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## Insider Trading Policy

It is the policy of Innophos Holdings, Inc. and its direct and indirect subsidiaries (collectively the “Company”) to comply with all applicable securities laws and regulations. This Policy sets forth the Company’s policy with respect to insider trading and disclosure of confidential information. This Policy is broader than mere compliance with applicable securities laws and may prohibit conduct that is permitted by applicable law. This Policy applies to all personnel of the Company at every level of the organization.

### **1. Prohibition Against Trading and Tipping While Aware of Material, Non-Public Information**

All Company personnel are prohibited from buying or selling any securities of the Company while such person is aware of material, non-public information concerning the Company. All Company personnel in possession of material, non-public information are also prohibited from providing another person (including family members) with such information or recommending that he or she buy or sell any of the Company’s securities. In that case, both the “tippee” and the “tipper” may be criminally liable. All Company personnel are also prohibited from using any non-public information about the Company for personal benefit and improperly disclosing it to others outside of the Company.

Information is material if it could affect a reasonable person’s investment decision whether to buy, sell or hold the stock (examples include: (i) internal forecasts or budgets; (ii) significant acquisitions or dispositions, including mergers, tender offers and asset purchase or sale transactions); (iii) significant management developments; (iv) significant financing transactions; (v) major price or marketing changes; and (vi) significant litigation or investigations by governmental bodies). It should be noted that either positive or adverse information may be material. Materiality can frequently be uncertain and, since your actions will be judged with hindsight, caution should be exercised.

Information is considered non-public until a reasonable period following its disclosure to the public by means likely to result in widespread public awareness (*e.g.*, Securities and Exchange Commission (SEC) filings, press releases or publicly accessible conference calls).

These prohibitions against trading while in possession of material, non-public information (or using such information for personal benefit) also apply to material, non-public information about any other company that has been obtained in the course of a person’s work for the Company. This Policy continues to apply to your transactions in Company securities even after you have terminated employment or other services to the Company or a subsidiary. If you are aware of material, non-public information when your employment or service relationship terminates, you may not trade in Company securities until that information becomes public or is no longer material.

Please contact Joshua Horenstein, the Company’s Chief Legal Officer (609-366-1378), if you have any questions about any information that may be material, non-public information.

### **2. Restrictions on Selective Disclosure of Material, Non-Public Information**

All Company personnel are prohibited from disclosing any material, non-public information to any person except as follows: (i) disclosure to a person who has signed an appropriate agreement to

hold such information in confidence; (ii) authorized disclosure to other personnel of the Company; (iii) disclosure to the Company's lawyers, accountants or advisors if the information disclosed is related to a matter on which they are involved; or (iv) any disclosure approved by the Chief Executive Officer, Chief Financial Officer or Chief Legal Officer of the Company. These prohibitions against disclosing material, non-public information also apply to material, non-public information about any other company that has been obtained in the course of a person's work for the Company.

All communications with investors, investor representatives, securities analysts and securities professionals shall be made solely by the Company's Chief Executive Officer or a person specifically designated by him or her. All requests for information about the Company from stockholders, the financial press, investment analysts and others in the media or financial communities, whether or not involving confidential or non-public information, should be directed to the Company's Chief Financial Officer or the Company's Vice President of Investor Relations or a person designated by such officers from time to time. Any disclosure, whether inadvertent or not, of material, non-public information which is not covered by the exceptions above, must be reported immediately to the Chief Executive Officer, Chief Financial Officer or Chief Legal Officer of the Company. Such inadvertent disclosures may sometimes arise because of a mistaken belief about the materiality or non-public nature of the disclosed information, the identity of the recipient of such disclosure, the applicability of a confidentiality agreement or numerous other reasons. Applicable law (Regulation FD, in particular) generally requires the Company to promptly publicly disclose material, non-public information that has been inadvertently disclosed.

### **3. Addendum to Insider Trading Policy**

All senior personnel of the Company are also subject to the terms in the Addendum to this Policy attached hereto. The term "senior personnel" is defined in the Addendum.

### **4. Implementation**

The Board of Directors may adopt such reasonable procedures as it deems necessary or desirable in order to implement this Policy.

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If you have any doubt as to your responsibilities under these guidelines, please seek clarification and guidance from Joshua Horenstein, the Company's Chief Legal Officer (609-366-1378), before you act. Do not try to resolve uncertainties on your own.

The Company expects strict compliance with this Policy by all Company personnel at every level. Any failure to observe this Policy and insider trading laws may result in serious legal difficulties for you (including criminal prosecution), as well as the Company. Furthermore, any failure to follow the letter and spirit of this Policy will be considered a matter of extreme seriousness and may serve as a basis for termination of employment.

## **Senior Personnel Addendum**

This Addendum to the Insider Trading Policy applies to all “senior personnel” of the Company. The term “senior personnel” means: (i) all executive officers and directors of Innophos Holdings, Inc.; (ii) all directors and officers of the subsidiaries of Innophos Holdings, Inc. designated by the Company from time to time; and (iii) all non-executive officers and other key employees or groups of employees whom the Company may designate from time to time. The Company’s Chief Financial Officer shall maintain and update from time to time a list of those individuals noted in (ii) and (iii) subject to this Addendum (and notify each such person who is added to the list from time to time).

The Policy (including this Addendum) should not be interpreted to modify any agreements the Company and the senior personnel may have entered into regarding the disclosure of confidential information.

### **1. Pre-Clearance Procedures and Trading Windows/Blackout Periods.**

**Pre-Clearance.** All senior personnel are prohibited from engaging in any transaction in the Company’s securities without first obtaining pre-clearance of the transaction from the Chief Financial Officer and the Chief Legal Officer. If the transaction involves the Chief Financial Officer or Chief Legal Officer, the transaction must also be cleared by the Chief Executive Officer. The officers providing such pre-clearance are referred to herein as the “Pre-Clearance Officers.”

All pre-clearance requests should be completed using the form attached hereto as Exhibit A (the “Pre-Clearance Request Form”), which should be submitted to the Pre-Clearance Officers at least two days in advance of any proposed transaction. Normally, the Pre-Clearance Officers will clear any transaction that complies with the Policy (including this Addendum) and applicable securities law and which occurs inside a trading period permitted by the Policy (a “Window Period”) as discussed below. However, the Pre-Clearance Officers are under no obligation to approve, and may determine not to permit, any transaction submitted for pre-clearance, even if the transaction falls inside a “Window Period.” If pre-clearance is denied, such denial must be kept confidential by the person requesting pre-clearance. Unless otherwise provided, pre-clearance of a transaction is valid for thirty days, provided that all transactions must occur within a Window Period, and provided further that such pre-clearance is automatically rescinded if the representations contained in the Pre-Clearance Request Form cease to be true. If the transaction is not executed within that time, the person requesting pre-clearance must request pre-clearance again.

The foregoing pre-clearance procedures do not apply to: (i) the purchase or sale of securities in a “blind” trust, mutual fund, “wrap” account or similar arrangement, provided that there are no discussions with the trustee, money manager or other investment advisor who has discretion over the funds (senior personnel should consider asking their advisors to refrain from trading in Company securities to prevent any future misunderstanding or embarrassment), (ii) the exercise of a stock option for cash, (iii) the net settled exercise of a stock option (in which the holder pays for the option exercise through the surrender of securities to the Company (or the retention of securities by the Company) sufficient to compensate the Company for the exercise price at the current market value of such

securities) or (iv) the exercise of a tax withholding right to have the Company withhold shares subject to an option exercise to satisfy tax withholding requirements. The foregoing pre-clearance procedures do apply to all other transactions, including the broker-assisted cashless exercise of a stock option (in which, at the time of exercise, some or all of the exercised shares are sold into the market and the requisite amount of the sale proceeds are used to pay the Company for the exercise).

### **Trading Windows and Blackout Periods.**

*Quarterly Permitted Period.* The most common form of “Window Period” shall mean the period beginning two full business days following the release of the Company’s quarterly or annual financial results for the immediately preceding fiscal quarter or year and ending on the date which is 15 days before the end of the next fiscal quarter (the last day of such month shall be included in calculating the 15 days). The release of quarterly or annual financial results invariably has the potential to have a material effect on the market for the Company’s securities. As such, a quarterly blackout period is imposed to avoid even the appearance of insider trading. **A person in possession of material, non-public information about the Company may not engage in any transaction involving the Company’s securities regardless of whether such transaction occurs outside or inside a Window Period.**

*Event-specific Blackout Period.* From time to time, an event may occur that is material to the Company and is known by certain parties. So long as the event remains material and non-public, directors, officers and such other persons as are designated by the Pre-Clearance Officers may not trade in the Company’s securities. The existence of an event-specific blackout will not be announced. If, however, a person whose trades are subject to pre-clearance requests permission to trade in the Company’s securities during an event-specific blackout, the Pre-Clearance Officers will inform the requester of the existence of a blackout period, without disclosing the reason for the blackout. Any person made aware of the existence of an event-specific blackout should not disclose the existence of the blackout to any other person. The failure of the Pre-Clearance Officers to designate a person as being subject to an event-specific blackout will not relieve that person of the obligation not to trade while aware of material, non-public information.

*Employee Benefit Plan Blackout Periods.* Section 306 of the Sarbanes-Oxley Act of 2002 and Regulation BTR prohibit executive officers and directors of a public company from directly or indirectly acquiring or disposing of any equity securities of a public company received in connection with such person’s service or employment as a director or executive officer during an individual account plan “blackout period.” “Individual account plans” include 401(k) plans, profit sharing plans, stock bonus plans and money purchase pension plans. An individual account plan “blackout period” exists whenever the Company or any plan fiduciary temporarily suspends for more than three consecutive business days the ability of 50% or more of the plan participants or beneficiaries under all individual account plans maintained by the Company to acquire or dispose of any of the Company’s equity securities held in the plans. This Addendum extends this prohibition to all senior personnel.

## **2. Prearranged Trading Plans And Requirements for Senior Personnel**

Rule 10b5-1(c) under the Exchange Act provides an affirmative defense to a claim of insider trading by providing that a person will not be viewed as having traded on the basis of material, non-public information if that person can demonstrate that the transaction was effected pursuant to a written plan (or contract or instruction) that was established before the person became aware of that information. Prearranged trading plans permit an insider to trade during Company blackout periods or at a time when the insider is otherwise in possession of material, non-public information.

Out of an abundance of caution, all market transactions in the Company's securities by Section 16 Officers (defined below) shall be carried out through a trading plan established in accordance with SEC Rule 10b5-1 and not by individually directed sales or purchases. Such trading plan shall be adopted only during a Window Period and shall not authorize an initial transaction under the plan prior to 30 days following the date pre-clearance was granted.

Section 16 officers means those officers of Innophos Holdings, Inc. who are designed as an officer by the Board of Directors of Innophos Holdings, Inc. for purposes of complying with Section 16 of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder.

As a matter of Company policy, prearranged trading plans under Rule 105-1 may not be implemented by senior personnel without prior clearance. Before entering into a trading plan, senior personnel must contact the Pre-Clearance Officer to inquire if a blackout period is in effect and to obtain pre-clearance of the contemplated plan. Senior personnel may only enter into a trading plan when they are not in possession of material, non-public information. In addition, senior personnel may only enter into a trading plan during a Window Period and may not enter into such a plan during an employee benefit plan blackout period (or at any time that the senior personnel was aware of an impending employee benefit plan blackout period). Once a trading plan is pre-cleared, transactions made pursuant to the plan will not require additional pre-clearance, as long as the plan specifies the dates, prices and amounts of the contemplated transactions or establishes a formula for determining dates, prices and amounts.

### **3. Beneficial Ownership Forms Required by the SEC**

Section 16 of the Exchange Act and the SEC's rules thereunder require all of the executive officers, directors and greater than 10% stockholders of the Company to report their initial beneficial ownership of equity securities of the Company and any subsequent changes in that ownership (including transactions effected under a prearranged trading plan). Section 16 reports must be filed electronically with the SEC via EDGAR and promptly posted to the Company's website. Under SEC rules, the preparation and filing of Section 16 reports is the sole responsibility of the reporting person. However, the Company has established a program to assist executive officers and directors in preparing and filing these forms. The Company can only facilitate compliance by executive officers and directors to the extent they provide the Company with the information required by the program. The Company does not assume any legal responsibility in this regard.

Note that the beneficial ownership reporting requirements do not apply to all senior personnel of the Company. These requirements, as well as the "short-swing" profit disgorgement provisions,

apply only to executive officers and directors of the Company. The term “officer” is specifically defined for Section 16 purposes, and includes the principal officers of the Company and may include officers of subsidiaries. Senior personnel with questions about their status for Section 16 reporting purposes should consult with the Chief Executive Officer, Chief Financial Officer or Chief Legal Officer.

#### **4. Prohibition against Short Selling and Trading in Derivatives**

No senior personnel of the Company may engage in short-term or speculative transactions in the Company’s securities or in other transactions in the Company’s securities that may lead to inadvertent violations of the insider trading laws. Accordingly, senior personnel are prohibited from (i) engaging in short sales of the Company’s securities (sales of securities that are not then owned), including a “sale against the box” (a sale with delayed delivery) and (ii) purchasing, selling or engaging in any other transaction involving any derivative securities related to any equity securities of the Company. A “derivative security” includes any option, warrant, convertible security, stock appreciation right or similar security with an exercise or conversion price or other value related to the value of any equity security of the Company. This prohibition does not, however, apply to any exercise of Company stock options pursuant to the Company’s stock option or equity incentive plans or any other benefit plans that may be adopted by the Company from time to time, any sale of Company stock in connection with any cashless exercise (if otherwise permitted), or payment of withholding tax upon the exercise, of any such stock option.

#### **5. Annual Certification**

All senior personnel of the Company are required to execute and deliver an annual statement to the Chief Financial Officer of the Company certifying that such person has read and understands the Company’s Insider Trading Policy (including this Addendum).

Amended and Restated, September 17, 2018