive Officer).
5. Review and approve any employment or post-employment agreement applicable to any of the Company's executive officers (other than the Chief Executive Officer).
6. Review and approve any perquisites and benefits policies or programs available to the Company's executive officers, except to the extent such benefit policies or programs apply to employees of the Company generally.
7. Act as the administering committee of any employee bonus or other incentive plans, equity compensation plans and equity arrangements that may be adopted by the Company from time to time, where participants include directors and/or executive officers of the Company, with

such authority and powers as are set forth in the respective plans' instruments, in each case subject to applicable policies adopted by the Board.

8. Perform such responsibilities under pension and retirement plans that may be adopted by Company as may be assigned to the Committee by the Board or the respective plans' instruments.
9. To the extent that it deems necessary or appropriate, recommend to the Board the establishment or modification of equity compensation plans and pension and retirement plans for the Company and its subsidiaries.
10. To the extent that it deems necessary or appropriate, review with Company management the Company's employee benefit policies, programs and administration.
11. Review and assess potential risk to the Company from its compensation programs and policies, including incentive and commission policies.
12. Prepare an annual Compensation Committee Report for inclusion in the Company's SEC filings.
13. Review and discuss with management, and then recommend to the Board, the Company's Compensation Discussion & Analysis information to be included in the Company's SEC filings.
14. Consider the results of stockholder advisory votes on executive compensation (say-on-pay) and the frequency of such votes.
15. Approve stock ownership guidelines for the Company's executive officers and directors and monitor compliance with such guidelines.
16. Evaluate the Committee's performance at least annually and report to the Board on such evaluation.
17. Periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.
18. Perform such other duties and responsibilities as are assigned by law, the Company's charter or bylaws, the terms of applicable plans 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 August 22, 2016