

Notice of 2011 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

Notice of 2011 Annual General Meeting ('AGM')

15 April 2011

Dear Shareholder

Introduction

The 2011 AGM will be held in the Pine Room, The Westbury Hotel, Conduit Street, Mayfair, London W1S 2YF at 1.00 p.m. on Friday, 20 May 2011. A location map is provided on the reverse of the accompanying Attendance Card.

The purpose of this letter is to give you further information regarding matters relevant to 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 the AGM is set out on page 6 of this document.

The Company's 2010 Annual Report and Accounts was published on 7 March 2011 and can be found on our website at www.intertek.com/investors.

Resolutions 1 to 17 will be proposed as Ordinary Resolutions. Resolutions 18 to 21 will be proposed as Special Resolutions.

Resolution 1 – Annual Report and Accounts for the year ended 31 December 2010

Resolution 1 will be the consideration of the 2010 Annual Report and Accounts. Questions will be taken at the meeting.

Resolution 2 – Remuneration Report

In accordance with the Companies Act 2006 ('Act'), directors of listed companies are required to prepare a Remuneration Report which must be approved by the shareholders of the Company at the meeting at which the Company's annual accounts are to be laid. It is proposed, as Resolution 2, that the Directors' Remuneration Report for the financial year ended 31 December 2010, as set out on pages 54 to 65 of the Annual Report and Accounts, be approved.

The Directors' Remuneration Report contains details of the Directors of the Company who were members of the Remuneration Committee, a forward-looking statement of the Company's policy on Directors' remuneration, a performance graph showing the Company's total shareholder return compared with the performance of the FTSE 100 and 250 indices, details of the Directors' service contracts and specific disclosures relating to each Director's remuneration.

Directors

Vanni Treves (Chairman)
Wolfgang Hauser (Chief Executive Officer)
Lloyd Pitchford (Chief Financial Officer)
David Allvey (Senior Independent Non-Executive Director)
Edward Astle (Non-Executive Director)
Alan Brown (Non-Executive Director)
Gavin Darby (Non-Executive Director)
Christopher Knight (Non-Executive Director)
Debra Rade (Non-Executive Director)
Michael Wareing (Non-Executive Director)

Resolution 3 – Payment of a Final Dividend

Resolution 3 is a resolution for the approval of the payment of a final dividend of 18.8p per ordinary share to shareholders whose names appear on the Register at the close of business on 3 June 2011. If approved, the final dividend will be paid on 17 June 2011.

Resolutions 4 to 12 – Election and Re-election of all Directors

This year in line with the recommendations set out in the UK Corporate Governance Code, all Directors will be subject to election or re-election at the forthcoming AGM.

On 14 February 2011 it was announced that Alan Brown and Michael Wareing would be joining the Board as Non-Executive Directors with effect from today, 15 April 2011. Both will be standing for election by shareholders for the first time.

Alan Brown is currently Chief Executive Officer of Rentokil Initial plc, a position he has held since April 2008 when he was brought in to lead a new executive management team. Alan spent 25 years at Unilever PLC where he rose through a variety of finance roles in the UK and Europe and then general management in Taiwan, Hong Kong and China. His last four years were as Executive Chairman of Unilever China. Following this, he returned to the UK as Chief Financial Officer at Imperial Chemical Industries PLC, taking a leading role in the divestment of the company.

Michael Wareing is currently a Non-Executive Director and Audit Committee Chairman at Wolseley plc, a Non-Executive Director and Audit Committee Chairman designate at Cobham plc and is Chairman of the Iraq Advisory Board for G4S plc. Michael has major international and board level knowledge gained during an extensive global career up to senior partner level at KPMG. His last position at KPMG was as International Chief Executive Officer, a position he occupied for four years. He also served as the UK Prime Minister's Economic Envoy to Iraq and UK Government Commissioner and co-chair of the Basra development commission.

Both Alan Brown and Michael Wareing are high calibre individuals with interesting and wide-ranging experience, including in large international organisations. They will be a strong addition to the Intertek Board and it is therefore recommended that both be elected as Directors.

As announced today, in order to focus on executive opportunities, Gavin Darby will not be seeking re-election as a Director at the forthcoming AGM.

Each of the other 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 re-election continues to have considerable and extensive experience, which will remain invaluable to the Company, and to perform effectively in their role. It is therefore recommended that each of the retiring Directors be re-elected.

Biographies of all Directors, other than Alan Brown and Michael Wareing, are set out on page 43 of the 2010 Annual Report and Accounts.

Resolutions 13 and 14 – Reappointment and remuneration of Auditor

Under Resolution 13 it is proposed that KPMG Audit Plc be re-appointed as Auditor for the coming year and under Resolution 14 that the Directors (through the Audit and Risk Committee) be authorised to determine their remuneration.

Resolution 15 – Directors' authority to allot shares

Resolution 15 renews a similar authority given at last year's AGM and is in two parts.

Part (a) of Resolution 15 will give the Directors authority to allot relevant securities up to an aggregate nominal amount of £533,708. This amount represents approximately one-third of the nominal amount of the issued share capital of the Company as at 8 April 2011 (being the latest practicable date prior to publication of this notice). This limit is in line with the guidelines issued by the Association of British Insurers ('ABI').

In addition, and also in line with guidelines issued by the ABI, part (b) of Resolution 15 will give the Directors a further authority to allot equity securities, in connection with a rights issue only, up to an aggregate nominal amount of £533,708. This amount represents approximately one-third of the nominal amount of the issued share capital of the Company as at 8 April 2011 (being the latest practicable date prior to publication of this notice).

If passed, this authority will expire at the conclusion of the Company's next annual general meeting or on 20 August 2012 (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 16 – Donations to EU political organisations and EU political expenditure

The Act prohibits companies from making any donations to EU political organisations or incurring any political expenditure unless authorised by members 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 constitute 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 16 will cap political spending at £90,000 in aggregate and will be within the terms prescribed by the Act.

The authority will expire at the conclusion of the next following AGM. The Directors intend to seek authority annually.

Resolution 17 – Introduction of a new share plan

During 2010 the Remuneration Committee undertook a comprehensive review of the Company's long-term incentive arrangements, in conjunction with its advisors. This review concluded that there were several aspects of the Company's current long term incentive plan which do not best achieve the Remuneration Committee's aims. Therefore, shareholder approval is being sought for a new long term incentive arrangement, the Intertek 2011 Long Term Incentive Plan (the 'Plan') which will replace the Intertek Deferred Bonus Plan which was adopted in 2005.

The new Plan will have a very similar structure to the existing Deferred Bonus Plan which has served stakeholders interests successfully over the past six years. The Remuneration Committee intends to continue to make annual grants of share awards to Executive Directors and members of the Intertek Operations Committee ('IOC'), equal to up to 100% of actual annual bonus earned ('Share Awards'). It is intended that performance awards will also be granted over shares of up to 200% of the number of shares subject to the Share Award ('Performance Awards'). Both Awards will be subject to a three year vesting period, and the vesting of any Performance Award is subject to a performance condition.

The Remuneration Committee believes that the above structure for senior executives, where the size of the long-term incentive award is driven off annual bonus earned has served the Company well and remains appropriate. Below this level, awards are not linked to earned annual bonus, but rather to a broader view of individual performance. Again, the Remuneration Committee believes this remains appropriate at this level.

Nevertheless, the Remuneration Committee is mindful that if there were to be a year in which bonuses for Executive Directors/IOC were very low (or zero) this would result in these executives having little (or no) long-term incentive focus. In some instances this might be appropriate – but it might not always be so. The Remuneration Committee therefore wishes to have the ability to make a modest Performance Award in such circumstances which would be capped at a level which would ordinarily result from 30% of an individual's maximum bonus.

As regards the performance condition applicable to the Performance Awards, the Remuneration Committee believes that the current performance condition, which is based solely on relative Total Shareholder Return ('TSR'), would be improved by balancing this with an element based on the Company's Earnings per Share ('EPS') growth. EPS is a key indicator of the successful organic growth of the business and provides better line of sight to the Company's senior management than TSR alone.

Accordingly, it is proposed that the vesting of Performance Awards will be determined 50% on TSR performance and 50% on EPS performance (both measured over three years); further details of the proposed performance conditions and targets are set out in the Appendix to this letter.

The new Plan will retain the same limit on the issuance of new shares as the previous plan, being 5% of issued capital in any 10-year period.

A number of other minor changes are proposed to bring the Plan's operation into line with current governance guidelines and to make its administration more efficient. None of these changes affects the level of award for any individual or the applicable performance conditions.

The principal terms of the Plan are summarised in the Appendix to this Notice on pages 10 to 12 inclusive.

Resolution 18 – Directors' authority to allot equity securities other than pro rata

At the AGM held in May 2010 a Special Resolution was passed empowering the Directors to allot equity securities for cash without first being required to offer such shares to existing shareholders. It is proposed that this authority be renewed. If approved, Resolution 18 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) up to an aggregate nominal amount of £533,708 in connection with an open offer or pre-emptive offer;

- (b) up to an aggregate nominal amount of £1,067,416 in connection with a rights issue; and

in any other case up to an aggregate nominal amount of £80,056, representing approximately 5% of the issued share capital of the Company as at 8 April 2011. This limit is in line with the guidelines issued by The Pre-Emption Group.

Resolution 18 will be proposed as a Special Resolution to renew this authority. If passed, this authority will expire at the end of the next following AGM of the Company or on 20 August 2012 (whichever is the earlier).

There are no present plans to exercise this authority.

Resolution 19 – Directors' authority to make market purchases of own shares

At the AGM held in May 2010 a Special Resolution was passed empowering the Directors to purchase the Company's shares in the market. It is proposed that this authority be renewed, and a further Special Resolution is therefore set out as Resolution 19. The power given by the Resolution will only be exercised 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 to hold shares it has purchased in treasury as an alternative to cancelling them. Such shares may subsequently be cancelled, sold for cash or used to satisfy share options or awards under share incentive plans, though the Company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of these shares whilst held in treasury. In addition, no dividend or other distribution of the Company's assets may be made to the Company in respect of such shares.

If the Directors exercise the authority conferred by this Special Resolution, they may consider holding those shares in treasury rather than cancelling them. 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 maximum number of shares which may be purchased under the proposed authority will be 16,011,245 shares representing approximately 10% of the issued ordinary share capital of the Company as at 8 April 2011. The price paid for shares will not be less than the nominal value of 1p per share nor more than the higher 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; and (ii) the higher of the price of the last independent trade of an ordinary share or the highest current independent bid for an ordinary share at the trading venue where the purchase is carried out.

The total number of: (i) options to subscribe for ordinary shares and (ii) share incentive awards that were outstanding as at 8 April 2011 were 339,912 and 1,976,944 respectively. The proportion of issued share capital that they represented at that time was 1.45% 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 1.61%.

If passed, Resolution 19 will provide the Company with the necessary authority to make market purchases until the conclusion of the next following AGM. 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 days' notice.

The authority will be effective until the Company's next following 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.

Resolution 21 – Amendment to the Articles

It is proposed in Resolution 21 to amend Article 102 with effect from the date of the AGM in order to increase the aggregate of fees that may be paid to the directors of the Company as a whole for their services from £750,000 to £850,000 per annum.

The Board believes it is appropriate to recommend an increase to this aggregate limit in view of the continuing increase in the scope and nature of the responsibilities of the Chairman and Non-Executive Directors as well as the increase in size of the Board. The revised limit is in line with market practice. Shareholders should note that this aggregate limit does not apply to the salaries of Executive Directors.

The Articles, together with a copy of the amended Article marked to show the change proposed by Resolution 21, are available for inspection as described on page 9 in the notes to the Notice of AGM and on the Company's website at www.intertek.com/investors.

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 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 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



Vanni Treves

Chairman

Notice of Annual General Meeting

Intertek Group plc (the 'Company')

Notice is hereby given that the Annual General Meeting ('AGM') of the Company will be held in the Pine Room, The Westbury Hotel, Conduit Street, Mayfair, London W1S 2YF at 1.00 p.m. on Friday 20 May 2011 for the following purposes:

To consider and, if thought fit, pass the following Resolutions.

Ordinary Resolutions

1. To receive the Annual Report and Accounts for the year ended 31 December 2010, together with the auditors' report on those Accounts and the Directors' Report and the auditable part of the Remuneration Report.
2. To approve the Remuneration Report for the year ended 31 December 2010.
3. To approve the payment of a final dividend of 18.8p per ordinary share to be paid on 17 June 2011 to shareholders whose names appear on the register of members at the close of business on 3 June 2011.
4. To re-elect David Allvey as a Director.
5. To re-elect Edward Astle as a Director.
6. To elect Alan Brown as a Director.
7. To re-elect Wolfhart Hauser as a Director.
8. To re-elect Christopher Knight as a Director.
9. To re-elect Lloyd Pitchford as a Director.
10. To re-elect Debra Rade as a Director.
11. To re-elect Vanni Treves as a Director.
12. To elect Michael Wareing as a Director.
13. To re-appoint KPMG Audit Plc as Auditor to hold office from the conclusion of the meeting until the conclusion of the next general meeting at which accounts are laid.
14. To authorise the Directors to determine the remuneration of the Auditor.
15. 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 £533,708; and

(b) up to a further aggregate nominal amount of £533,708 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 (as defined in the listing rules published by the Financial Services Authority):

- (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; and

provided that (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 20 August 2012 (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 which is a right to subscribe for or to convert any security into shares in the Company is 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).

16. 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.

17. That the rules of the Intertek 2011 Long Term Incentive Plan (the 'Plan'), summarised in the Appendix to this Notice and produced to this meeting and, for the purposes of identification, signed by the Chairman, be approved and the directors be authorised to:
 - (a) adopt the Plan in the form produced to the meeting and do all acts and things which they consider necessary or expedient for the purposes of implementing and giving effect to the Plan; and
 - (b) establish further plans based on the Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any ordinary shares made available under such further plans are treated as counting against the limits on individual and overall participation in the Plan.

Special Resolutions

18. THAT, subject to the passing of Resolution 15 and pursuant to section 570 and 573 of the Act, the Directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by Resolution 15 and 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 an offer of equity securities but in the case of an allotment pursuant to the authority granted by paragraph (a) of Resolution 15, such power shall be limited to the allotment of equity securities in connection with a rights issue (as defined in the listing rules published by the Financial Services Authority):
 - (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; and

- (b) the allotment of equity securities or a sale of treasury shares (otherwise than pursuant to paragraph (a) of this Resolution) up to an aggregate nominal amount of £80,056.

and (unless previously revoked, varied or renewed) shall expire on the date of the next AGM of the Company or 20 August 2012 (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 section 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 16,011,245;
 - (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 20 August 2012 (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 of the Company, the Company be and is hereby generally and unconditionally authorised to convene general meetings (other than AGMs) on 14 days' notice.

21. THAT, the Articles be amended in the manner set out below:
By deleting '£750,000' from Article 102 and substituting therefor '£850,000'.

By order of the Board

Fiona Evans
Group Company Secretary
15 April 2011

Registered Office:
25 Savile Row
London W1S 2ES

Notes:

1. Only persons entered on the register of members not later than 6.00 p.m. on Wednesday 18 May 2011 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 6.00 p.m. 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 6.00 p.m. on Wednesday 18 May 2011 or, in the event that the meeting is adjourned, after 6.00 p.m. two working days prior to the adjourned 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 only appoint a proxy 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 8 April 2011 (being the latest practicable business day prior to the publication of this notice) the Company's issued share capital consists of 160,112,452 Ordinary Shares carrying one vote each. Therefore, the total voting rights in the Company as at 8 April 2011 are 160,112,452.
4. Proxy forms should be completed in accordance with the notes thereon and should be received by our Registrar, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL not later 1.00 p.m. on 18 May 2011 or not later than 48 hours 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 where full details of the procedure are given. Shareholders are advised to read the terms and conditions relating to the use of this facility before appointing a proxy, these may be viewed on the website. Electronic proxy appointments must be received by Equiniti not later than 1.00 p.m. on 18 May 2011. 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/CREST. 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 Meeting 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 amended Articles to show the change proposed by Resolution 22 and copies of the service contracts of the Directors and the Non-Executive Directors' terms and conditions of appointment are available for inspection at the registered office of the Company at all times during normal business hours on any business day, and also will be at the place of the meeting for a period of 15 minutes immediately before the meeting until its conclusion.
14. A copy of the proposed rules of the Intertek 2011 Long Term Incentive Plan 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 at the place of the meeting for a period of 15 minutes immediately before the meeting until its conclusion.
15. 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.
16. Shareholders should note that, pursuant to requests made by shareholders of the Company under section 527 of the Act, 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.
17. Under Section 319A of the Companies Act 2006, 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.
18. The time, date and location of the AGM may also be found on our website www.intertek.com/investors together with the information required to be published in advance of the meeting.

Notice of Annual General Meeting

Appendix

Summary of the Intertek 2011 Long Term Incentive Plan

General

Under the Plan the Company may grant to selected employees rights to acquire ordinary shares in the Company (Shares) at the end of a three-year vesting period (Awards). Awards will be either Performance Awards, the vesting of which will be subject to a specified performance condition(s), or Share Awards, the vesting of which will not be subject to performance conditions. Although all employees of the Company and its subsidiaries are eligible to participate under the Plan, the intention initially is that participation under the Plan should be limited to approximately 450 senior managers throughout the Group.

Operation of the Plan

Each year the Remuneration Committee will decide whether to operate the Plan and, if so, which employees will participate and what the performance conditions will be. The first grant of Awards under the Plan was made in March 2011, conditionally on approval of the Plan by shareholders. It is intended that any future grants of Awards under the Plan will usually take place within six weeks of the announcement of the Company's results for any period.

Types of Award

An Award will be granted either as an option or a conditional right to acquire shares. Once an option has vested, it would normally be exercisable until the tenth anniversary of its date of grant.

Individual limit

The market value of Shares subject to a Share Award (determined at the time of grant) may not exceed the higher of 100% of the gross bonus payable to the employee in respect of the previous financial year and 100% of the employee's salary. The market value of Shares subject to a Performance Award (determined at the time of grant) may not exceed the higher of 200% of the gross bonus payable to the employee in respect of the previous financial year and 200% of the employee's salary.

Overall limit

The use of newly issued Shares under the Plan (when added to newly issued shares used under the Intertek Deferred Bonus Plan) is limited to 5% of the issued share capital of the Company in any 10-year period. Shares subject to options or awards which have lapsed or been surrendered are excluded when calculating these limits. For the purposes of calculating these limits, treasury Shares will be treated the same as newly-issued Shares, unless the share incentive scheme guidelines of the Association of British Insurers are amended to permit treasury shares to be disregarded.

Performance conditions

The vesting of Performance Awards will be subject to the satisfaction of a performance condition(s), which will be stated at the date of grant. The Remuneration Committee may vary the performance condition applying to a Performance Award provided that any variation will not result in the varied performance condition being, in the opinion of the Remuneration Committee, more difficult or easier to satisfy than the initial performance condition. The Remuneration Committee may also waive a performance condition if an event happens which causes the Remuneration Committee reasonably to consider that it should be waived.

The performance condition(s) that will apply to the initial grant of Performance Awards under the Plan in 2011 is summarised below.

TSR performance condition (50% of the award)

The existing TSR performance condition (applicable to existing awards under the Intertek Deferred Bonus Plan) will not change. It provides for vesting between median and upper-quartile position against a broad index – currently, companies ranked from 51 to 150 in the FTSE index (excluding banks and investment trusts). As is the case for existing awards, nothing will vest if Intertek underperforms the median TSR, 25% of the shares under this element will vest for performance at median and all of the shares tested under this element will vest for upper-quartile performance (with pro rata vesting in between).

The Remuneration Committee will need to be satisfied that the resulting outcome is a true reflection of the underlying performance of the Company. In general, it is expected that this will be determined by reference to EPS performance.

EPS performance condition (50% of the award)

The proposed EPS performance condition will be set as a compound annual percentage growth in EPS over three years, measured against the base year (i.e. the year prior to the start of the measurement period). For each cycle, the Remuneration Committee will determine a threshold level of EPS growth (at which 25% of the shares under this element will vest) and an upper vesting target for EPS growth (at which all of the shares under this element will vest) with pro rata vesting in between.

The proposed definition of EPS is fully diluted and adjusted for separately disclosed items. It will be calculated on the basis of foreign exchange rates adopted at the start of the cycle for internal budgeting purposes.

To the extent that acquisitions and disposals occur during the performance period, the Remuneration Committee will judge whether EPS targets should be adjusted and, if so, by how much; or whether the effects of such transactions should be excluded from the calculation. Material adjustments would be disclosed in the Remuneration Committee's report to shareholders.

For the initial grant of Performance Awards in 2011, the threshold level of EPS growth will be 6% per annum and the upper target will be 16% per annum. It is anticipated that targets for future cycles on both measures will be similarly stretching to these targets. It is expected that any substantial changes to the performance conditions or the target ranges applicable to future cycles would be discussed with shareholders.

Vesting of Awards

Awards will generally vest at the end of the three-year vesting period (Vesting Period), provided that the participant is still employed within the group, and in the case of a Performance Award, only to the extent that the performance condition(s) has been met. Awards may be satisfied in cash instead of Shares at the discretion of the Remuneration Committee.

Dividend equivalent payments

At the discretion of the Remuneration Committee, a participant may receive cash or further Shares on the vesting or exercise of an Award equal in value to the dividends paid or payable in respect of the Shares in respect of which the Award vests or is exercised between the date of grant and the date of vesting or exercise.

Reduction of Shares subject to an Award

The Remuneration Committee has the discretion to reduce the number of Shares subject to an Award if, following the grant of an Award, facts become known to the Remuneration Committee which, in the opinion of the Remuneration Committee, would justify a reduction in the number of Shares subject to the Award.

Cessation of employment before the end of the Vesting Period

If a participant ceases employment within the group before the end of the Vesting Period, his Award will generally lapse, save in the circumstances set out below. However, the Remuneration Committee will have discretion to decide otherwise, if it believes that there are specific circumstances that warrant this.

If a participant ceases employment because of death or because of permanent disability, injury or illness the Remuneration Committee will have discretion to determine whether a Performance Award will vest on the date of cessation of employment or at the end of the Vesting Period. In either case, an Award will only vest on a pro rata basis to take account of the amount of time elapsed between the date of grant of the Award and the date of cessation and a Performance Award will only vest to the extent that the related performance condition(s) has been satisfied. However, the Remuneration Committee, acting fairly and reasonably, will have discretion to determine that the pro rata reduction of Shares would not be appropriate in the circumstances, and may therefore increase or decrease the number of Shares that would otherwise have vested.

Takeover of the Company

If there is a takeover or winding up of the Company (other than as part of an internal reorganisation), Awards will vest early unless the Remuneration Committee and the acquiring company decide the award will not vest and will instead be exchanged. Where an Award vests as a result of a takeover, there will be a pro rata reduction of the number of Shares that may vest to take account of the time elapsed between the date of grant of the Award and the date of the takeover and in the case of Performance Awards vesting will be subject to the satisfaction of the performance conditions. However, the Remuneration Committee, acting fairly and reasonably, has discretion to decide that the pro rata reduction of Shares should not apply and may therefore increase or decrease the number of Shares that would otherwise have vested.

Duration of the Plan

No Award may be granted after 10 years from the date of approval of the Plan by shareholders.

Awards not assignable nor pensionable

No Award under the Plan is assignable (except to personal representatives on the death of the participant), nor will any of the Shares in respect of it count towards pensionable remuneration for the purposes of the Company's pension arrangements.

Rights in respect of Shares

Until the participant acquires Shares under the Plan, he has no right to any dividends or to vote the Shares.

Variation of share capital

The Remuneration Committee may vary the number of Shares comprised in any Award, and the number of Shares available for use under the Plan, to take account of any variation in share capital of the Company which may affect the value of the Shares.

Amending the rules of the Plan

The Company (acting through the Board or the Remuneration Committee) will have authority to amend the rules of the Plan, provided that no amendment to the advantage of participants may be made to provisions relating to:

- who is eligible to be a participant under the Plan;
- the limits on the number of Shares which can be issued or transferred from treasury under the Plan;
- the maximum entitlement for any one participant under the Plan;
- the basis for determining a participant's entitlement to acquire Shares and the terms on which they can be acquired; and
- any adjustment to a participant's entitlement to acquire Shares in the event of a variation in the Company's share capital,

without the prior approval of shareholders in general meeting, unless the amendment is minor and made to benefit the administration of the Plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment.

Appendices to the Plan

There is appendix to the Plan which provides for the grant of phantom awards over notional shares in the Company (Phantom Awards). Phantom Awards are subject to the same terms as Awards, except that on the vesting or exercise of a Phantom Award a participant would not receive Shares but would receive a cash payment equal to the value of notional shares in respect of which the phantom award has vested or been exercised. It is intended that Phantom Awards will be granted to employees in jurisdictions where the grant of Awards over Shares would be restricted under local laws.

There is an appendix to the Plan which contains further terms applicable to Awards granted to participants in France in order that such Awards may benefit from a favourable tax and social security regime. In order to benefit from the favourable tax and social security regime, any Shares acquired by participants on the vesting of Awards must be retained by the participant for a further two-year period.

There are also appendices to the Plan which contain further terms applicable to Awards granted to participants in California, the United States and Australia, in order to comply with local securities laws and tax laws.

Note

The above summarises the main features of the rules of the Plan (the Rules), but does not form part of the Rules and should not be taken as affecting the interpretation of the detailed terms and conditions constituting the Rules.