

# Notice of 2012 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

Sir David Reid (Chairman)  
Wolfhart Hauser (Chief Executive Officer)  
Lloyd Pitchford (Chief Financial Officer)  
Edward Astle (Non-Executive Director)  
Alan Brown (Non-Executive Director)  
Christopher Knight (Non-Executive Director)  
Michael Wareing (Senior Independent Non-Executive Director)

## Notice of 2012 Annual General Meeting ('AGM')

20 March 2012

#### Dear Shareholder

#### Introduction

The 2012 AGM will be held in the Pine Room, The Westbury Hotel, Conduit Street, Mayfair, London W1S 2YF at 1.00 p.m. on Thursday 17 May 2012. 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 pages 4 and 5 of this document.

A copy of the Company's 2011 Annual Report and Accounts accompanies this notice. Resolutions 1 to 14 will be proposed as Ordinary Resolutions. Resolutions 15 to 17 will be proposed as Special Resolutions.

#### Resolution 1 – Annual Report and Accounts for the year ended 31 December 2011

Resolution 1 will be the consideration of the 2011 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 2011, as set out on pages 48 to 56 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 Index, details of the Directors' service contracts and specific disclosures relating to each Director's remuneration.

#### Resolution 3 – Payment of a Final Dividend

Resolution 3 is a resolution for the approval of the payment of a final dividend of 23.0p per ordinary share to shareholders whose names appear on the Register at the close of business on 8 June 2012. If approved, the final dividend will be paid on 22 June 2012.

#### Resolutions 4 to 10 – Election and Re-election of all Directors

In line with the recommendations set out in the UK Corporate Governance Code, all Directors will be subject to election or re-election.

Directors' biographies appear on page 37 of the 2011 Annual Report and Accounts.

On 1 December 2011 it was announced that I would be joining the Board and with effect from 1 January 2012 I was appointed as Chairman. I will be standing for election by shareholders for the first time. I am currently the Senior Independent Director of Reed Elsevier Group PLC and Chairman of the charity Whizz-Kidz. I was formerly Chairman of Kwik-Fit Group Ltd, Non-Executive Director at Greenalls Group plc (now De Vere Group), Legal & General Group Plc and Westbury plc. My last position at Tesco PLC was as Non-Executive Chairman where I retired in November 2011 after serving in that role since April 2004. Prior to that I was Deputy Chairman of Tesco PLC and had served on the Tesco Board since 1985. In November 2010 I was appointed one of Prime Minister David Cameron's Business Ambassadors.

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 retiring Directors be elected or re-elected.

#### **Resolutions 11 and 12 – Re-appointment and remuneration of Auditor**

Under Resolution 11 it is proposed that KPMG Audit Plc be re-appointed as Auditor for the coming year and under Resolution 12 that the Directors (through the Audit and Risk Committee) be authorised to determine their remuneration.

#### **Resolution 13 – Directors' authority to allot shares**

Resolution 13 renews a similar authority given at last year's AGM and is in two parts.

Part (a) of Resolution 13 will give the Directors authority to allot relevant securities up to an aggregate nominal amount of £535,708. This amount represents approximately one-third of the nominal amount of the issued share capital of the Company (excluding any treasury shares) as at 12 March 2012 (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 13 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 £535,708. This amount represents approximately one-third of the nominal amount of the issued share capital of the Company (excluding any treasury shares) as at 12 March 2012 (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 annual general meeting or on 17 August 2013 (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 14 – 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 14 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 15 – Directors' authority to allot equity securities other than pro rata**

At the AGM held in May 2011 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 15 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 £535,708 in connection with an open offer or pre-emptive offer;
- (b) up to an aggregate nominal amount of £1,071,416 in connection with a rights issue; and

in any other case up to an aggregate nominal amount of £80,356, representing approximately five per cent of the issued share capital of the Company, (excluding any treasury shares) as at 12 March 2012. This limit is in line with the guidelines issued by The Pre-Emption Group.

Resolution 15 will be proposed as a Special Resolution to renew this authority. The authority will expire at the end of the next following AGM of the Company or on 17 August 2013 (whichever is the earlier).

There are no present plans to exercise this authority.

#### **Resolution 16 – Directors' authority to make market purchases of own shares**

At the AGM held in May 2011 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 16. 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 ten per cent 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 16,071,234 shares representing approximately ten per cent of the issued ordinary share capital of the Company (excluding any treasury shares) as at 12 March 2012. 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 five per cent 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 12 March 2012 were 252,134 and 2,138,007 respectively. The proportion of issued share capital that they represented at that time was 1.5 per cent 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 1.7 per cent.

If passed, Resolution 16 will provide the Company with the necessary authority to make market purchases until the conclusion of the next following AGM or on 17 August 2013 (whichever is the earlier). It is the present intention of the Directors to seek to renew the authority annually.

### **Resolution 17 – Notice period for general meetings**

In accordance with the Directors' intention to seek renewal annually, it is proposed in Resolution 17 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 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.

### **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 (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 Thursday 17 May 2012 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 2011, together with the Auditor's 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 2011.
3. To approve the payment of a final dividend of 23.0p per ordinary share to be paid on 22 June 2012 to shareholders whose names appear on the register of members at the close of business on 8 June 2012.
4. To elect Sir David Reid as a Director.
5. To re-elect Edward Astle as a Director.
6. To re-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 Michael Wareing as a Director.
11. 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.
12. To authorise the Directors to determine the remuneration of the Auditor.
13. 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 £535,708; and
  - (b) up to a further aggregate nominal amount of £535,708 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;

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 17 August 2013 (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).

14. 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

15. THAT, subject to the passing of Resolution 13 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 13 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 (b) of Resolution 13, 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 £80,356,
- and (unless previously revoked, varied or renewed) shall expire on the date of the next AGM of the Company or 17 August 2013 (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).

16. 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 16,071,234;
- (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 17 August 2013 (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.

17. 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 clear days' notice.

By order of the Board

**Fiona Evans**  
Group Company Secretary  
20 March 2012

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



## Notes to the Notice of 2012 Annual General Meeting

1. Only persons entered on the register of members not later than 6.00 p.m. on Tuesday 15 May 2012 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 adjourned 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 Tuesday 15 May 2012 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 12 March 2012 (being the latest practicable business day prior to the publication of this notice) the Company's issued share capital consists of 160,712,344 Ordinary Shares carrying one vote each. Therefore, the total voting rights in the Company as at 12 March 2012 are 160,712,344.
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 6DA not later 1.00 p.m. on 15 May 2012 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. 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 15 May 2012. 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](http://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, excluding non-working days, 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. 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.
14. 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.
15. 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.
16. 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.
17. 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.
18. 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.

