



# Intertek Group plc

## NOTICE OF 2024

# 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 recommended to seek your own advice immediately from your stockbroker, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent professional adviser. If you have sold or otherwise transferred all of your shares, please send this document, together with the accompanying documents (except for any personalised Proxy Form), as soon as possible to the purchaser or transferee, or to the stockbroker, banker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding, you should retain these documents.

**intertek**

Intertek Group plc  
(the 'Company')

**Registered Office:**  
33 Cavendish Square  
London  
W1G 0PS

Incorporated in England and Wales with  
Registration Number 4267576

## Directors

Andrew Martin	Chair
André Lacroix	Chief Executive Officer
Colm Deasy	Chief Financial Officer
Graham Allan	Senior Independent Non-Executive Director
Gurnek Bains	Independent Non-Executive Director
Lynda Clarizio	Independent Non-Executive Director
Tamara Ingram	Independent Non-Executive Director
Jez Maiden	Independent Non-Executive Director
Kawal Preet	Independent Non-Executive Director
Gill Rider	Independent Non-Executive Director
Apurvi Sheth	Independent Non-Executive Director
Jean-Michel Valette	Independent Non-Executive Director

## Notice of 2024 Annual General Meeting ('AGM')

22 March 2024

**Dear Shareholder**

### Introduction

The 2024 AGM will be held in the Marlborough Theatre, No. 11 Cavendish Square, London W1G 0AN at 9.00 a.m. on Friday, 24 May 2024. A location map is provided on the front of the accompanying proxy form (the 'Proxy Form').

The AGM is an important opportunity for the Board to engage with our shareholders and your vote is, as always, very important to us. I would urge you to vote on each of the resolutions set out in this notice of meeting (the 'Notice') and details of how to do so are included in the notes to this Notice of Meeting and the accompanying Proxy Form. Appointing a proxy will not prevent you from attending the AGM and voting in person if you so wish. Voting at the AGM will be on a poll, reflecting all proxy voting instructions duly received.

We are keen to hear all your views, and to answer your questions on the business of the AGM. You can also submit your questions relating to the business of the AGM in advance by emailing us at [investor@intertek.com](mailto:investor@intertek.com) or sending questions to the Group Company Secretary, Intertek Group plc, 33 Cavendish Square, London W1G 0PS, as soon as possible and before the close of business on 23 May 2024. If you wish to receive a response before the deadline for appointing proxies so that you can make a fully informed voting decision, please submit your question by the close of business on 17 May 2024.

Please include your full name and your Shareholder Reference Number in your email or letter. We will provide answers to all pre-submitted questions by responding directly to the shareholder who has raised a question.

We encourage you to monitor our website [www.intertek.com/investors/agm-2024](http://www.intertek.com/investors/agm-2024), where we will communicate any additional information relating to the AGM arrangements, should the need arise.

### Explanatory Notes to the AGM Resolutions

This letter is to give you further information about the business to be conducted at the AGM and the resolutions to be proposed.

The formal Notice of the AGM is set out on pages 7 and 8 of this document.

A copy of the Company's 2023 Annual Report and Accounts accompanies this Notice and is available on our website at [www.intertek.com/investors](http://www.intertek.com/investors).

Resolutions 1 to 19 will be proposed as ordinary resolutions. Resolutions 20 to 23 will be proposed as special resolutions.

## Ordinary Resolutions

### Resolution 1 - Annual Report and Accounts for the year ended 31 December 2023

Resolution 1 will be the consideration of the 2023 Annual Report and Accounts (being the audited financial statements for the year ended 31 December 2023, the Strategic Report and the Directors' and Auditors' reports).

### Resolution 2 - Directors' Remuneration Policy

Resolution 2 is a resolution to approve the Directors' Remuneration Policy (the 'Policy'), as set out in Book two, pages 81 to 83 of the 2023 Annual Report and Accounts. The Policy provides details in relation to future payments to current, future and former directors of the Company ('Directors'), including the approach to exit payments. As required by the Companies Act 2006 (the 'Act'), the 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 is proposing no changes to the Policy that was approved by shareholders on 26 May 2021. Once the Policy has been adopted, all payments made by the Company to current or future Directors, or any payment for loss of office to current or former Directors, must be made in accordance with this Policy. Any proposed payment which is not described in the Policy would need a separate shareholder resolution.

### Resolution 3 - Directors' Remuneration Report

In accordance with the Act, listed companies are required to prepare a directors' remuneration report, which must be approved by shareholders at each annual general meeting (other than the part containing the directors' remuneration policy). The Directors' Remuneration report provides details of the payments made to Directors during the year ended 31 December 2023. Resolution 3 is a resolution to approve the Directors' Remuneration report for the financial year ended 31 December 2023, as set out in Book two, pages 78 to 103 of the 2023 Annual Report and Accounts (excluding the Policy, which is on pages 81 to 83).

### Resolution 4 - Payment of a final dividend

Resolution 4 is a resolution for the approval of the payment of a final dividend of 74.0p per ordinary share to shareholders whose names appear on the register of members at the close of business on 31 May 2024. If approved, the final dividend will become payable on 21 June 2024. Dividends will not be paid to any sanctioned person or to any person who cannot confirm that they have not been sanctioned, if requested to do so.

## Election and Re-election of Directors

In line with the recommendations set out in the UK Corporate Governance Code, all Directors who wish to continue to serve will be subject to election or re-election. The Directors standing for election or re-election are listed in Resolutions 5 to 15 on the following pages.

The Board, having completed formal performance evaluations in respect of all Directors serving during 2023, believes that each Director standing for election or re-election has considerable and extensive experience in the different regions and sectors in which the Group operates. This experience, together with the insights they each provide as a Board Director, is invaluable to the Company. We are also seeking the election of Apurvi Sheth who has been appointed to the Board since the date of the last AGM.

Information on the skills, experience and contribution to the Board of each Director standing for election or re-election is set out below in relation to each resolution electing or re-electing the Director. The Directors' full biographies are available on our website. It is the Board's view that this information illustrates the specific reasons why each Director's contribution is, and continues to be, important to the Company's long-term sustainable success. It is therefore recommended that each of the Directors be elected or re-elected by shareholders.

As announced on 1 March 2024, Gill Rider will be stepping down from the Board of the Company as a Non-Executive Director following the conclusion of the AGM having served nine years. During her time, Gill has been a highly valued member of the Board, Audit Committee and Chair of the Remuneration Committee and we thank her for her enthusiasm, dedicated service and valuable contribution over this period.

### Directors appointed to the Board since the last AGM Resolution 5 - Election of Apurvi Sheth as a Director

**Role:** Non-Executive Director

**Nationality:** Singaporean

**Ethnicity:** Asian

**Key strengths:** Breadth of executive experience and focus on innovation and value creation. Strong knowledge of the Asia and India region and emerging markets.

**Skills, Experience & Contribution:** Apurvi Sheth was appointed to the Board as Non-Executive Director in September 2023.

Apurvi has extensive executive experience spanning over three decades across numerous well-known international consumer brands in the food and beverage industry. Most recently she was the Managing Director, Southeast Asia at Diageo plc.

Apurvi has also served as Marketing Director, APAC at PepsiCo International, as Marketing Director of India at Coca-Cola and held various roles at Nestlé SA. She previously served as a Non-Executive Director of Heineken Malaysia BHD.

Having spent the majority of her career in Asia and India, Apurvi brings her deep consumer experience across diverse markets including China, Japan, Australia, Southeast Asia and India to the Intertek Board.

**Length of service at the AGM:** 8 months

**Independent:** Yes

**Current principal external appointments:** Strategic Advisor to various companies in Southeast Asia and India, across a wide range of sectors including food and beverage, retail and technology. Non-Executive Director of SSP plc and a member of their Remuneration and Nomination Committee.

**Committee membership:** From 24 May 2024 Apurvi will become a member of the Audit Committee.

## Annual re-election of Directors

### Resolution 6 - Re-election of Andrew Martin as a Director

**Role:** Chair

**Nationality:** British

**Ethnicity:** White

**Key strengths:** Wide-ranging and extensive financial background. Extensive experience of the travel, hospitality and support services sectors.

**Skills, Experience & Contribution:** Andrew Martin was appointed Chair of the Board in January 2021, having been a Non-Executive Director since May 2016.

Andrew is currently Chair of Hays plc and Chair of their Nomination Committee.

From 2012 to 2015, Andrew was the Group Chief Operating Officer for Compass Group plc and prior to that, he served as their Group Finance Director from 2004 to 2012. Before he joined the Compass Group, he was the Group Finance Director at First Choice Holidays plc (now TUI Group). Andrew also previously held senior financial positions with Forte plc and Granada Group plc (now ITV plc) and was a partner at Arthur Andersen.

Andrew was previously a Non-Executive Director of easyJet plc, where he was a member of the Audit, Nomination and Remuneration Committees, and Chair of the Finance Committee. In addition, Andrew was a Non-Executive Director of the John Lewis Partnership Board and sat on their Audit and Risk Committee.

Andrew is a qualified accountant and an Associate of the Chartered Institute of Taxation with wide-ranging experience and an extensive financial background, including within large international organisations. He provides great strength and depth to the Intertek Board. His experience as a Chair and as a Non-Executive Director assists in promoting the long-term sustainable success of the Company for stakeholders and generating value for shareholders.

**Length of service at the AGM:** 8 years

**Independent:** Yes, on appointment as Chair

**Current principal external appointments:** Chair of Hays plc and Chair of their Nomination Committee.

**Committee membership:** Nomination Committee (Chair).

### Resolution 7 - Re-election of André Lacroix as a Director

**Role:** Chief Executive Officer

**Nationality:** French

**Ethnicity:** White

**Key strengths:** Excellent track record of delivering long-term growth strategies and shareholder value globally across diverse territories. Strong leadership skills.

**Skills, Experience & Contribution:** André Lacroix was appointed to the Board as Chief Executive Officer in May 2015.

André is an experienced Chief Executive with a strong track record of delivering long-term growth strategies and shareholder value with global companies across diverse territories. From 2005 to 2015, André was Group Chief Executive of Inchcape plc, a £9.3 billion revenue global automotive services group operating in 32 countries. Under André's leadership, Inchcape strengthened its position in the global automotive market delivering double-digit earnings growth with strong cash generation and created significant shareholder value as its market capitalisation more than doubled during his tenure as Chief Executive.

André was previously Chair and Chief Executive Officer of Euro Disney S.C.A. from 2003 until 2005. During his tenure he initiated a long-term, customer-oriented growth strategy and completed that company's financial restructuring.

From 1996 to 2003, he held a series of senior international roles at Burger King International whilst part of Diageo. As President of Burger King International's operations from 2001 to 2003, he was responsible for all operations outside North America. In this role, he expanded its geographic footprint to cover some 3,000 sites and 55 countries, improved the operating processes to deliver superior product quality and customer service, upgraded the innovation capability of the organisation and led the transition from Diageo ownership to an international consortium of buyers. From 1988 to 1996, André held several international assignments with PepsiCo, Inc. and previously also worked for Colgate-Palmolive Company.

He was also formerly the Senior Independent Non-Executive Director of Reckitt Benckiser Group plc from 2008 to 2018.

André has consistently succeeded in driving growth and performance in his career and has the requisite qualities to carry on leading Intertek in its continued drive for long-term sustainable value creation.

**Length of service at the AGM:** 9 years

**Current principal external appointments:** None

**Committee membership:** None

### **Resolution 8 - Re-election of Colm Deasy as a Director**

**Role:** Chief Financial Officer

**Nationality:** Irish

**Ethnicity:** White

**Key Strengths:** Varied and broad finance experience. Extensive international general management experience in successful companies. Extensive knowledge of Intertek operations.

**Skills, Experience & Contribution:** Colm Deasy joined the Board of the Company as a Director and Chief Financial Officer in March 2023.

Colm brings extensive knowledge and understanding of the complexities of the Intertek Group to his role on the Board. He joined Intertek in 2016 as the Group Treasurer and later Tax Director. In 2019 he moved into the role of Regional Managing Director for Asia Pacific before his promotion as President Global Transportation Technologies, Building & Construction and People Assurance. Prior to Intertek, Colm worked in banking and insurance in EMEA, before coming to the UK to take up senior roles in finance and general management.

**Length of service at the AGM:** 1 year

**Current principal external appointments:** None

**Committee membership:** None

### **Resolution 9 - Re-election of Graham Allan as a Director**

**Role:** Senior Independent Non-Executive Director

**Nationality:** Australian/British

**Ethnicity:** White

**Key strengths:** Extensive international consumer and retail experience. Wide-ranging knowledge of the Asian market. Strong management knowledge and extensive board-level experience.

**Skills, Experience & Contribution:** Graham Allan was appointed to the Board as the Senior Independent Non-Executive Director in October 2017.

Graham was Group Chief Executive of Dairy Farm International Holdings Ltd, an Asian retailer headquartered in Hong Kong, from 2012 to 2017. In 1992, he joined Yum! Restaurants International (formerly PepsiCo Restaurants International), where he held several senior positions before assuming the role of President and CEO in 2003, leading the development of global brands KFC, Pizza Hut and Taco Bell in more than 120 international markets. Prior to his tenure at Yum! Restaurants, he worked as a consultant including at McKinsey & Co Inc. He was previously a Non-Executive Director of Yonghui Superstores Co. Ltd in China and a Commissioner of Hero Group, an Indonesian retailer.

Graham brings strong management knowledge, experience of the pan-Asian market and international experience in consumer and retail business which provides a strong addition to the current skills on the Intertek Board, as well as vast experience of operating at Board level, on a global scale.

**Length of service at the AGM:** 6.5 years

**Independent:** Yes

**Current principal external appointments:** Senior Independent Non-Executive Director of InterContinental Hotels Group plc, Non-Executive Director of Associated British Foods plc and Americana Restaurants International plc and a director of Ikano Retail Pte Ltd (privately owned), Chair of Bata International, a private footwear company, and adviser to Nando's Ltd.

**Committee membership:** Nomination Committee and Remuneration Committee. Following the AGM, Graham will succeed Gill Rider as the Remuneration Committee Chair.

### **Resolution 10 - Re-election of Gurnek Bains as a Director**

**Role:** Non-Executive Director

**Nationality:** British

**Ethnicity:** Asian

**Key strengths:** Wide-ranging experience working with senior leaders internationally, providing an important voice on people.

**Skills, Experience & Contribution:** Gurnek Bains was appointed to the Board as a Non-Executive Director in July 2017.

Gurnek was the co-founder of YSC Ltd, a premier global business psychology consultancy. He led the business as Chief Executive Officer and Chair for 25 years to a position of global pre-eminence, and a client base comprising over 40% of the FTSE 100. Gurnek has worked extensively with multinational organisations in the areas of culture change, vision and values, executive coaching and assessment, Board development and strategic talent development. Gurnek is also Managing Partner of Global Future Partnership LLP and Chair of Akram Khan Dance Company. He has a doctorate in psychology from Oxford University.

Gurnek's extensive experience, working with senior leaders across a wide range of industries internationally and his thought leadership on culture and leadership development provides an important voice in the discussions at Board level, particularly with the Group People Strategy being of such great importance to the long-term sustainable success of the Company.

**Length of service at the AGM:** 7 years

**Independent:** Yes

**Current principal external appointments:** Managing Partner of Global Future Partnership LLP, CEO of Nous Think Tank and Chair of Akram Khan Dance Company.

**Committee membership:** Nomination Committee and Remuneration Committee.

### **Resolution 11 - Re-election of Lynda Clarizio as a Director**

**Role:** Non-Executive Director

**Nationality:** American

**Ethnicity:** White

**Key strengths:** Strong track record of leadership in complex organisations. Significant experience in digital measurement and broader technology. Extensive Board-level experience.

**Skills, Experience & Contribution:** Lynda Clarizio was appointed to the Board as a Non-Executive Director in March 2021.

Lynda is the Co-Founder and General Partner of The 98, an early stage venture fund investing in technology businesses led by women. Lynda was President of U.S. Media at Nielsen Holdings plc, a global measurement and data analytics company, where she worked from 2013 to 2018. Her prior experience includes CEO, President and other leadership positions at AppNexus, Inc., INVISION, Inc., AOL Inc. and Advertising.com. She was previously a partner at the law firm Arnold & Porter, where she practised law from 1987 to 1999.

Lynda has over 20 years' experience in the media industry, growing and scaling businesses with a focus on data and measurement solutions to drive transparency, accountability and improve business performance. Lynda's outstanding leadership and significant experience in digital measurement and broader technology provides a strong addition to the current skills on the Board.

She is a Non-Executive Director, having previously also been the Vice-Chair of Human Rights First (a non-profit international human rights organisation).

**Length of service at the AGM:** 3 years

**Independent:** Yes

**Current principal external appointments:** Non-Executive Director of CDW Corporation and a member of their Nominating and Governance Committee and Compensation Committee. Non-Executive Director of Emerald Holding, Inc. and Taboola.com Ltd. (US listed companies) and Cambri Oy and Simplifi Holdings, Inc. (privately owned).

**Committee membership:** Audit Committee.

### **Resolution 12 - Re-election of Tamara Ingram as a Director**

**Role:** Non-Executive Director

**Nationality:** British

**Ethnicity:** White

**Key strengths:** A long-standing leadership career in advertising, marketing and digital communication. A deep understanding of consumer brands and digital strategy.

**Skills, Experience & Contribution:** Tamara Ingram was appointed to the Board as a Non-Executive Director in December 2020.

Tamara is currently a Non-Executive Director of Marks and Spencer Group plc, Chair of their ESG Committee and a member of their Nomination and Remuneration Committees. She is also a Non-Executive Director of Marsh & McLennan Companies, Inc and Reckitt Benckiser Group plc. She is Chair of Asthma + Lung UK. She was previously a Non-Executive Director of Sage Group plc and Serco Group plc and Chair of Wunderman Thompson, a subsidiary of WPP plc. Her executive experience includes leadership roles within WPP from 2002 and senior roles at Kantar Group, McCann Erickson and Saatchi & Saatchi UK, where she held the roles of CEO and Executive Chair.

Tamara has had an extensive career in advertising, marketing and digital communication and has a deep understanding of consumer brands and digital strategy. She brings a strong track record of outstanding leadership in global marketing services and her experience of branding together with her stakeholder management abilities bring additional skills and expertise to the Board.

**Length of service at the AGM:** 3.5 years

**Independent:** Yes

**Current principal external appointments:** Non-Executive Director of Marsh & McLennan Companies, Inc., Marks and Spencer Group plc and Reckitt Benckiser Group plc.

**Committee membership:** Nomination Committee and Remuneration Committee.

### **Resolution 13 - Re-election of Jez Maiden as a Director**

**Role:** Non-Executive Director

**Nationality:** British

**Ethnicity:** White

**Key strengths:** Wide ranging and extensive financial background. Extensive experience in a diverse range of industries and sectors across all geographies.

**Skills, Experience & Contribution:** Jez Maiden was appointed to the Board as a Non-Executive Director in May 2022.

Until April 2023, Jez was the Group Finance Director for Croda International plc, the FTSE100 global speciality chemicals company, a position he had held since 2015. Prior to joining Croda, he was the Group Finance Director at National Express Group plc, the Group Finance Director at Northern Foods Plc and Chief Financial Officer at British Vita plc. He was previously the Senior Independent Director, Chair of the Audit Committee and a member of the Nomination and Remuneration Committees at Synthomer plc and Chair of the Audit & Risk Committee and a member of the Nomination and Remuneration Committees at PZ Cussons plc. He is a Fellow of the Chartered Institute of Management Accountants.

Jez is an experienced international public company CFO with a strong track record, who has worked in a diverse range of industries and sectors primarily manufacturing, service and finance across all geographies. He is

also an experienced Non-Executive Director and his significant experience across different industries provides a strong addition to the current skills on the Intertek Board.

**Length of service at the AGM:** 2 years

**Independent:** Yes

**Current principal external appointments:** Senior Independent Director of Travis Perkins plc. Non-Executive Director of Smith & Nephew plc and Chair of their Audit Committee and a member of their Remuneration Committee. Non-Executive Director of the Centre for Process Innovation Ltd.

**Committee membership:** Audit Committee.

### **Resolution 14 - Re-election of Kawal Preet as a Director**

**Role:** Non-Executive Director

**Nationality:** Indian

**Ethnicity:** Asian

**Key strengths:** Strong executive experience in fast-paced and complex organisations. Significant experience in supply chain, transportation and airline industries. Strong regional experience in Asia Pacific.

**Skills, Experience & Contribution:** Kawal Preet was appointed to the Board as a Non-Executive Director in December 2022.

After a career of over 25 years at FedEx Express in various roles spanning service quality assurance, ground operations, and planning and engineering for the air and ground network, Kawal is currently President, Asia Pacific, Middle East and Africa, a position she has held since 2020. In that role, Kawal has responsibility for a region encompassing 103 countries and territories with nearly 35,000 employees. After working for Tata Motors as a Graduate Engineer Trainee in India, Kawal joined FedEx Express in 1997 as an Associate Engineer in Singapore. Kawal was previously a Non-Executive Director of Asia Airfreight Terminal Co. Ltd from 2016 to 2020. Kawal has a degree in Electrical Engineering and an MBA.

Kawal is an accomplished senior executive with 25 years of extensive experience characterised by cross-functional leadership responsibilities in the fast-paced and dynamic express transportation and airline industry. Her experience of the Asian, Middle East and African market provides strong geographic experience to the current skills on the Intertek Board.

**Length of service at the AGM:** 1.5 years

**Independent:** Yes

**Current principal external appointments:** President, Asia Pacific, Middle East and Africa for FedEx and US-ASEAN Business Council and Junior Achievement, Asia Pacific.

**Committee membership:** From 24 May 2024 Kawal will become a member of the Remuneration Committee.

### **Resolution 15 - Re-election of Jean-Michel Valette as a Director**

**Role:** Non-Executive Director

**Nationality:** American

**Ethnicity:** White

**Key strengths:** Extensive knowledge of the US market. Strong leadership and Board-level experience, with purpose-driven companies.

**Skills, Experience & Contribution:** Jean-Michel Valette was appointed to the Board as a Non-Executive Director in July 2017.

From 2004 to 2012, Jean-Michel was Chair of Peet's Coffee and Tea, Inc., a US beverage company which was listed at the time. He was also appointed as Managing Director at the Robert Mondavi Winery before becoming Chair. In his earlier career, Jean-Michel was President and Chief Executive Officer of Franciscan Estates, Inc., a premium wine company. He was also the Lead Director, Non-Executive Director and Chair of Sleep Number Corporation until 2022.

Jean-Michel serves as an independent adviser in the US to select branded consumer companies and has more than 30 years' experience in management, US public company corporate governance, strategic planning and finance.

Jean-Michel brings strong US and global management experience, especially in consumer and luxury goods companies, which broadens the international and customer knowledge on the Board. Jean-Michel's wealth of knowledge of the US markets, especially from a customer perspective, is an asset to the Board. He has an MBA from Harvard Business School.

**Length of service at the AGM:** 7 years

**Independent:** Yes

**Current principal external appointments:** Chair of the Audit Committee and member of the Nominating/Governance Committee of The Boston Beer Company, Director of Fine & Rare Wines Ltd.

**Committee membership:** Audit Committee (Chair).

### **Resolution 16 - Reappointment of Auditor**

Under Resolution 16 it is proposed that PricewaterhouseCoopers LLP be reappointed as Auditor for the coming year, following the recommendation of the Audit Committee.

### **Resolution 17 - Remuneration of Auditor**

Under Resolution 17 it is proposed that the Audit Committee, for and on behalf of the Board, be authorised to determine the Auditor's remuneration.

### **Resolution 18 - Directors' authority to allot Relevant Securities**

Resolution 18 renews a similar authority given at last year's AGM and is in two parts: part (a) and part (b).

Part (a) of Resolution 18 will give the Directors authority to allot Relevant Securities (as defined in the resolution) up to an aggregate nominal amount of £537,977. This amount represents approximately one-third (33.33%) of the nominal value of the issued share capital of the Company as at 4 March 2024 (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 18 will give the Directors further authority to allot equity securities, up to an aggregate nominal amount of £537,977, provided that this additional authority is used only for fully pre-emptive rights issues. This amount represents approximately one-third (33.33%) of the nominal value of the issued share capital of the Company as at 4 March 2024 (being the latest practicable date prior to publication of this Notice).

The maximum nominal value of securities which could be allotted if the authority in both part (a) and part (b) of Resolution 18 were used would be £1,075,954, which represents approximately two-thirds (66.66%) of the nominal value of the issued share capital of the Company as at 4 March 2024 (being the latest practicable date prior to publication of this Notice).

If given, this authority will expire at the conclusion of the next AGM of the Company or, if earlier, at the close of business on 30 June 2025.

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 19 - Donations to political organisations and political expenditure**

Resolution 19 renews a similar authority given at last year's AGM.

The Act prohibits companies from making donations to UK 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 19 will cap political spending at £90,000 in aggregate and will be within the terms prescribed by the Act. As required by the Act, the Company will make disclosure in its next annual report of any political donations made, or political expenditure incurred, by it or any of its subsidiaries which is in excess of £2,000. If approved, the authority will expire at the conclusion of the next AGM of the Company or, if earlier, at the close of business on 30 June 2025.

## **Special Resolutions**

### **Resolution 20 - General disapplication of pre-emption rights**

Resolution 20 will be proposed as a special resolution and, if approved, will authorise the Directors, in line with institutional shareholder guidelines, to allot equity securities or sell treasury shares for cash without first being required to offer such shares to existing shareholders. If approved, the resolution will authorise the Directors to issue shares in connection with a rights issue or other pre-emptive offer and otherwise to issue shares for cash up to a maximum nominal amount of £80,696, which represents approximately 5% of the nominal value of the issued share capital of the Company as at 4 March 2024 (being the latest practicable date prior to publication of this Notice).

If approved, this authority will expire at the conclusion of the next AGM of the Company or, if earlier, at the close of business on 30 June 2025.

### **Resolution 21 - Additional disapplication of pre-emption rights**

Resolution 21 requests further shareholder approval, by way of a separate special resolution in line with the guidance issued by the Pre-Emption Group, for the Directors to allot equity securities or sell treasury shares for cash without first being required to offer such securities to existing shareholders.

The authority granted by this resolution, if passed:

- (a) will be limited to the allotment of equity securities and sale of treasury shares for cash up to an aggregate nominal value of £80,696, which represents approximately 5% of the nominal value of the issued share capital of the Company as at 4 March 2024 (being the latest practicable date prior to publication of this Notice); and
- (b) will only be used in connection with an acquisition or other capital investment of a kind contemplated by the Pre-Emption Group's Statement of Principles, and which is announced contemporaneously with the allotment, or has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The authority granted by this resolution would be in addition to the general authority to disapply pre-emption rights under Resolution 20. The maximum nominal value of equity securities which could be allotted if both authorities were used would be £161,393, which represents approximately 10% of the issued share capital of the Company as at 4 March 2024 (being the latest practicable date prior to publication of this Notice).

If approved, this authority will expire at the conclusion of the next AGM of the Company or, if earlier, at the close of business on 30 June 2025.

The Directors are aware of the revised Statement of Principles published by the Pre-Emption Group on 4 November 2022, which include an increase in the limit on the disapplication of pre-emption rights. The Directors have decided that they do not wish to increase the disapplication threshold at the current time, but that they will keep evolving market practice under review.

## Resolution 22 - Directors' authority to make market purchases of own shares

At the AGM held in May 2023, a special resolution was passed empowering the Directors to purchase the Company's shares in the market. Resolution 22 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 16,139,312 shares, representing approximately 10% of the issued share capital of the Company as at 4 March 2024 (being the latest practicable date prior to publication of this Notice). The price paid for shares (exclusive of expenses) 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; 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 at the trading venue where the purchase is carried out.

The Directors have no present intention to purchase any shares and the power given by this 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, and it is the Company's present intention hold any shares it buys back in treasury rather than to cancel them. However, in order to respond properly to the Company's capital requirements and the prevailing market conditions, the Board will need to assess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided that it is permitted to do so.

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 shares subject to share incentive awards that were outstanding as at 4 March 2024 was 1,966,877. The proportion of issued share capital that they represented at that time was approximately 1.22% and the proportion of issued share capital that they will represent if the full authority to purchase shares both the existing authority and that being sought) is used is approximately 1.52%. No share options were outstanding as at 4 March 2024.

The Company currently holds no shares in treasury.

If passed, Resolution 22 will provide the Company with the necessary authority to make market purchases until the conclusion of the next AGM of the Company or, if earlier, at the close of business on 30 June 2025.

It is the present intention of the Directors to seek to renew the authority annually.

## Resolution 23 - Notice period for general meetings

In accordance with the Directors' intention to seek renewal annually, it is proposed in Resolution 23 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 are in place before the Directors convene a general meeting on 14 clear days' notice.

## Recommendations

Your Directors believe that all of 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 that shareholders 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 each of the resolutions, if you are unable to attend the AGM in person. 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.

You are requested to complete the Proxy Form and return it to our Registrar, EQ (Equiniti), at the address shown in note 4, as soon as possible and in any event so as to be received not later 9.00 a.m. on Wednesday, 22 May 2024 (or, if the AGM is adjourned, not later than 48 hours before the adjourned meeting, excluding any part of a day that is not a working day).

Shareholders may, if they so wish, register the appointment of a proxy electronically by logging on to EQ's website at [www.sharevote.co.uk](http://www.sharevote.co.uk), using the Voting ID, Task ID and Shareholder Reference Number shown on the Proxy Form or alternatively, if shareholders have already registered with the Company's Registrar's online portfolio service, Shareview, they can submit their Proxy Form at [www.shareview.co.uk](http://www.shareview.co.uk) using their usual user ID and password. Full instructions are given on both websites. 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 (further details of which can be found in the notes to the Notice). The deadline for the receipt of all proxy appointments is 9.00 a.m. on Wednesday, 22 May 2024 (or, if the AGM is adjourned, not later than 48 hours before the adjourned meeting, excluding any part of a day that is not a working day).

Yours faithfully



**Andrew Martin**  
Chair

# Intertek Group plc - Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ('AGM') of Intertek Group plc (the 'Company') will be in the Marlborough Theatre, No. 11 Cavendish Square, London W1G 0AN at 9.00 a.m. on Friday, 24 May 2024, for the following purposes:

To consider and, if thought fit, pass the following resolutions (resolutions 1 to 19 being proposed as ordinary resolutions and resolutions 20 to 23 being proposed as special resolutions):

## Ordinary Resolutions

1. To receive the Annual Report and Accounts for the year ended 31 December 2023.
2. To approve the Directors' Remuneration Policy, as set out in Book two, pages 81 to 83 in the Annual Report and Accounts for the year ended 31 December 2023.
3. To approve the Directors' Remuneration report, other than the part containing the Directors' Remuneration Policy, as set out in Book two, pages 81 to 83 in the Annual Report and Accounts for the year ended 31 December 2023.
4. To approve the payment of a final dividend of 74.0p per ordinary share to be paid on 21 June 2024 to shareholders whose names appear on the register of members at the close of business on 31 May 2024.
5. To elect Apurvi Sheth as a Director.
6. To re-elect Andrew Martin as a Director.
7. To re-elect André Lacroix as a Director.
8. To re-elect Colm Deasy as a Director.
9. To re-elect Graham Allan as a Director.
10. To re-elect Gurnek Bains as a Director.
11. To re-elect Lynda Clarizio as a Director.
12. To re-elect Tamara Ingram as a Director.
13. To re-elect Jez Maiden as a Director.
14. To re-elect Kawal Preet as a Director.
15. To re-elect Jean-Michel Valette as a Director.
16. To re-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.
17. To authorise the Audit Committee to determine the remuneration of the Auditor.
18. THAT, pursuant to section 551 of the Companies Act 2006 (the 'Act') and in substitution for all existing authorities under section 551 of the Act, in 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 £537,977; and
  - (b) up to a further aggregate nominal amount of £537,977 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,

such authorities to expire, unless previously revoked, varied or renewed, at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, at the close of business on 30 June 2025, 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.

For the purposes of this resolution, a 'Pre-Emptive Offer' means an offer:

- (i) to holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them; and
- (ii) to holders of other equity securities, 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, regulatory or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange or any other matter.

For the purposes of this resolution, 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.

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 rights; and a reference to the nominal amount of a Relevant Security is, in the case of a right to subscribe for or to convert any security into shares in the Company, a reference to the nominal amount of the shares which may be allotted pursuant to that right.

19. 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 expiring at the conclusion of the next AGM of the Company held after such date or, if earlier, at the close of business on 30 June 2025, 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

20. THAT:

- (a) the Directors be given the power pursuant to section 570 and section 573 of the Act:
  - (i) subject to the passing of Resolution 18, to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority conferred on them by that resolution under section 551 of the Act; and/or
  - (ii) to sell ordinary shares held by the Company as treasury shares for cash, in either case as if section 561 of the Act did not apply to the allotment or sale, such power to be limited:
    - (A) to the allotment of equity securities in connection with an offer or issue of equity securities to or in favour of:
      - (i) holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings; and
      - (ii) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary;

and so that the Directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter; and

(B) to the allotment of equity securities and/or sale of treasury shares (in each case otherwise than under paragraph (A) above) up to a maximum nominal amount of £80,696;

- (b) this power shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, at the close of business on 30 June 2025; and
- (c) the Company may, before this power expires, make an offer or enter into an agreement which would or might require equity securities to be allotted (and/or treasury shares to be sold) after it expires and the Directors may allot equity securities (and/or sell treasury shares) in pursuance of such offer or agreement as if this power had not expired.

21. THAT:

- (a) in addition to any authority granted under Resolution 20, the Directors be given the power pursuant to s.570 and s.573 of the Act:
  - (i) subject to the passing of Resolution 18, to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority conferred on them by that resolution under section 551 of the Act; and
  - (ii) to sell ordinary shares held by the Company as treasury shares for cash,

in either case as if section 561 of the Act did not apply to the allotment or sale, such power to be:

(A) limited to the allotment of equity securities and/or sale of treasury shares up to a maximum nominal amount of £80,696; and

(B) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles most recently published by the Pre-Emption Group prior to the date of this Notice;

- (b) this power shall expire at the conclusion of the next AGM of the Company after the passing of this resolution, or, if earlier, at the close of business on 30 June 2025; and
- (c) the Company may, before this power expires, make an offer or enter into an agreement which would or might require equity securities to be allotted (and/or treasury shares to be sold) after it expires and the Directors may allot equity securities (and/or sell treasury shares) in pursuance of such offer or agreement as if this power had not expired.

22. 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 16,139,312;
- (b) the minimum price 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 exclusive of expenses; and

- (d) unless previously revoked, varied or renewed, the authority hereby conferred shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, at the close of business on 30 June 2025, save that the Company may make a contract or contracts 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.

23. THAT a general meeting (other than an annual general meeting) may be called on not less than 14 clear days' notice.

By order of the Board

**Ida Woodger**  
Group Company Secretary  
Intertek Group plc  
22 March 2024

**Registered Office:**  
33 Cavendish Square  
London W1G 0PS

## Notes

1. Only persons entered on the register of members not later than 6.30 p.m. on Wednesday, 22 May 2024 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 6.30 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 6.30 p.m. on Wednesday, 22 May 2024 or, in the event that the meeting is adjourned, after 6.30 p.m. 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 or by contacting our Registrar, EQ. 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 (as to which see note 14 below).
3. As at 4 March 2024 (being the latest practicable business day prior to the publication of this Notice), the Company's issued share capital consists of 161,393,127 ordinary shares carrying one vote each. The Company does not hold any shares in treasury, therefore the total voting rights in the Company as at 4 March 2024 are 161,393,127.
4. Proxy Forms should be completed in accordance with the notes thereon and to be valid must be received (together with any power of attorney or other authority pursuant to which the appointment of proxy is made, or a copy of such document certified by a notary or certified in some other way approved by the Board) by our Registrar, EQ, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA not later than 9.00 a.m. on Wednesday, 22 May 2024 (or, if the meeting is adjourned, not later than 48 hours before the adjourned meeting, excluding any part of a day that is not a working day). 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. You must inform our Registrar, EQ in writing of any termination of the authority of a proxy.
5. Shareholders may, if they so wish, register the appointment of a proxy electronically by logging on to [www.sharevote.co.uk](http://www.sharevote.co.uk) using the Voting ID, Task ID and Shareholder Reference Number shown on the Proxy Form. 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). Alternatively, if shareholders have already registered with the Company's Registrar's online portfolio service, Shareview, they can submit their voting instruction at [www.shareview.co.uk](http://www.shareview.co.uk) using their usual user ID and password.

Electronic proxy appointments, and voting instructions via Shareview, must be received by EQ (together with any power of attorney or other authority pursuant to which the appointment of proxy is made, or a copy of such document certified by a notary or certified in some other way approved by the Board) not later than 9.00 a.m. on Wednesday, 22 May 2024 (or, if the meeting is adjourned, not later than 48 hours before the adjourned meeting, excluding any part of a day that is not a working day). A Proxy Form lodged electronically will be invalid unless it is lodged at the address specified on the EQ 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. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. 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) not later than 9.00 a.m. on Wednesday, 22 May 2024 (or, if the meeting is adjourned, not later than 48 hours before the adjourned meeting, excluding any part of a day that is not a working day).

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 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 EQ including the lodgement 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. Copies of the following documents are at the registered office of the Company during normal business hours on any business day from the date of this Notice until the date of the AGM and also at the place of the meeting for 15 minutes prior to and during the AGM until its conclusion:
- the executive directors' service contracts; and
  - the non-executive directors' terms and conditions of appointment.
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 (a 'nominee'):
- 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
  - 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.
- Nominees are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investment in the Company.
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 (i) 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 or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which accounts were laid, in accordance with section 437 of the Act. 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. Please refer to the Chair's letter on page 1 of this Notice for information on how to ask a question in advance on the business of the AGM. Shareholders are reminded that unacceptable behaviour will not be tolerated at the meeting and will be dealt with appropriately by the Chair.
17. Under section 338 and 338A of the Act, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person or persons making it, must be received by the Company no later than six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.
18. Members have the right to request information to enable them to determine that their vote was validly recorded and counted. If you wish to receive this information please contact our Registrar, EQ, on +44 (0) 371 384 2653. Please use the country code when calling from outside the UK. Lines are open from 8.30 a.m. to 5.30 p.m. Monday to Friday, excluding bank holidays in England and Wales. Alternatively, you can write to EQ, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.
19. The time, date and location of the AGM may also be found on our website at [www.intertek.com](http://www.intertek.com) together with the information required to be published in advance of the meeting pursuant to section 311(A) of the Act.
20. All resolutions will be put to vote on a poll. This will result in a more accurate reflection of the views of shareholders by ensuring that every vote is recognised. On a poll, each shareholder has one vote for every share held.

**intertek**

Total Quality. Assured.

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