
Nominating & Corporate Governance Committee Charter

As Amended and Restated

Organization and Membership

This charter governs the operations of the Nominating & Corporate Governance 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.

Purpose

The Committee's primary purposes and responsibilities shall be to discharge the responsibilities delegated to the Committee by the Board with respect to considering and reporting periodically to the Board on matters relating to the identification, selection, qualification and performance of Board members and candidates nominated to the Board, and advising and making recommendations to the Board of Directors with respect to corporate governance matters.

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 in its sole discretion and at the Company's expense retain and terminate any search firm to assist in identifying director candidates and any other advisors as the Committee may deem appropriate in its sole discretion.

Duties and Responsibilities

To fulfill its purpose, the Committee shall:

1. Screen and recommend to the Board nominees for election as directors of the Company, including nominees recommended by stockholders of the Company, and consider the performance of incumbent directors in determining whether to recommend that they be nominated by the Board to stand for reelection at the annual meeting of stockholders.
2. Develop and recommend to the Board qualification standards and other criteria for selecting nominees for director.
3. Plan and implement appropriate orientation of new directors.
4. Lead and coordinate the annual performance evaluation of the Board, its committees and individual Board members, which will include an annual performance review of this Committee by its members.
5. Review periodically the makeup of the Board and its committees and recommend to the Board, as appropriate, changes in the number, function or membership of the Board and/or its committees.
6. Review periodically and make recommendations to the Board about changes to the charters of each Board committee after consultation with the respective committee chairs.
7. Consider matters of corporate governance and periodically review the Company's corporate governance policies and recommend to the Board modifications to such policies or adoption of additional policies, as appropriate.
8. Develop and recommend to the Board a CEO succession plan and update the plan periodically, and oversee the development of potential CEO succession candidates.
9. Evaluate the Committee's performance at least annually and report to the Board on such evaluation.
10. Periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.
11. 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