

# Notice of 2016 Annual General Meeting

**THIS DOCUMENT IS IMPORTANT AND REQUIRES  
YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the action you should take, you are advised immediately to consult your stockbroker, solicitor, accountant or other independent professional adviser authorised pursuant to the Financial Services and Markets Act 2000.

If you have sold or transferred all your ordinary shares in Intertek Group plc, please forward this document together with the Proxy Form to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.



Intertek Group plc  
(the 'Company')

**Registered Office:**

25 Savile Row  
London  
W1S 2ES

Incorporated in England and Wales with  
Registration Number 4267576

**DIRECTORS**

<b>Sir David Reid</b>	(Chairman)
<b>André Lacroix</b>	(Chief Executive Officer)
<b>Edward Leigh</b>	(Chief Financial Officer)
<b>Edward Astle</b>	(Non-Executive Director)
<b>Alan Brown</b>	(Non-Executive Director)
<b>Dame Louise Makin</b>	(Non-Executive Director)
<b>Gill Rider</b>	(Non-Executive Director)
<b>Michael Wareing</b>	(Senior Independent Non-Executive Director)
<b>Lena Wilson</b>	(Non-Executive Director)

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## Notice of 2016 Annual General Meeting ('AGM')

5 April 2016

**Dear Shareholder**

**INTRODUCTION**

The 2016 AGM will be held in the Park Room, The Westbury Hotel, Conduit Street, Mayfair, London W1S 2YF at 9.00am on Wednesday, 25 May 2016. A location map is provided on the reverse of the accompanying Proxy Form.

This letter is to give you further information about the business to be conducted at the AGM and the resolutions to be proposed at the meeting. Shareholders will be invited to raise any questions they may have relating to the business being dealt with at the meeting. The formal Notice of AGM is set out on pages 4 and 5 of this document.

A copy of the Company's 2015 Annual Report and Accounts accompanies this notice. Resolutions 1 to 17 will be proposed as Ordinary Resolutions. Resolutions 18 to 20 will be proposed as Special Resolutions.

**Resolution 1 – Annual Report and Accounts for the year ended 31 December 2015**

Resolution 1 will be the consideration of the 2015 Annual Report and Accounts (being the audited financial statements for the year ended 31 December 2015, the Strategic report and Directors' and Auditors' reports). Questions will be taken at the meeting.

**Resolution 2 – Remuneration Policy**

Resolution 2 is a resolution to approve the Remuneration policy (the 'Policy') as set out on pages 64 to 68 of the Annual Report and Accounts.

The Policy provides details in relation to our future payments to current and former Directors, including the approach to exit payments. This Policy is subject to a binding shareholder vote at least every three years, or earlier if there is a need to propose changes to the approved Policy. The Remuneration Committee have taken time to consider the new Policy, which has been designed to support our business growth strategy, and the Company has consulted with major shareholders to obtain their views on the proposals. Once the Policy has been adopted, all payments made by the Company to the Directors or any former Directors must be made only in accordance with this Policy. Any proposed payment which is not described in the Policy would need a separate shareholder resolution. This policy will come into effect immediately after shareholder approval to the exclusion of the existing policy that was approved at the AGM held on 16 May 2014.

**Resolution 3 – Remuneration report**

In accordance with the Companies Act 2006 (the 'Act'), directors of listed companies are required to prepare a Remuneration report which must be approved by the shareholders of the Company. The Remuneration report provides details of the payments made during the year ended 31 December 2015.

Resolution 3 is a resolution to approve the Directors' Remuneration report for the financial year ended 31 December 2015, as set out on pages 63 to 77 of the Annual Report and Accounts.

Shareholders should note that this vote is advisory only.

**Resolution 4 – Payment of a Final Dividend**

Resolution 4 is a resolution for the approval of the payment of a final dividend of 35.3p per ordinary share to shareholders whose names appear on the Register at the close of business on 20 May 2016. If approved, the final dividend will be paid on 3 June 2016.

**Resolutions 5 to 12 – Election and re-election of all Directors**

In line with the recommendations set out in the UK Corporate Governance Code, all continuing Directors will be subject to election or re-election, except for Edward Astle who is stepping down from the Board after serving six years as a Non-Executive Director, with effect from the AGM.

Directors' biographies appear on page 56 and 57 of the 2015 Annual Report and Accounts. Since the signing of the Annual Report and Accounts on 1 March 2016, it was with great sadness we announced that Dr Mark Williams had passed away after a brief illness on 6 March 2016. Mark had been a Non-Executive member of the Intertek board since September 2013 and he and his contribution will be greatly missed.

André Lacroix was appointed Chief Executive Officer with effect from 16 May 2015 and will be standing for election by shareholders for the first time at the AGM. André is an experienced and successful Chief Executive. He had been Inchcape plc's Chief Executive since 2005 and prior to that was Chairman and Chief Executive Officer of Euro Disney S.C.A from 2003. From 1996 to 2003 he held a series of senior international roles at Burger King International.

Gill Rider was appointed as a Non-Executive Director on 1 July 2015. She will also be standing for election for the first time at this AGM. Gill currently holds non-executive directorships with Pennon Group Plc, where she chairs the Sustainability Committee, and Charles Taylor Plc, where she chairs their Remuneration Committee. She is the Senior Independent Director at both. She is also the Chair of Council (Board) of the University of Southampton, and was the President of the Chartered Institute of Personnel & Development for the last five years. Formerly, Gill was head of the Civil Service Capability Group in the Cabinet Office reporting to the Cabinet

Secretary and prior to that held a number of senior positions with Accenture culminating in the post of Chief Leadership Officer for the global firm. She was previously a Non-Executive Director of De La Rue plc.

Each of the Non-Executive Directors has given an assurance to the Board that they remain committed to their role as Non-Executive Directors and will ensure that they devote sufficient time to it, including attendance at Board and Committee meetings.

The Board, having completed formal performance evaluations, believes that each Director standing for election or re-election has considerable and extensive experience, which will remain invaluable to the Company, and continues to perform effectively in their role. It is therefore recommended that each of the continuing Directors be elected or re-elected.

#### **Resolution 13 and 14 – Appointment of Auditor**

The Company is required to appoint an external auditor at each Annual General Meeting at which accounts are laid before the Company, to hold office until the conclusion of the next such meeting.

Under Resolution 13 it is proposed to appoint new Auditors. The Audit & Risk Committee oversaw a formal and comprehensive tender process for the external audit appointment. We are recommending to shareholders, for approval at the 2016 AGM, the appointment of PricewaterhouseCoopers LLP to succeed KPMG Audit plc as the Group's auditor until the conclusion of the next AGM. As outgoing auditors, KPMG Audit plc has provided the Company with a 'Statement of Circumstances' accompanying their proposed resignation following the conclusion of the 2016 AGM, as required by the Act, which is set out in Appendix 1.

Under Resolution 14 it is proposed that the Audit & Risk Committee, for and on behalf of the Board, be authorised to determine the Auditors' remuneration.

#### **Resolution 15 – Introduction of a new all employee share plan**

We are seeking shareholders' approval at the AGM for a new all employee incentive arrangement, the Intertek Group plc Savings-Related Share Option Scheme (comprising the UK tax-advantaged Scheme and the International Scheme – the 'SRS').

Under the SRS, eligible employees will be invited to participate on the same basis by entering into a savings contract and will be granted an option to acquire ordinary shares in the Company at the end of that period using the proceeds of their savings contract. The exercise price of an option is fixed at the time the invitation to apply for an option is issued and will not be less than 80% of the market value of a share at that time.

The SRS is intended to qualify for tax advantages (under Schedule 3 to the Income Tax (Earnings & Pensions) Act 2003). There will be power to scale back awards and limit the maximum monthly saving at the Remuneration Committee's discretion, to preserve balance and protect the overall sustainability of the Company's incentive scheme structure.

The principal terms of the SRS are summarised in Appendix 2 to this notice on pages 8 and 9.

#### **Resolution 16 – Directors' authority to allot shares**

Resolution 16 renews a similar authority given at last year's AGM and is in two parts.

Part (a) of Resolution 16 will give the Directors authority to allot relevant securities up to an aggregate nominal amount of £537,955. This amount represents approximately one-third of the nominal amount of the issued share capital of the Company (excluding any treasury shares) as at 18 March 2016 (being the latest practicable date prior to publication of this notice). This limit is in line with the Investment Association Share Capital Management Guidelines (the 'Guidelines').

In addition, and also in line with the Guidelines, part (b) of Resolution 16 will give the Directors a further authority to allot

equity securities, up to an aggregate nominal amount of £537,955, provided that this additional authority is used only for fully pre-emptive rights issues. This amount represents approximately one-third of the nominal amount of the issued share capital of the Company (excluding any treasury shares) as at 18 March 2016 (being the latest practicable date prior to publication of this notice).

If given, this authority will expire at the conclusion of the Company's next AGM or on 25 August 2017 (whichever is the earlier).

The Directors have no present intention of exercising this authority but consider it desirable that they should have the flexibility to issue shares from time to time to enable the Company to take advantage of general business opportunities as they arise. The Company currently holds no shares in treasury.

#### **Resolution 17 – Donations to EU political organisations and EU political expenditure**

Resolution 17 renews a similar authority given at last year's AGM.

The Act prohibits companies from making any donations to EU political organisations or incurring any political expenditure unless authorised by shareholders in advance. The Company's policy is that it does not, directly or through any subsidiary, make what are commonly regarded as donations to any political party. However, the legislation includes a wide definition of what constitutes political donations and expenditure; sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling public duties and support for bodies representing the business community in policy review may fall within this. Accordingly, we are seeking shareholder approval on a precautionary basis to allow the Company and its subsidiaries to continue to support the community and put forward views to wider business and Government interests without running the risk of being in breach of the law. The authority in Resolution 17 will cap political spending at £90,000 in aggregate and will be within the terms prescribed by the Act.

If given, this authority will expire at the conclusion of the next AGM. The Directors intend to seek authority annually.

#### **SPECIAL RESOLUTIONS**

##### **Resolution 18 – Disapplication of pre-emption rights**

Resolution 18, if approved, will authorise the Directors to issue shares for cash or sell treasury shares for cash without having to comply with statutory pre-emption rights, but this power will be limited to allotments or sales:

- (a) for a rights issue, up to an aggregate nominal amount of £1,075,911;
- (b) for an open offer or pre-emptive offer (other than a rights issue), up to an aggregate nominal amount of £537,955; and
- (c) in any other case up to an aggregate nominal amount of £80,693, representing approximately 5% of the issued share capital of the Company, (excluding any treasury shares) as at 18 March 2016. This limit is the same as the authority given at last year's AGM.

There are no present plans to exercise this authority (other than in connection with the Company's share plans) and, in accordance with the guidelines issued by the Pre-Emption Group, the Directors do not expect to allot shares for cash (or sell treasury shares) on a non-pre-emptive basis pursuant to this authority: (i) in excess of an amount equal to 5%; or (ii) in excess of an amount equal to 7.5% of the issued share capital of the Company within a rolling three-year period, without prior consultation with the Company's shareholders. The Directors consider it desirable that they should have the flexibility to issue shares from time to time to enable the Company to take advantage of general business opportunities as they arise. The Company currently holds no shares in treasury.

If approved, this authority will expire at the end of the next AGM of the Company or on 25 August 2017 (whichever is the earlier).

### **Resolution 19 – Directors’ authority to make market purchases of own shares**

At the AGM held in May 2015 a Special Resolution was passed empowering the Directors to purchase the Company’s shares in the market. Resolution 19 will be proposed as a Special Resolution to renew this authority.

The maximum number of shares which may be purchased under the proposed authority will be 16,138,677 shares, representing approximately 10% of the issued ordinary share capital of the Company (excluding any treasury shares) as at 18 March 2016. The price paid for shares must be:

- (a) not less than the nominal value of 1p per share; and
- (b) not more than the highest of:
  - (i) an amount equal to 5% above the average of the middle-market quotations of the Company’s ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days preceding the day on which the shares are purchased;
  - (ii) the price of the last independent trade of an ordinary share; and
  - (iii) the highest current independent bid for an ordinary share at the trading venue where the purchase is carried out.

The power given by the Resolution will be exercised only if the Directors are satisfied that any purchase will increase the earnings per share of the ordinary share capital in issue after the purchase and that the purchase is in the interests of shareholders.

The Directors will also give careful consideration to the gearing levels and general financial position of the Company prior to any decision to purchase. The purchase price would be paid out of distributable profits.

The Company is permitted either to cancel shares it has purchased or hold them in treasury. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share options or awards under share incentive plans. The Company is not entitled to exercise any rights, including the right to attend and vote at meetings, in respect of treasury shares. In addition, no dividend or other distribution of the Company’s assets may be made to the Company in respect of such shares.

The Directors believe that holding shares in treasury may provide the Company with greater flexibility in the management of its share capital.

Where treasury shares are used to satisfy share options or awards, they will be classed as new issue shares for the purpose of the 10% limit on the number of shares that may be issued over a ten year period under the Company’s relevant share plan rules. The Board will also have regard to any guidelines issued by investor groups which may be in force at the time of any purchase, holding or resale of treasury shares.

The total number of: (i) options to subscribe for ordinary shares and (ii) share incentive awards that were outstanding as at 18 March 2016 were nil and 1,553,700 respectively. The proportion of issued share capital that they represented at that time was 0.96% and the proportion of issued share capital that they will represent if the full authority to purchase shares (both the existing and that being sought) is used is 1.07%.

If passed, Resolution 19 will provide the Company with the necessary authority to make market purchases until the conclusion of the next AGM or 25 August 2017 (whichever is the earlier). It is the present intention of the Directors to seek to renew the authority annually.

### **Resolution 20 – Notice period for general meetings**

In accordance with the Directors’ intention to seek renewal annually, it is proposed in Resolution 20 to grant the Directors authority to convene general meetings, other than AGMs, on 14 clear days’ notice.

The authority will be effective until the Company’s next AGM, when it is intended that the approval will again be renewed. It is not intended that the shorter notice period would be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. The Company will also ensure that appropriate arrangements for electronic voting, as required under the EU Shareholder Rights Directive, are in place before the Directors convene a general meeting on 14 clear days’ notice.

### **Recommendations**

Your Directors believe that all the proposals to be considered at the AGM are in the best interests of the Company and the shareholders as a whole and, accordingly, your Directors recommend shareholders to vote in favour of each of the Resolutions.

### **Action to be taken**

A Proxy Form has been provided to enable you to vote in respect of the Resolutions, if you are unable to attend the AGM in person. Shareholders can appoint multiple proxies if they so wish. Please refer to the Proxy Form for further details. The lodging of a Proxy Form does not preclude you from subsequently attending and voting at the AGM in person if you so wish. Whether or not you are able to attend the meeting, you are requested to complete the Proxy Form and return it to our Registrars, Equiniti, at the address shown, as soon as possible and in any event so as to be received not later than 48 hours, excluding non-working days, before the time of the AGM.

Shareholders may, if they so wish, register the appointment of a proxy electronically by logging on to Equiniti’s website at [www.sharevote.co.uk](http://www.sharevote.co.uk) where full details of the procedure are given. CREST members who wish to appoint a proxy or proxies through the CREST Electronic Proxy Appointment Service may do so using the procedures described in the CREST Manual.

Yours faithfully



**Sir David Reid**  
Chairman

# Intertek Group plc – Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ('AGM') of the Company will be held in the Park Room, The Westbury Hotel, Conduit Street, Mayfair, London W1S 2YF at 9.00am on Wednesday, 25 May 2016 for the following purposes:

To consider and, if thought fit, pass the following Resolutions. Resolutions 1 to 17 will be proposed as Ordinary Resolutions. Resolutions 18 to 20 will be proposed as Special Resolutions.

## ORDINARY RESOLUTIONS

1. To receive the Annual Report and Accounts for the year ended 31 December 2015, together with the Strategic report and the Directors' and Auditors' reports.
2. To approve the Directors' Remuneration policy as set out in the Annual Report and Accounts for the year ended 31 December 2015.
3. To approve the Directors' Remuneration report, other than the part containing the Directors' Remuneration policy, as set out in the Annual Report and Accounts for the year ended 31 December 2015.
4. To approve the payment of a final dividend of 35.3p per ordinary share to be paid on 3 June 2016 to shareholders whose names appear on the register of members at the close of business on 20 May 2016.
5. To re-elect Sir David Reid as a Director.
6. To elect André Lacroix as a Director.
7. To re-elect Edward Leigh as a Director.
8. To re-elect Alan Brown as a Director.
9. To re-elect Dame Louise Makin as a Director.
10. To elect Gill Rider as a Director.
11. To re-elect Michael Wareing as a Director.
12. To re-elect Lena Wilson as a Director.
13. To appoint PricewaterhouseCoopers LLP as Auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
14. To authorise the Audit & Risk Committee to determine the remuneration of the Auditor.
15. To resolve that the Intertek Group plc Savings-Related Share Option Scheme (comprising the UK tax-advantaged Scheme and the International Scheme – the 'SRS'), the principal terms of which are summarised in Appendix 2 to this notice and the draft rules of which are produced to the meeting and initialled by the Chairman for the purposes of identification, be approved and the Directors be authorised to do all acts and things they consider necessary or expedient to implement and operate the SRS, including making any changes to the rules of the SRS they consider necessary or desirable to obtain or maintain the tax-advantaged status of the SRS under Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003, and to establish further schemes based on the SRS but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further schemes are treated as counting against the limits on the use of shares in the SRS.

16. That pursuant to section 551 of the Companies Act 2006 ('Act') the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot Relevant Securities:

- (a) up to an aggregate nominal amount of £537,955; and
- (b) up to a further aggregate nominal amount of £537,955 in a Pre-Emptive Offer provided that: (i) they are equity securities (as defined in section 560(1) of the Act); and (ii) they are allotted in connection with a Rights Issue. For the purposes of these Resolutions, a 'Pre-Emptive Offer' means an offer:
  - (i) to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
  - (ii) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange.

For the purposes of these Resolutions, a 'Rights Issue' means a Pre-Emptive Offer to subscribe for further equity securities by means of the issue of a renounceable letter (or other negotiable instrument) which may be traded (as 'nil paid rights') for a period before payment for the securities is due.

Unless previously revoked, varied or renewed, these authorities shall expire at the conclusion of the next AGM of the Company after the passing of this Resolution or on 25 August 2017 (whichever is the earlier), save that, in each case, the Company may make an offer or agreement before the authority expires which would or might require Relevant Securities to be allotted after the authority expires and the Directors may allot Relevant Securities pursuant to any such offer or agreement as if the authority had not expired.

In this Resolution, 'Relevant Securities' means shares in the Company or rights to subscribe for or to convert any security into shares in the Company; a reference to the allotment of Relevant Securities includes the grant of such a right; and a reference to the nominal amount of a Relevant Security is a right to subscribe for or to convert any security into shares in the Company up to the nominal amount of the shares which may be allotted pursuant to that right.

These authorities are in substitution for all existing authorities under section 551 of the Act (which to the extent unused at the date of this Resolution are revoked with immediate effect).

17. THAT pursuant to section 366 of the Act, the Company and all companies that are subsidiaries of the Company at any time during the period for which this Resolution shall have effect, be and are hereby authorised, in aggregate:

- (a) to make political donations to political parties and/or independent election candidates not exceeding £20,000 in total;
- (b) to make political donations to political organisations other than political parties not exceeding £20,000 in total; and
- (c) to incur political expenditure not exceeding £50,000 in total,

in each case, during the period beginning with the date on which this Resolution is passed and ending on the conclusion of the next AGM of the Company held after such date, provided that:

- (i) the aggregate amount of political donations and political expenditure to be made or incurred by the Company and its subsidiaries pursuant to this Resolution shall not exceed £90,000; and
- (ii) each of the amounts referred to in this Resolution may comprise one or more sums in different currencies which, for the purpose of calculating any such amount, shall be converted at such rate as the Directors may, in their absolute discretion, determine to be appropriate.

In this Resolution the terms 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' have the meanings set out in sections 363 to 365 of the Act.

#### **SPECIAL RESOLUTIONS**

18. THAT, subject to the passing of Resolution 16 and pursuant to sections 570 and 573 of the Act, the Directors be and are generally empowered:

- (i) to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by Resolution 16; and
- (ii) to sell ordinary shares held by the Company as treasury shares for cash,

in each case, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities or sale of treasury shares in connection with a Pre-Emptive Offer (as defined in Resolution 16 above); and
- (b) the allotment of equity securities or a sale of treasury shares (otherwise than in connection with a Pre-Emptive Offer) up to an aggregate nominal amount of £80,693.

Unless previously revoked, varied or renewed, this authority shall expire on the date of the next AGM of the Company or 25 August 2017 (whichever is earlier) save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

This power is in substitution for all existing powers under sections 570 and 573 of the Act (which, to the extent unused at the date of this Resolution, are revoked with immediate effect).

19. THAT, pursuant to section 701 of the Act, the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 1p each in the capital of the Company ('ordinary shares') provided that:

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 16,138,677;
- (b) the minimum price (including expenses) which may be paid for an ordinary share is its nominal value;
- (c) the maximum price which may be paid for an ordinary share is the highest of:
  - (i) an amount equal to 5% above the average of the middle-market quotations for an ordinary share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
  - (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out,

in each case inclusive of expenses;

and (unless previously revoked, varied or renewed) the authority hereby conferred shall expire at the conclusion of the next AGM or on 25 August 2017 (whichever is earlier) save that the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase in pursuance of any such contract.

20. THAT, until the conclusion of the next AGM, the Company be and is hereby generally and unconditionally authorised to convene general meetings (other than AGMs) on 14 clear days' notice.

By order of the Board

**Fiona Evans**  
Group Company Secretary  
5 April 2016

**Registered Office:**  
25 Savile Row  
London W1S 2ES

# Notes:

1. Only persons entered on the register of members not later than 6.00pm on 23 May 2016 are entitled to attend and vote at the meeting or, in the event that the meeting is adjourned, on the register of members not later than 6.00pm on the date which is two working days prior to the reconvened meeting and the number of shares registered in their respective names shall determine the number of votes such persons are entitled to cast at the meeting. Changes to entries in the register of members after 6.00pm on 23 May 2016 or, in the event that the meeting is adjourned, after 6.00pm two working days prior to the reconvened meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, speak and to vote instead of him. A proxy need not also be a member. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy, you will need to complete a separate Proxy Form in relation to each appointment. Additional Proxy Forms may be obtained by photocopying the Proxy Form. You can appoint a proxy only using the procedures set out in these notes and the notes to the Proxy Form. The right of a member under section 324 of the Act to appoint a proxy does not apply to a person nominated to enjoy information rights under section 146 of the Act.
3. As at 18 March 2016 (being the latest practicable business day prior to the publication of this notice) the Company's issued share capital consists of 161,386,775 ordinary shares carrying one vote each. Therefore, the total voting rights in the Company as at 18 March 2016 are 161,386,775.
4. Proxy Forms should be completed in accordance with the notes thereon and to be valid must be received by our Registrar, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA not later than 9.00am on 23 May 2016 or not later than 48 hours, excluding non-working days, before the time appointed for any adjourned meeting. Shareholders who return a Proxy Form or register the appointment of a proxy electronically will still be able to attend the meeting and vote in person if they so wish.
5. Shareholders may, if they so wish, register the appointment of a proxy electronically by logging on to the Equiniti website at [www.sharevote.co.uk](http://www.sharevote.co.uk) where full details of the procedure are given. Before appointing a proxy in this way, shareholders are advised to read the terms and conditions relating to the use of this facility (which may be viewed on that website). Electronic proxy appointments must be received by Equiniti not later than 9.00am on 23 May 2016. A Proxy Form lodged electronically will be invalid unless it is lodged at the address specified on the Equiniti website.
6. Shareholders whose shares are held in uncertificated form through CREST may also register the appointment of a proxy or proxies through the CREST electronic proxy appointment service. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual which can be viewed at [www.euroclear.com](http://www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by not later than 48 hours, before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
7. CREST members and, where applicable, their CREST sponsors and voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
8. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
9. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, where more than one representative is appointed, those representatives do not do so in relation to the same shares.
10. You may not use any electronic address provided either in this Notice of AGM or any related documents (including the Proxy Form) to communicate with the Company for any purposes other than those expressly stated.
11. The Company cannot accept responsibility for loss or damage arising from the opening or use of any emails or attachments from the Company and recommends that shareholders subject all messages to virus checking procedures prior to opening or use. Any electronic communication received by the Company and/or by Equiniti, including the lodgment of an electronic Proxy Form that is found to contain a computer virus, will not be accepted.
12. Electronic communication facilities are available to all shareholders on equal terms and those who use them will not be disadvantaged in any way.
13. A copy of the proposed rules of the Intertek Group plc Savings-Related Share Option Scheme (comprising the UK tax-advantaged Scheme and the International Scheme – the 'SRS') is available for inspection at the registered office of the Company and at the offices of Allen & Overy LLP, One Bishops Square, London E1 6AD, at all times during normal business hours on any weekday (English public holidays excepted) until the close of the meeting, and also will be at the place of the meeting for a period of 15 minutes immediately before the meeting until its conclusion.
14. Where a copy of this notice is being received by a person who has been nominated to enjoy information rights under section 146 of the Act ('nominee'):
  - (a) the nominee may have a right under an agreement between the nominee and the member by whom he was appointed, to be appointed, or to have someone else appointed, as a proxy for the meeting; or
  - (b) if the nominee does not have any such right or does not wish to exercise such right, the nominee may have a right under any such agreement to give instructions to the member as to the exercise of voting rights.
15. Shareholders should note that it is possible, pursuant to requests made by shareholders of the Company under section 527 of the Act, that the Company may be required to publish on its website a statement setting out any matter relating to the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the AGM. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on its website under section 527 of the Act, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on its website.
16. Under Section 319A of the Act, the Company must cause to be answered any question relating to the business being dealt with at the meeting put by a member attending the meeting unless:
  - (a) answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - (b) the answer has already been given on a website in the form of an answer to a question; or
  - (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
17. A shareholder meeting the qualification criteria set out in section 338(3) of the Act may require the Company to give shareholders notice of a resolution which may properly be proposed and is intended to be proposed at the meeting in accordance with section 338 of the Act. A resolution may properly be proposed unless:
  - (i) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise);
  - (ii) it is defamatory of any person; or
  - (iii) it is frivolous or vexatious. The business which may be dealt with at the meeting includes a resolution circulated pursuant to this right. Any such request must:
    - identify the resolution of which notice is to be given, by either setting out the resolution in full or, if supporting a resolution requested by another shareholder, clearly identifying the resolution which is being supported;
    - comply with the requirements set out in section 338(4) of the Act; and
    - be received by the Company no later than six weeks before the meeting.
18. A shareholder meeting the qualification criteria set out in section 338(A)(3) of the Act may require the Company to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may properly be included in the business in accordance with section 338A of the Act. A matter may properly be included unless:
  - (i) it is defamatory of any person; or
  - (ii) it is frivolous or vexatious. Any such request must:
    - identify the matter to be included in the business, by either setting out the matter in full or, if supporting a matter requested by another shareholder, clearly identifying the matter which is being supported;
    - set out the grounds for the request;
    - comply with the requirements set out in section 338(A)(4) of the Act; and
    - be received by the Company no later than six weeks before the meeting.
19. The time, date and location of the AGM may also be found on our website [www.intertek.com](http://www.intertek.com) together with the information required to be published in advance of the meeting.



**KPMG Audit Plc**  
15 Canada Square  
London E14 5GL  
United Kingdom

Tel +44 (0) 20 7311 1000  
Fax +44 (0) 20 7311 3311

Intertek Group plc  
25 Savile Row  
London  
W1S 2ES

Contact **Steve Wardell**  
020 7311 1000  
Ext 3213

5 April 2016

Dear Sirs

**Statement to Intertek Group plc (no. 4267576) on ceasing to hold office as auditors pursuant to section 519 of the Companies Act 2006**

The reason connected with our ceasing to hold office is the holding of a competitive tender for the audit, in which we were not invited to participate.

We request that any correspondence in relation to this statement be sent to our registered office 15 Canada Square, London, E14 5GL marked for the attention of the Audit Regulation Department.

Yours faithfully,

A handwritten signature in black ink that reads 'KPMG Audit Plc'.

KPMG Audit Plc

# Appendix 2

## Summary of the Intertek Group plc savings-related share option scheme

Principal Terms of the Intertek Group plc Savings-Related Share Option Scheme (SRS) (comprising the UK tax advantaged SRS and the International SRS):

### The UK tax-advantaged SRS

- a. General:** The SRS is a tax-advantaged all-employee share option scheme administered by the Board of Intertek Group plc (the **Board** and the **Company**, respectively) under which eligible employees can acquire options over Company shares (**Shares**) on a tax-favoured basis and at a discount of up to 20% of the market value of the Shares at the date of grant. To exercise these options, participants must save out of contributions from their salary under a 3 or 5 year HMRC-approved savings contract. Savings contributions are subject to a statutory limit, currently £500 per month. The Board has discretion to determine whether, and if so when, the SRS will operate.
- The Company will determine where the Shares required for the SRS will be sourced. This will be by new issue and/or market purchase. Benefits under the SRS are not pensionable, are personal to the participant and may not be transferred, assigned, charged or otherwise encumbered except that, on the death of a participant, an option may be transmitted to the participant's personal representatives.
- b. Invitations:** If the Board resolves to operate the SRS, invitations must be sent to all eligible employees of a participating company and those participating company directors who are required to work a minimum of 25 hours per week. Employees are eligible provided they have been employed for any qualifying period not exceeding five years determined by the Board. The Board also has discretion to include any other employee or executive director of a participating company. Invitations will normally be made within 42 days of an announcement of results, but may also be made if there is a change to relevant scheme legislation or the announcement of a new savings contract prospectus.
- c. The savings contract:** To participate in the SRS, an eligible employee must enter into a savings contract of 3 or 5 years and agree to make contributions of between £10 and £500 per month (or any other sum permitted by the relevant legislation from time to time).
- d. Grant of options:** Employees who enter into savings contracts are granted options to acquire Shares at the option price using the amount saved, including any bonus or interest. Options must be granted within 30 days (or 42 days if the applications are scaled down) of the first day by reference to which the option price was set. A participant is not required to pay for the grant of an option.
- e. SRS Limit:** In any ten-year period, not more than 10 per cent. of the issued ordinary share capital of the Company may be issued or be issuable under the SRS and all other employees' share schemes operated by the Company. If any Shares held in treasury are used for the SRS, the Company will count them towards the 10% limit. For the purposes of the limit, no account will be taken of any Shares where the option, award or other contractual right to acquire them was released or lapsed without being exercised. Any Shares acquired by market purchase by, or for the purpose of, an employees' share scheme operated by the Company will not be "allocated" for this purpose.

- f. Exercise of options:** Options must normally be exercised in whole or in part within six months after the completion of the related savings contract, provided the participant remains a director or employee of a participating company, and may only be exercised once. Following the date of exercise, Shares must be issued or transferred to the participant within 30 days.

Options may be exercised early in the event of a participant ceasing employment with the Company or a participating company due to death, retirement, injury, disability, redundancy, a relevant transfer under the Transfer of Undertaking (Protection of Employment) Regulations 2006 or the individual's employing company or employing part of a business being sold out of the Company's group. On death, options may be exercised by the participant's personal representatives. Options may also be exercised early in the event of a voluntary winding-up of the Company. On cessation of employment for other reasons or if a participant ceases to pay contributions under the related savings contract, options will normally lapse.

- g. Option price:** The option price will be determined by the Board and must not be less than the higher of: (A) 80% of the market value of a Share on the invitation date or on the date specified in the invitation and derived from the middle market quotation taken from the daily official list of the London Stock Exchange for the dealing day (or, if so determined by the Board, the average of such quotations for the five dealing days) immediately preceding the specified date as the Board determines or 80% of the market value at such other time or times agreed in accordance with HMRC guidance; and (B) in the case of an option to subscribe for Shares, the nominal value of a Share.

- h. Change of control:** Options may normally be exercised early if: (A) any person obtains control of the Company as a result of a general offer to acquire Shares; (B) a person (or a group of persons acting in concert) becomes bound or entitled to acquire Shares by serving a notice under sections 979-982 or 983-985 of the Companies Act 2006; or (C) a scheme of arrangement in connection with the acquisition of Shares is sanctioned.

Options may be exercised up to 20 days before the relevant event or within six months of the event, or in the case of a section 979 notice, until the expiry of the period during which a person is entitled or bound to acquire Shares, after which time the options will lapse. Alternatively, with the consent of the acquiring company, options may be exchanged for equivalent rights to acquire shares in the acquiring company.

In the event of a Company reorganisation or merger, where the shareholders of the acquiring company are substantially the same as the Company shareholders immediately before the change of control, no options will be exercisable but will be exchanged for equivalent rights. For the purposes of satisfying the conditions of an option exchange, the market value of any Shares must be determined using a methodology approved by HMRC.

- i. Rights attaching to Shares:** Shares issued to satisfy awards under the SRS will rank equally in all respects with the Shares in issue on the date of allotment but they will not rank for any rights attaching to Shares by reference to a record date preceding the date of allotment. Where Shares are transferred on the exercise of an option, optionholders are entitled to all rights attaching to the Shares by reference to a record date after the transfer date, but will not be entitled to rights before that date.
- j. Variation of capital:** In the event of a variation in the equity share capital including a capitalisation or rights issue, sub-division, consolidation or reduction, the Board may adjust the number of Shares subject to the option and/or the option price, provided that the total option price and total market value of the Shares under option must remain substantially the same. The total option price must not exceed the expected proceeds of the related savings contract at the bonus date and must not be reduced to less than the nominal value of a share.
- k. Alterations:** The SRS may at any time be altered by the Board in any respect. However, any alterations to the advantage of participants in relation to the persons to or for whom Shares may be issued under the SRS; the limits on the number of Shares which may be issued or transferred out of treasury; the maximum contribution for each participant; the basis for determining the option price; any rights attaching to the options and the Shares or the basis for determining a participant's entitlement on a variation of capital must be approved in advance by Company shareholders in general meeting, unless the alteration or addition is minor in nature and is made to the benefit of the administration of the SRS; to maintain its tax-advantaged status; to comply with or take account of the provisions of any proposed or existing legislation or any changes to that legislation; or, to obtain or maintain favourable tax, exchange control or regulatory treatment of the Company, any subsidiary or any present or future participant.
- l. Termination:** The SRS may be terminated by the Company at any time. No options may be granted under the SRS after the tenth anniversary of the date of its approval by Company shareholders.
- d. The savings contract:** The related savings contract entered into by participants will be any savings plan or arrangement approved by the Board for the purposes of the International SRS.
- e. Grant of options:** Employees who enter into savings contracts are granted options to acquire Shares at the option price using the amount saved, including any interest; however, under the International SRS the Board may reserve the right to adjust the number of Shares placed under an option to take into account the anticipated interest rate applied to the related savings contract and any currency fluctuations between the savings currency and sterling. Options under the International SRS must be granted within 30 days (or 42 days if the applications are scaled down) of the first day by reference to which the option price was set.
- f. Satisfaction of options in cash:** If there are securities or exchange control restrictions in the country in which a participant is resident or employed that may restrict or prevent the transfer of Shares to that participant, the Board may determine that a cash payment should be paid to the participant in substitution for the participant's right to receive Shares.
- g. Variation of capital:** In addition to the events of a variation in the equity share capital outlined for the SRS, the Board may also adjust the number of Shares subject to the option and/or the option price in the event of a demerger, payment of a capital dividend, exempt distribution under section 213 of the Taxes Act or other distribution in specie, provided that the total option price and total market value of the Shares under option must remain substantially the same. The option price must not exceed the expected proceeds of the related savings contract at the repayment date and must not be reduced to less than the nominal value of a share.

The above summarises the principal terms of the SRS, but does not form part of the rules of the SRS and should not be taken as affecting the interpretation of the detailed terms and conditions constituting the rules.

The rules of the SRS will be available for inspection in accordance with the arrangements set out in note 13 to this notice dated 5 April 2016.

### The International SRS

The principal terms of the International SRS are the same as the terms of the SRS, save as set out below:

- a. General:** The International SRS will operate under the terms of the international plan rules which may be modified subject to amendments and provisions approved by the Board contained in jurisdiction-specific appendices. The International SRS will not operate as a UK tax-advantaged plan.
- b. Invitations:** If the Board resolves to operate the International SRS the Board, or the employer of any eligible employee with the consent of the Board, may invite eligible employees of a participating company and those participating company directors who are required to work a minimum of 25 hours per week to apply for options. The Board may send or consent to the sending of invitations to eligible employees of participating companies in one jurisdiction but not to eligible employees of participating companies in other jurisdictions.  
Invitations will normally be made within 42 days of an announcement of results, or within any other period the Board determines that is appropriate to grant options. The Board may apply different application periods to eligible employees of participating companies in different jurisdictions.
- c. Option price:** The Board may set a different option price for eligible employees of participating companies in one jurisdiction from those of another jurisdiction, notwithstanding that invitations may be sent out to eligible employees on the same application date.



Intertek Group plc  
25 Savile Row  
London  
W1S 2ES  
United Kingdom  
t: +44 20 7396 3400  
f: +44 20 7396 3480  
e: [info@intertek.com](mailto:info@intertek.com)  
[www.intertek.com](http://www.intertek.com)