

INNOSPEC INC.
Form DEFA14A
April 25, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

INNOSPEC INC.

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined).

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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[Form of email communication sent to certain institutional investors in advance of the 2018 Annual Meeting of Stockholders]

Subject: IOSP Proxy - ISS Recommendation - Robert Paller

If you are a subscriber to ISS, you may have seen that they are recommending that you WITHHOLD your vote in relation to the re-election of Robert Paller as a director of Innospec.

We believe ISS may be about to change this recommendation.

Bob is a very experienced M&A lawyer, and a very valuable member of the Innospec Board. We are very keen to retain his services.

In discussions with ISS, we have identified their issue is Bob's membership of our Nomination & Governance Committee, given that his firm do a very small amount of legal work for Innospec and he is therefore not regarded as independent.

In order to solve this problem, Bob has resigned from his position on the Nomination & Governance Committee with immediate effect, to be replaced by Larry Padfield. We have informed ISS, who are reconsidering their recommendation.

We believe that it is highly likely that they will change their recommendation to FOR.

If you have not yet voted, we would urge you to refrain from doing so until ISS make their decision. If you have already voted in line with ISS's original recommendation, we would urge you to consider recasting your vote.

Please don't hesitate to contact me if you have any questions

Regards

Brian

Brian R. Watt

Senior Vice President, Innospec Inc

brian.watt@innospecinc.com

Mobile/Cell : +44 (0) 7765236867