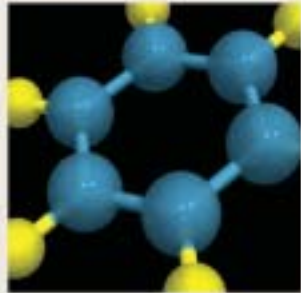


Interim report: 2005



Intertek's global network of testing, inspection and certification services provide customers with an unparalleled advantage.

We facilitate our customers' success in the global marketplace by applying our broad technical expertise to fulfil their individual needs.

Our range of services for quality helps our customers advance their reputation and master the complexities in the global marketplace. Our advisory services help customers deal with increasingly complex regulation and social issues.

At Intertek, we:

- > Value trust and personal responsibility
- > Act with integrity, honesty and respect
- > Deliver excellent services which add value to our customers' business
- > Focus on continual growth and outstanding performance
- > Offer a unique range of accreditations, certifications and approvals

Our commitment to delivering outstanding results through sound and thorough financial practices, superior profitability, stable growth and good citizenship will enable us to fulfil Intertek's mission while increasing sustainable shareholder value.

| | |
|----|---|
| 01 | Highlights |
| 02 | Business overview |
| 03 | Chairman's statement |
| 04 | Chief Executive Officer's review |
| 08 | Consolidated interim income statement |
| 09 | Consolidated interim balance sheet |
| 10 | Consolidated interim statement of cash flows |
| 11 | Consolidated interim statement of recognised income and expense |
| 11 | Reconciliation of shareholders' equity |
| 12 | Notes to the interim report |
| 18 | Appendix A: Effect of transition to International Financial Reporting Standards |
| 20 | Appendix B: IFRS accounting policies |
| 27 | Independent review report by KPMG Audit Plc to Intertek Group plc |
| 28 | Corporate information |

Highlights

This interim report is the first set of accounts that the Group has produced based on International Financial Reporting Standards (IFRS). Comparative figures for 2004, previously prepared using UK Generally Accepted Accounting Principles, are also presented under IFRS. A detailed description of the basis of preparation is given in note 1 to the interim report and details of the impact on the income statement and balance sheets is given in note 14 and Appendix A respectively.

REVENUE

£272.3m

Up 14.5% at actual exchange rates
Up 15.7% at constant exchange rates
Up 13.2% organically¹

OPERATING MARGIN¹

16.0%

Down from 16.3%

PROFIT BEFORE TAX

£38.5m

Up 4.3% from £36.9m

BASIC EARNINGS PER SHARE

17.0p

Up 4.3% from 16.3p

OPERATING PROFIT²

£43.5m

Up 11.5% at actual exchange rates
Up 13.3% at constant exchange rates
Up 7.9% organically¹
Up 9.1% organically, excluding IFRS share option charge¹

OPERATING CASH FLOW

£20.0m

Down 34.2% from £30.4m

ADJUSTED EARNINGS PER SHARE³

18.7p

Up 14.0% from 16.4p

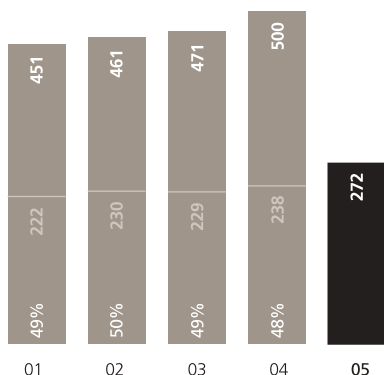
INTERIM DIVIDEND PER SHARE

3.9p

Up 14.7% from 3.4p

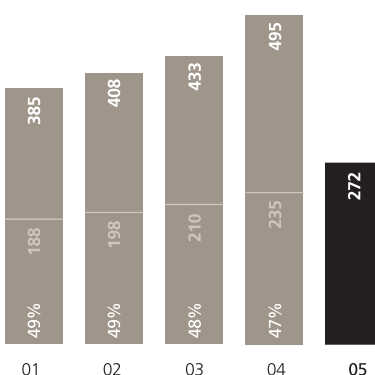
REVENUE £m

Actual



REVENUE £m

Constant



1. At constant exchange rates.

2. Excluding amortisation of intangibles £0.8m (H1 04: £0.3m) and goodwill impairment £2.0m (H1 04: £nil).

3. Diluted adjusted earnings per share based on profit before amortisation of intangibles and goodwill impairment (see note 4 to the interim report).

Intertek Group plc

The combined strength of all divisions

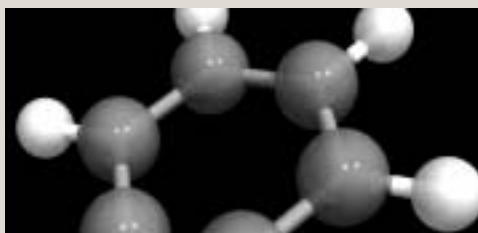
Around the world, Intertek provides a full range of testing, inspection, auditing and certification services for manufacturers, retailers, governments and traders throughout its four divisions. The combined strength of all divisions results in a service solution that sets Intertek apart, providing an in-depth response to customers' needs, on a local or global basis.



Intertek Labtest

Consumer Goods

Servicing industries producing products such as textiles, footwear, toys and hardlines in the areas of design, quality, safety and corporate social responsibility. Its clients include some of the world's largest retail organisations, manufacturers and international traders.



Intertek Caleb Brett

Oil, Chemical & Agri

Offering inspection and analytical services to the oil, gas, chemical, agricultural and pharmaceutical industries.



Intertek ETL SEMKO

Commercial and Electrical Consumer Products

Providing services to a wide range of industries including those in the electrical, electronic, medical, building, industrial and automotive components sectors.



Intertek FTS

Trade Services

Working with governments to check safety and quality of imports, verify duty collection and provide cargo security services.

"Double digit organic revenue growth in every division. Good prospects for the full year."
Vanni Treves



Results overview

On behalf of the Board, I am pleased to announce a very good result for the first half of 2005, with each division reporting organic revenue growth of over 10%. At constant exchange rates, revenue for the Group increased 15.7% and operating profit before amortisation of intangibles and goodwill impairment increased 13.3%. On an organic basis, revenue grew 13.2% and operating profit grew 9.1% before the share option charges required under IFRS. Approximately 80% of the Group's earnings are in US dollars or related currencies. At actual exchange rates, revenue increased 14.5% and operating profit increased 11.5% over the same period last year, reflecting a 3% weakening in the value of the US dollar against sterling.

New business

The Group continued its policy of making acquisitions to complement existing businesses. On 29 April 2005, we acquired Omega Point Laboratories Inc (OPL), a fire testing laboratory in Texas, USA, for £2.5m. As announced on 3 August 2005, we acquired PARC Technical Services Inc (PARC), a US petroleum and chemical process testing company for £3.9m.

Further acquisitions are being pursued.

Dividends

The Board has decided to pay, on 15 November 2005, an interim dividend of 3.9p (2004: 3.4p), an increase of 14.7% over last year. The interim dividend will be paid to members on the register at 4 November 2005. In accordance with International Accounting Standard 10, dividends payable are no longer accrued but are recognised when they are paid.

Accounting standards

To date, the Group has prepared its accounts in compliance with UK Generally Accepted Accounting Principles (UK GAAP). European Union (EU) regulations require the Group to adopt International Financial Reporting Standards (IFRS) and International Accounting Standards (IAS) in its financial statements from 2005. IFRS and IAS have been applied to the Group's consolidated interim financial statements from 1 January 2005 and the 2004 comparatives have been restated where applicable. The adoption of international standards has some impact on the presentation of our financial statements but does not fundamentally change our strategy, business and economic risks, financial position or our cash flows. A reconciliation of the impact on the income statement is given in note 14 to the interim report and full disclosure of the balance sheet impact is given in Appendix A. The accounting policies adopted by the Group are detailed in Appendix B.

Looking ahead

Once again we expect another good outcome for the year. We feel confident in the continuing organic growth of the business, in the Group's ability to acquire and integrate acquisitions and to continue its progressive dividend policy.

A handwritten signature in dark ink that reads "Vanni Treves".

Vanni Treves
Chairman

"The main drivers of our business offer a wide range of opportunities for further growth."
Wolfhart Hauser



Overview

Revenue for the Group for the first half of 2005 (H1 05) was £272.3m, an increase of 15.7% over the first half of 2004 (H1 04) at constant exchange rates. At actual exchange rates, revenue grew by 14.5%, reflecting a 3% decline in the value of the US dollar against sterling. Excluding acquisitions and disposals, organic growth was 13.2%. Strong revenue growth was achieved in ETL SEMKO, Caleb Brett and FTS which all delivered more than 17% growth over H1 04 at constant rates. Revenue growth in Labtest was lower, partly due to disposals made in 2004.

At constant exchange rates, total operating profit before amortisation of intangibles and impairment of goodwill, increased by 13.3% to £43.5m. Excluding acquisitions, disposals and share option charges, organic growth was 9.1%. At actual exchange rates, operating profit grew by 11.5% over H1 04. Operating margins improved in all the divisions apart from Labtest which declined, mainly due to investment in China, a market which has grown rapidly and contraction in some countries. At constant exchange rates, the Group's profit margin after deducting central overheads, decreased from 16.3% to 16.0%.

The performance of each of the divisions is shown below at constant exchange rates:

| | Revenue | | | Operating profit ^{1,2} | | | |
|---|--------------|-------------|------------------------|---------------------------------|--------------------------|-------------------------------------|--|
| | H1 05 £m | Change % | Organic change % | H1 05 £m | Change ² % | Organic change ² % | Organic change excl share option charge ³ % |
| At constant exchange rates ⁴ | | | | | | | |
| By division: | | | | | | | |
| Labtest | 65.9 | 4.9 | 10.1 | 20.6 | 1.0 | (0.5) | 1.0 |
| ETL SEMKO | 69.3 | 20.1 | 11.1 | 11.1 | 24.7 | 12.8 | 13.8 |
| Caleb Brett | 100.0 | 17.9 | 13.2 | 8.9 | 20.3 | 11.1 | 10.8 |
| Foreign Trade Standards | 37.1 | 23.3 | 23.3 | 7.4 | 48.0 | 48.0 | 47.1 |
| Central overheads | – | – | – | (4.5) | (36.4) | (36.4) | (33.3) |
| Total | 272.3 | 15.7 | 13.2 | 43.5 | 13.3 | 7.9 | 9.1 |

1. Operating profit excludes the results of associates and is stated before amortisation of intangibles of £0.8m (H1 04: £0.3m) and goodwill impairment of H1 05: £2.0m (H1 04: £nil).

2. Operating profit for H1 04 has been restated under IFRS to include a share option charge of £0.5m and to exclude income from associates of £0.6m.

3. Excluding IFRS share option charge of £1.0m for H1 05 (H1 04: £0.5m).

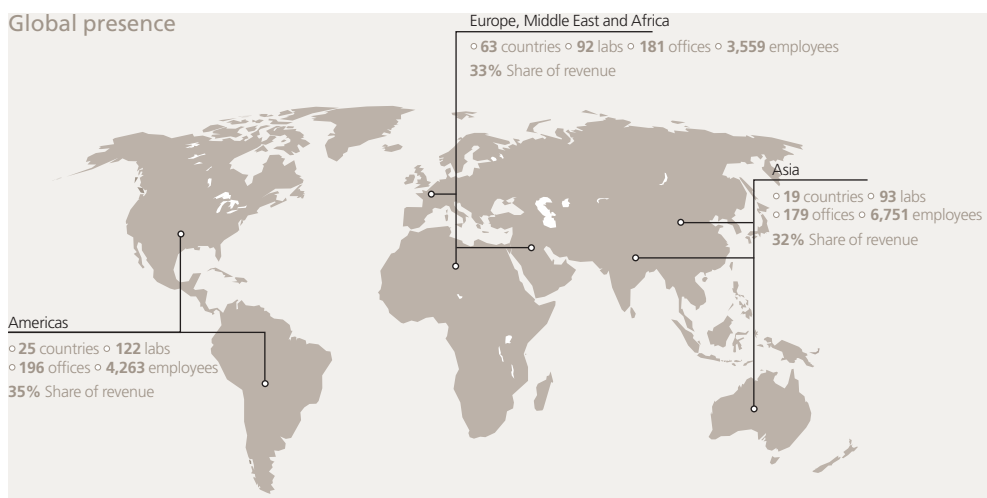
4. Cumulative average exchange rates for the six months to 30 June 2005.

Impact of International Financial Reporting Standards (IFRS)

Operating profit for H1 04, previously reported under UK GAAP, has been restated under IFRS.

The table opposite shows the impact of the restatement together with the equivalent H1 05 figures for comparative purposes:

Global presence



| | H1 05 £m | H1 04 £m | Change % |
|--|--------------|-------------|-------------|
| Total operating profit before amortisation and impairment under UK GAAP | 45.1 | 40.1 | 12.5 |
| Less share of operating profits of associates | (0.6) | (0.6) | |
| IFRS share option charge | (1.0) | (0.5) | |
| Group operating profit under IFRS before amortisation, impairment and profit from associates (note 2) | 43.5 | 39.0 | 11.5 |
| Amortisation of intangible assets | (0.8) | (0.3) | |
| Impairment of goodwill | (2.0) | – | |
| Group operating profit under IFRS | 40.7 | 38.7 | 5.2 |

A detailed reconciliation of the impact on the income statement is given in note 14 to the interim report and full disclosure of the balance sheet impact is given in Appendix A.

The key areas of impact are described below:

IFRS 2: Share-based payments

A charge is made to the income statement for share options issued since November 2002. The charge is based on the fair value of options at the grant date, with the fair value being determined by an option pricing model. The charge was £1.0m for H1 05 for options issued in 2003, 2004 and 2005 and £0.5m for H1 04 for options issued in 2003 and 2004.

IFRS 3: Business combinations

Goodwill is no longer amortised and instead it is subject to annual impairment reviews. Capitalised goodwill was 'frozen' at its UK GAAP carrying value at 1 January 2004, and goodwill amortisation of £1.5m charged to the income statement in 2004 was reversed. This increased profit by £0.7m in H1 04, under IFRS.

IFRS 3: Business combinations/IAS 38: Intangible assets

As required by IFRS, goodwill on acquisitions made after 31 March 2004, has been re-examined and analysed into separately identifiable intangible assets which are amortised over their estimated useful lives and capitalised goodwill which is unamortised. Our review of acquisitions made in the period 1 April 2004 to 31 December 2004, identified intangible assets such as non-compete agreements, patented technology and customer relationships with a value

of £4.9m, therefore capitalised goodwill has been reduced by this amount. In H1 05 we acquired £0.2m of intangible assets in the OPL business mentioned in the Chairman's statement. The income statements for H1 05 and H1 04 were charged with £0.8m and £0.3m respectively for the amortisation of intangible assets.

IAS 32/39: Financial instruments

The transitional arrangements for hedge accounting were adopted in full from 1 January 2005, with no restatement of comparative information. A charge of £1.0m was made to retained earnings in shareholders' funds to reflect the fair value of the derivative financial instruments at 1 January 2005 (see note 7 to the interim report). Derivative financial instruments are brought onto the balance sheet at their fair value. At 30 June 2005, the fair value of the derivative financial instruments was £1.0m. This was included within net current assets on the balance sheet.

Hedge accounting has been adopted for four financial derivatives which qualify as cash flow hedges under IAS 39. These financial derivatives hedge the variable interest rate on the Group's external borrowings. The effective portions of the movement in the fair value of the financial derivatives that are hedge accounted were recognised directly in equity. This movement in H1 05 was £1.9m (see page 11). The ineffective portion of the movement in the fair value of the financial derivatives was taken to the income statement which in H1 05, resulted in a credit of £0.1m to finance income.

Labtest

| | H1 05 £m | Change % | Organic change % | Organic change excl share option charge % |
|------------------|--------------|-------------|------------------------|--|
| Revenue | 65.9 | 4.9 | 10.1 | 10.1 |
| Operating profit | 20.6 | 1.0 | (0.5) | 1.0 |
| Operating margin | 31.3% | (1.2) | (3.3) | (2.9) |

ETL SEMKO

| | H1 05 £m | Change % | Organic change % | Organic change excl share option charge % |
|------------------|--------------|-------------|------------------------|--|
| Revenue | 69.3 | 20.1 | 11.1 | 11.1 |
| Operating profit | 11.1 | 24.7 | 12.8 | 13.8 |
| Operating margin | 16.0% | 0.6 | 0.2 | 0.4 |

Hedge accounting has also been adopted for the foreign currency external borrowings which hedge the Group's net investment in its foreign subsidiaries. The effective portion of the gain or loss on the hedging instruments that are hedge accounted is recognised directly in retained earnings in shareholders' funds.

The foreign exchange contracts undertaken by the Group to hedge foreign currency transaction exposures were not hedge accounted under IAS 39. This is because the fair value movements are expected to be immaterial. The fair value movements on these foreign exchange contracts is therefore charged or credited to the income statement. At 30 June 2005, there was no change in the fair value of these contracts.

IAS 12: Tax

Adjustments arising from the adoption of IFRS have been tax effected as appropriate. Under UK GAAP the pension fund deficit was disclosed net of deferred tax. Under IFRS the pension deficit is disclosed gross of tax and the tax is shown as a deferred tax asset.

IAS 10: Dividends

Dividends are presented as a deduction in shareholders' equity when they have been declared or ratified by shareholders rather than as a deduction in the income statement when they have been proposed. The income statement for H1 04 has been adjusted to remove the proposed interim dividend of £5.2m.

IAS 14: Segment analysis

The Group's primary basis of segmentation is by business and its secondary basis is by geography.

Impairment of goodwill

The carrying value of capitalised goodwill was reviewed for impairment and a charge of £2.0m was made to operating profit in H1 05 (H1 04: £nil) to reduce the goodwill to its fair value. The impairment related to an acquisition made in 2003 in Labtest in the UK.

Profitability

Group operating profit, after charging amortisation of intangibles of £0.8m (H1 04: £0.3m) and goodwill impairment of £2.0m (H1 04: £nil) was £40.7m, up

5.2% over H1 04. The net financing costs were £2.6m in H1 05, compared to £2.2m in H1 04, principally due to increased interest rates on the Group's borrowings. The tax rate of 27.0% for H1 05 was based on the estimated tax rate the Group expects for the full year. Excluding amortisation of intangibles and goodwill impairment, the effective rate was 25.2%. Profit for the period was £28.1m, up 2.2%.

Cash flow

Cash from operating activities for H1 05 was £20.0m down 34% on H1 04. The decrease was mainly due to a 21.3% increase in trade and other receivables, partly reflecting growth in the business. In H1 05, the Group spent £13.4m (H1 04: £27.1m) on net investments, including capital expenditure of £11.7m (H1 04: £8.3m) and acquisitions of £2.2m (H1 04: £19.9m), £16.8m (H1 04: £19.3m) on financing activities, including repayment of borrowings of £7.6m (H1 04: £8.8m) and £10.8m (H1 04: £9.1m) on payment of dividends.

Divisional review

In the divisional review that follows, the figures are stated at the cumulative average exchange rates for the six months to 30 June 2005. Operating profit is stated before amortisation of intangibles and goodwill impairment.

Labtest

The key growth drivers in Labtest remained strong, principally the sourcing of products from China, the wide range of products being sold by retailers, shorter product lifecycles and the demand for quality and safety. Growth in the division varied widely depending on location. Revenue from mainland China increased by 47% in H1 05 over H1 04; sometimes at the expense of other locations which suffered a contraction in revenue due to the relocation of business to China. The operating margin declined from 32.5% to 31.3% due to expansion in China, the cost of downsizing in other locations and an increase in the IFRS share option charge from £0.1m in H1 04 to £0.4m in H1 05. Organic growth was calculated after removing the results of a loss-making business which was sold in 2004 and a small acquisition also made in 2004.

Caleb Brett

| | H1 05 £m | Change % | Organic change % | Organic change excl share option charge % |
|------------------|--------------|-------------|------------------------|--|
| Revenue | 100.0 | 17.9 | 13.2 | 13.2 |
| Operating profit | 8.9 | 20.3 | 11.1 | 10.8 |
| Operating margin | 8.9% | 0.2 | (0.2) | (0.2) |

FTS

| | H1 05 £m | Change % | Organic change % | Organic change excl share option charge % |
|------------------|--------------|-------------|------------------------|--|
| Revenue | 37.1 | 23.3 | 23.3 | 23.3 |
| Operating profit | 7.4 | 48.0 | 48.0 | 47.1 |
| Operating margin | 19.9% | 3.3 | 3.3 | 3.3 |

ETL SEMKO

ETL SEMKO had an excellent start to the year with strong growth in revenues and operating profit in H1 05 over H1 04. There was substantial organic growth in revenue in mainland China, particularly in the safety testing of household appliances manufactured for export. The Americas also performed well, with organic growth in electrical and building products supplemented by growth in the automotive component testing business which was acquired in May 2004.

Further expansion of automotive component testing is planned in China for H2 05. The operating margin improved from 15.4% to 16.0%, mainly through tight cost control in the Americas.

Caleb Brett

Caleb Brett performed strongly, particularly in the traditional cargo inspection market in the United States and in analytical services. The growth in the cargo inspection market in the United States was driven by increased demand for petroleum products and chemicals. The Americas also benefited from the acquisition of Kelley Completion Services in December 2004. Revenue from analytical services, which accounted for 33% of revenue in H1 05 (28% in H1 04), increased by 39.2% in H1 05 over H1 04, mainly due to contracts which started during 2004 and to a new Rolls-Royce contract which started in January 2005. Operating margin increased from 8.7% to 8.9%.

Foreign Trade Standards (FTS)

The three key contracts in Nigeria, Saudi Arabia and Venezuela, which accounted for 63% of the division's revenue, performed well in H1 05. The pre-shipment inspection (PSI) contract in Venezuela terminated on 31 August 2005, which will reduce PSI revenue and profit in the short term. Provision for restructuring the office in Venezuela was made in the results for H1 05. A new cargo scanning contract in Sierra Leone commenced in H1 05 and the PSI contract in Malawi has been renewed for a further two years.

Central overheads

Central overheads were £4.5m for H1 05, an increase of £1.2m or 36.4% over H1 04, reflecting the growth in the business. The

increase was primarily due to increased staff, legal and IT costs and a donation of £0.1m to the Tsunami disaster relief appeal.

Outlook

The first half of 2005, has been another period of good growth for the Group and the main drivers of our business offer a wide range of opportunities for further growth.

The increasing variety of new products and the reduction in average product lifespan is leading our customers to develop a greater number of prototypes which are also being sold in a wider range of countries. This increases their need for services covering all aspects of quality and safety, from the design stage through the supply chain to the final product.

Consumers are increasingly demanding safer, more reliable, higher quality products. Environmental and social pressure from consumers and authorities is leading to more complex regulations. We help our customers meet consumer expectations and comply with these regulations thus safeguarding their brand reputation in an increasingly competitive environment.

Oil and chemical companies, manufacturers, retailers and traders, currently outsource only a small part of their quality and safety needs. Our range of technical expertise on a worldwide basis in all divisions, means we can offer customers a wider scope of quality services, to fulfil their individual needs. We believe our fast turn-around times and our tailored services will increase the amount of work outsourced to us in all markets.

We have the resources to take advantage of these and other opportunities and we are confident that we will continue to develop and grow our business.



Wolfhart Hauser
Chief Executive Officer

| | Notes | Six months to 30 June 2005 (Unaudited) £m | Six months to 30 June 2004 (Unaudited) £m | Year to 31 December 2004 (Unaudited) £m |
|-----------------------------------|-------|---|---|---|
| Revenue | 2 | 272.3 | 237.8 | 499.6 |
| Cost of sales | | (210.3) | (183.2) | (385.0) |
| Gross profit | | 62.0 | 54.6 | 114.6 |
| Administrative expenses | | (18.5) | (15.6) | (31.6) |
| Amortisation of intangible assets | | (0.8) | (0.3) | (1.4) |
| Impairment of goodwill | 2 | (2.0) | – | – |
| Total administrative expenses | | (21.3) | (15.9) | (33.0) |
| Group operating profit | 2 | 40.7 | 38.7 | 81.6 |
| Finance income | | 1.9 | 2.1 | 4.2 |
| Finance expense | | (4.5) | (4.3) | (12.1) |
| Net financing costs | | (2.6) | (2.2) | (7.9) |
| Share of profit of associates | | 0.4 | 0.4 | 0.7 |
| Profit before taxation | | 38.5 | 36.9 | 74.4 |
| Income tax expense | 3 | (10.4) | (9.4) | (19.6) |
| Profit for the period | | 28.1 | 27.5 | 54.8 |
| Attributable to: | | | | |
| Equity holders of the Company | | 26.4 | 25.2 | 52.0 |
| Minority interest | | 1.7 | 2.3 | 2.8 |
| Profit for the period | | 28.1 | 27.5 | 54.8 |
| Earnings per share | 4 | | | |
| Basic | | 17.0p | 16.3p | 33.7p |
| Diluted | | 16.9p | 16.2p | 33.4p |

| | Notes | At 30 June 2005 (Unaudited) £m | At 30 June 2004 (Unaudited) £m | At 31 December 2004 (Unaudited) £m |
|---|-------|--|--|--|
| Assets | | | | |
| Property, plant and equipment | | 93.1 | 78.7 | 88.5 |
| Goodwill | | 33.9 | 28.8 | 33.5 |
| Other intangible assets | 9 | 2.9 | 4.6 | 3.5 |
| Investments in associates | | 1.9 | 1.5 | 1.8 |
| Deferred tax assets | | 5.5 | 2.8 | 5.5 |
| Total non-current assets | | 137.3 | 116.4 | 132.8 |
| Inventories | | 1.7 | 1.6 | 1.5 |
| Trade and other receivables | | 135.3 | 111.5 | 109.8 |
| Cash and cash equivalents | 8 | 43.3 | 64.0 | 52.5 |
| Total current assets | | 180.3 | 177.1 | 163.8 |
| Total assets | | 317.6 | 293.5 | 296.6 |
| Liabilities | | | | |
| Interest-bearing loans and borrowings | 8 | (14.4) | (21.5) | (14.0) |
| Current taxes payable | | (21.4) | (19.9) | (19.5) |
| Trade and other payables | | (79.6) | (69.3) | (75.9) |
| Provisions | | (3.6) | (5.1) | (5.4) |
| Total current liabilities | | (119.0) | (115.8) | (114.8) |
| Interest-bearing loans and borrowings | 8 | (150.1) | (175.6) | (150.9) |
| Deferred tax liabilities | | (0.6) | (0.3) | (0.6) |
| Net pension liabilities | | (14.1) | (7.5) | (16.1) |
| Other payables | | – | (0.4) | (0.5) |
| Total non-current liabilities | | (164.8) | (183.8) | (168.1) |
| Total liabilities | | (283.8) | (299.6) | (282.9) |
| Net assets/(liabilities) | | 33.8 | (6.1) | 13.7 |
| Equity | | | | |
| Share capital | 7 | 1.6 | 1.5 | 1.5 |
| Share premium account | 7 | 236.8 | 234.2 | 234.5 |
| Reserves | 7 | 13.6 | 8.8 | 13.5 |
| Retained earnings | 7 | (224.9) | (257.3) | (241.5) |
| Total equity attributable to equity holders of the Company | 7 | 27.1 | (12.8) | 8.0 |
| Minority interest | | 6.7 | 6.7 | 5.7 |
| Total equity | | 33.8 | (6.1) | 13.7 |

| | Notes | Six months to 30 June 2005 (Unaudited) £m | Six months to 30 June 2004 (Unaudited) £m | Year to 31 December 2004 (Unaudited) £m |
|--|-------|---|---|---|
| Operating activities | | | | |
| Profit for the period | | 28.1 | 27.5 | 54.8 |
| Adjustments for: | | | | |
| Depreciation charge | | 9.9 | 8.9 | 18.4 |
| Amortisation of intangibles | | 0.8 | 0.3 | 1.4 |
| Impairment of goodwill | | 2.0 | – | – |
| Share option expense | | 1.0 | 0.5 | 1.0 |
| Share of profit of associates | | (0.4) | (0.4) | (0.7) |
| Net financing costs | | 2.6 | 2.2 | 7.9 |
| Income tax expense | | 10.4 | 9.4 | 19.6 |
| Loss on disposal of fixed assets | | – | 0.1 | 0.2 |
| Operating profit before changes in working capital and provisions | | 54.4 | 48.5 | 102.6 |
| Increase in inventories | | (0.2) | (0.2) | (0.8) |
| Increase in trade and other receivables | | (22.3) | (8.5) | (8.9) |
| Increase in trade and other payables | | 1.9 | 2.8 | 11.9 |
| Decrease in provisions | | (3.8) | (3.2) | (2.9) |
| Cash generated from operations | | 30.0 | 39.4 | 101.9 |
| Interest paid | | (2.9) | (2.9) | (6.9) |
| Income taxes paid | | (7.1) | (6.1) | (16.0) |
| Cash flows from operating activities | | 20.0 | 30.4 | 79.0 |
| Investing activities | | | | |
| Proceeds from sale of property, plant and equipment | | 0.1 | 0.2 | 0.2 |
| Interest received | | 0.2 | 0.9 | 1.6 |
| Dividends received from associated undertakings | | 0.2 | – | 0.8 |
| Acquisition of subsidiaries, net of cash acquired | 10 | (2.2) | (19.9) | (26.6) |
| Acquisition of property, plant and equipment | | (11.7) | (8.3) | (28.2) |
| Cash flows from investing activities | | (13.4) | (27.1) | (52.2) |
| Financing activities | | | | |
| Proceeds from the issue of share capital | | 2.6 | 0.8 | 1.1 |
| Issue of new debt | | – | – | 165.7 |
| Repayment of borrowings | 8 | (7.6) | (8.8) | (202.0) |
| Dividends paid to minorities | | (1.0) | (2.2) | (4.1) |
| Dividends paid | 7 | (10.8) | (9.1) | (14.4) |
| Cash flows from financing activities | | (16.8) | (19.3) | (53.7) |
| Net decrease in cash and cash equivalents | 8 | (10.2) | (16.0) | (26.9) |
| Cash and cash equivalents at 1 January | 8 | 52.5 | 81.5 | 81.5 |
| Effect of exchange rate fluctuations on cash held | 8 | 1.0 | (1.5) | (2.1) |
| Cash and cash equivalents at end of period | 8 | 43.3 | 64.0 | 52.5 |

Consolidated interim statement of recognised income and expense

| | Six months to 30 June 2005 (Unaudited) £m | Six months to 30 June 2004 (Unaudited) £m | Year to 31 December 2004 (Unaudited) £m |
|---|---|---|---|
| Foreign exchange translation differences, net of tax | (0.8) | 2.4 | 7.1 |
| Actuarial pension loss | – | – | (9.0) |
| Deferred tax on actuarial pension loss | – | – | 2.4 |
| First time adoption IAS 39, cash flow hedges: | | | |
| Fair values on adoption at 1 January 2005 | (1.0) | – | – |
| Effective portion of changes in fair value | 1.9 | – | – |
| Net income recognised directly in equity | 0.1 | 2.4 | 0.5 |
| Profit for the period | 28.1 | 27.5 | 54.8 |
| Total recognised income and expense for the period | 28.2 | 29.9 | 55.3 |
| Attributable to: | | | |
| Equity holders of the Company | 26.5 | 27.6 | 52.5 |
| Minority interest | 1.7 | 2.3 | 2.8 |
| Total recognised income and expense | 28.2 | 29.9 | 55.3 |

Reconciliation of shareholders' equity

| | Notes | Six months to 30 June 2005 (Unaudited) £m | Six months to 30 June 2004 (Unaudited) £m | Year to 31 December 2004 (Unaudited) £m |
|--|-------|---|---|---|
| Opening equity under UK GAAP | | (3.6) | (43.1) | (43.1) |
| Restatement for International Accounting Standards | 7 | 11.6 | 9.2 | 9.2 |
| Restated opening equity prior to adoption of IAS 39 | | 8.0 | (33.9) | (33.9) |
| Adoption of IAS 39 | 7 | (1.0) | – | – |
| Restated opening equity under IFRS | | 7.0 | (33.9) | (33.9) |
| Issue of shares | | 2.4 | 2.1 | 2.4 |
| Equity settled transactions | | 1.0 | 0.5 | 1.0 |
| Tax on equity settled transactions | | – | – | 0.4 |
| Profit for the period attributable to equity holders | | 26.4 | 25.2 | 52.0 |
| Dividends | | (10.8) | (9.1) | (14.4) |
| Foreign exchange translation differences, net of tax | | (0.8) | 2.4 | 7.1 |
| Movement on cash flow hedges | | 1.9 | – | – |
| Actuarial pension loss | | – | – | (9.0) |
| Deferred tax on actuarial pension loss | | – | – | 2.4 |
| Closing equity under IFRS | | 27.1 | (12.8) | 8.0 |

1. Basis of preparation

EU law (IAS Regulation EC 1606/2002) requires that the next annual consolidated financial statements of the Company, for the year ending 31 December 2005, be prepared in accordance with International Financial Reporting Standards (IFRS) adopted for use in the EU (adopted IFRS).

This interim financial information has been prepared on the basis of the recognition and measurement requirements of IFRS in issue that either are endorsed by the EU and effective (or available for early adoption) at 31 December 2005, or are expected to be endorsed and effective (or available for early adoption) at 31 December 2005, the Group's first annual reporting date at which it is required to use the adopted IFRS. Based on these adopted and unadopted IFRS, the directors have made assumptions about the accounting policies expected to be applied, which are set out in Appendix B, when the first annual IFRS financial statements are prepared for the year ending 31 December 2005.

In particular, the directors have assumed that "Amendments to IAS 19" issued by the International Accounting Standards Board will be adopted by the EU in sufficient time to be available for use in the annual IFRS financial statements for the year ending 31 December 2005.

In addition, the adopted IFRS that will be effective (or available for early adoption) in the annual financial statements for the year ending 31 December 2005, are still subject to change and to additional interpretations and therefore cannot be determined with certainty. Accordingly, the accounting policies for that annual period will be determined finally only when the annual financial statements are prepared for the year ending 31 December 2005.

The comparative figures for the financial year ended 31 December 2004, are not the Company's statutory accounts for that financial year. Those accounts, which were prepared under UK Generally Accepted Accounting Principles (UK GAAP), have been reported on by the Company's auditors and delivered to the Registrar of Companies. The report of the auditors was unqualified and did not contain statements under section 237(2) or (3) of the Companies Act 1985.

An explanation of how the transition to IFRS has affected the reported financial performance of the Group is provided in note 14. The impact of IFRS on the Group's reported financial position is shown in Appendix A.

A reconciliation of equity previously reported under UK GAAP to that reported under IFRS for the respective periods is shown on page 11.

2. Segment analysis

Business analysis (Primary segment)

| | Labtest £m | ETL SEMKO £m | Caleb Brett £m | FTS £m | Central overheads £m | Total £m |
|----------------------------|---------------|-----------------|-------------------|-----------|----------------------------|-------------|
| Revenue | | | | | | |
| Six months to 30 June 2005 | 65.9 | 69.3 | 100.0 | 37.1 | – | 272.3 |
| Six months to 30 June 2004 | 64.0 | 58.4 | 85.1 | 30.3 | – | 237.8 |
| Year to 31 December 2004 | 132.3 | 122.4 | 177.3 | 67.6 | – | 499.6 |

| | Labtest £m | ETL SEMKO £m | Caleb Brett £m | FTS £m | Central overheads £m | Total £m |
|--|---------------|-----------------|-------------------|-----------|----------------------------|-------------|
|--|---------------|-----------------|-------------------|-----------|----------------------------|-------------|

Group operating profit

| | | | | | | |
|--|------|------|-----|-----|-------|------|
| Six months to 30 June 2005 | | | | | | |
| Group operating profit | 18.6 | 10.5 | 8.7 | 7.4 | (4.5) | 40.7 |
| Add: impairment of goodwill* | 2.0 | – | – | – | – | 2.0 |
| Add: amortisation of intangibles | – | 0.6 | 0.2 | – | – | 0.8 |
| Operating profit before impairment and amortisation | 20.6 | 11.1 | 8.9 | 7.4 | (4.5) | 43.5 |

| | | | | | | |
|--|------|-----|-----|-----|-------|------|
| Six months to 30 June 2004 | | | | | | |
| Group operating profit | 20.8 | 8.8 | 7.4 | 5.0 | (3.3) | 38.7 |
| Add: amortisation of intangibles | – | 0.2 | 0.1 | – | – | 0.3 |
| Operating profit before impairment and amortisation | 20.8 | 9.0 | 7.5 | 5.0 | (3.3) | 39.0 |

| | | | | | | |
|--|------|------|------|------|-------|------|
| Year to 31 December 2004 | | | | | | |
| Group operating profit | 43.5 | 16.5 | 14.7 | 13.8 | (6.9) | 81.6 |
| Add: amortisation of intangibles | – | 0.8 | 0.6 | – | – | 1.4 |
| Operating profit before impairment and amortisation | 43.5 | 17.3 | 15.3 | 13.8 | (6.9) | 83.0 |

*This relates to Fastech, a UK business, acquired in 2003.

Geographic analysis (Secondary segment)

| | Six months to 30 June 2005 £m | Six months to 30 June 2004 £m | Year to 31 December 2004 £m |
|--------------------------------|--|--|--------------------------------------|
| Revenue | | | |
| Americas | 94.4 | 80.2 | 169.0 |
| Europe, Middle East and Africa | 90.7 | 77.7 | 166.3 |
| Asia | 87.2 | 79.9 | 164.3 |
| Total | 272.3 | 237.8 | 499.6 |

Group operating profit

| | | | |
|--------------------------------|-------------|------|------|
| Americas | 10.8 | 8.6 | 16.6 |
| Europe, Middle East and Africa | 2.9 | 4.5 | 12.0 |
| Asia | 27.0 | 25.6 | 53.0 |
| Total | 40.7 | 38.7 | 81.6 |

3. Income tax expense

The tax charge on profits before tax for the six months to 30 June 2005 of £10.4m (30 June 2004: £9.4m) is based on the estimated effective rate for the full year. The effective rate at 30 June 2005 is 27.0% (30 June 2004: 25.5%, 31 December 2004: 26.3%). Excluding amortisation of intangibles and goodwill impairment, the effective rate at 30 June 2005 is 25.2% (30 June 2004: 25.3%, 31 December 2004: 25.6%).

Differences between the estimated effective rate of 27% and the notional statutory UK rate of 30% include, but are not limited to, the effect of tax rates in foreign jurisdictions, non deductible expenses, the effect of tax losses utilised and under/(over) provisions in previous years.

4. Earnings per ordinary share

| | Six months to 30 June 2005 £m | Six months to 30 June 2004 £m | Year to 31 December 2004 £m |
|--|--|--|--------------------------------------|
| Based on the profit for the year: | | | |
| Basic earnings | | | |
| Profit attributable to ordinary shareholders | 26.4 | 25.2 | 52.0 |
| Amortisation of intangibles | 0.8 | 0.3 | 1.4 |
| Impairment of goodwill | 2.0 | – | – |
| Amortisation of debt issuance costs on refinancing, less tax | – | – | 2.2 |
| Adjusted earnings | 29.2 | 25.5 | 55.6 |
| Number of shares (millions): | | | |
| Basic weighted average number of shares | 154.9 | 154.3 | 154.4 |
| Potentially dilutive share options | 1.5 | 0.7 | 1.1 |
| Diluted weighted average number of shares | 156.4 | 155.0 | 155.5 |
| Basic earnings per share | | | |
| | 17.0p | 16.3p | 33.7p |
| Options | (0.1)p | (0.1)p | (0.3)p |
| Diluted earnings per share | 16.9p | 16.2p | 33.4p |
| Basic adjusted earnings per share | | | |
| | 18.9p | 16.5p | 36.0p |
| Options | (0.2)p | (0.1)p | (0.2)p |
| Diluted adjusted earnings per share | 18.7p | 16.4p | 35.8p |

The weighted average number of shares used in the calculation of the diluted earnings per share for the six months to 30 June 2005, excludes 1,497,513 potential shares (31 December 2004: 56,280 30 June 2004: 1,414,765) as these were not dilutive in accordance with IAS 33: Earnings per share.

5. Pension schemes

There has been no significant change in the net liabilities of the Group's defined benefit pension schemes since 31 December 2004. As permitted by IAS 19, actuarial valuations of the assets and liabilities of the defined benefit pension schemes were not performed at 30 June 2005.

The expense recognised in the consolidated interim income statement consists of the current service cost, interest on the obligation for employee benefits and the expected return on plan assets. For the six months ended 30 June 2005, the Group recognised a net expense of £1.2m (30 June 2004: £1.1m).

6. Share-based payments

The Company has share option schemes, details of which were contained in the annual report and accounts for the year ended 31 December 2004.

During the period, the Company granted 1,499,197 options to employees at an exercise price of 778p which are exercisable between 7 April 2008 and 7 April 2015.

In accordance with IFRS 2, the fair values of services received in return for share options granted to employees, is measured by reference to the fair value of share options granted. The estimate of the fair value of the services received is measured based on the Black-Scholes formula, a financial model used to calculate the fair value of options. During the six months ended 30 June 2005, the Group recognised an expense of £1.0m in respect of outstanding share awards issued in 2003, 2004 and 2005. For the six months ended 30 June 2004, the charge was £0.5m for outstanding share awards issued in 2003 and 2004. Under UK GAAP, there was no expense since the exercise price represented the market value of the shares at date of issue.

7. Reconciliation of shareholders' equity

| | Share capital £m | Share premium account £m | Reserves | | | Retained earnings £m | Total £m |
|--|---------------------|-----------------------------|---------------------------|-----------------------|----------------------|-------------------------|--------------|
| | | | Translation reserve £m | Hedging reserve £m | Other reserves £m | | |
| At 31 December 2004 under UK GAAP | 1.5 | 234.5 | – | – | 6.4 | (246.0) | (3.6) |
| Restatement for IAS: | | | | | | | |
| Goodwill amortisation | – | – | – | – | – | 1.5 | 1.5 |
| Amortisation of intangibles | – | – | – | – | – | (1.4) | (1.4) |
| Tax relief on share option charge | – | – | – | – | – | 0.7 | 0.7 |
| Dividend accruals | – | – | – | – | – | 10.8 | 10.8 |
| Foreign exchange translation differences, net of tax | – | – | 7.1 | – | – | (7.1) | – |
| Restated 31 December 2004 | 1.5 | 234.5 | 7.1 | – | 6.4 | (241.5) | 8.0 |
| Adoption of IAS 39, 1 January 2005 | – | – | – | (1.0) | – | – | (1.0) |
| At 1 January 2005 under IFRS | 1.5 | 234.5 | 7.1 | (1.0) | 6.4 | (241.5) | 7.0 |
| Movement on cash flow hedges | – | – | – | 1.9 | – | – | 1.9 |
| Profit for the period attributable to equity holders | – | – | – | – | – | 26.4 | 26.4 |
| Dividends paid | – | – | – | – | – | (10.8) | (10.8) |
| Issue of shares | 0.1 | 2.3 | – | – | – | – | 2.4 |
| Equity settled transactions | – | – | – | – | – | 1.0 | 1.0 |
| Foreign exchange translation differences, net of tax | – | – | (0.8) | – | – | – | (0.8) |
| At 30 June 2005 | 1.6 | 236.8 | 6.3 | 0.9 | 6.4 | (224.9)* | 27.1 |

* After charging £244.1m for goodwill written off to reserves in relation to subsidiaries acquired prior to 31 December 1997.

IAS 39 "Financial instruments: Recognition and measurement" was adopted on 1 January 2005. This resulted in fair values (negative) of hedged derivatives of £1.0m to be included in the Balance Sheet.

The dividend of £10.8m represents the dividend declared on 6 May 2005, at the rate of 7.0p per ordinary share.

There was an issue of 503,426 ordinary shares during the period on exercise of share options.

8. Analysis of net debt

| | At 1 January 2005 £m | Cash flow £m | Exchange adjustments £m | At 30 June 2005 £m |
|------------|-------------------------------|-----------------|-------------------------------|-----------------------------|
| Cash | 52.5 | (10.2) | 1.0 | 43.3 |
| Borrowings | (164.9) | 7.6 | (7.2) | (164.5) |
| | (112.4) | (2.6) | (6.2) | (121.2) |

9. Other intangible assets

As required by IFRS, goodwill on acquisitions made after 31 March 2004, has been re-examined and analysed into separately identifiable intangible assets which are amortised over their estimated useful lives and capitalised goodwill which is unamortised. In 2004, intangible assets with a value of £4.9m were capitalised and goodwill was reduced by this amount. In the six months to 30 June 2005, £0.2m of intangible assets were acquired. Intangible assets comprised covenants not to compete, patented technology and customer relationships which are being amortised over their estimated useful lives. The amortisation charged in the six months to 30 June 2005 was £0.8m (30 June 2004: £0.3m, 31 December 2004: £1.4m).

10. Acquisition of subsidiaries

On 29 April 2005, the Group acquired, on a cash free debt free basis, all the shares in Omega Point Laboratories Inc (OPL), a company incorporated in the USA, for cash consideration of £2.2m. In addition, a further amount, which is estimated to be £0.3m, will be payable as deferred consideration. The company is engaged in the business of fire testing.

The acquisition had the following effect on the Group's assets and liabilities.

OPL's net assets at the acquisition date:

| | Recognised values £m |
|--|----------------------------|
| Intangible assets | 0.2 |
| Property, plant and equipment | 0.8 |
| Trade and other receivables | 0.3 |
| Trade and other payables | (0.1) |
| Net identifiable assets and liabilities | 1.2 |
| Goodwill on acquisition (provisional) | 1.3 |
| Cash paid | 2.2 |
| Estimated additional consideration payable | 0.3 |

There were no fair value adjustments.

11. Post balance sheet event

On 3 August 2005, the Group acquired the share capital of PARC Technical Services Inc (PARC), a US petroleum and chemical process testing company for £3.9m.

12. Contingent liabilities: claims and litigation

There have been no material developments concerning claims and litigation, which in the opinion of the directors, would give rise to a material adverse effect on the financial position of the Group in the foreseeable future.

13. Approval

The consolidated interim financial statements were approved by the Board on 2 September 2005.

14. Explanation of transition to IFRS

As stated in note 1, these are the Group's first consolidated interim financial statements prepared in accordance with IFRS. The comparative information for the six months to 30 June 2004, and for the year ended 31 December 2004, previously prepared under UK GAAP, have been restated under IFRS. An explanation of how the transition from previous GAAP to IFRS has affected the Group's financial performance is shown in the table below.

Impact on net profit:

| | Notes | Six months to 30 June 2005 £m | Six months to 30 June 2004 £m | Year to 31 December 2004 £m |
|--|----------|--|--|--------------------------------------|
| Retained profit for the period under UK GAAP | | 20.8 | 19.8 | 36.6 |
| IFRS adjustments: | | | | |
| Goodwill amortisation | <i>a</i> | 1.1 | 0.7 | 1.5 |
| Amortisation of intangibles | <i>b</i> | (0.8) | (0.3) | (1.4) |
| Share option expense | <i>c</i> | (1.0) | (0.5) | (1.0) |
| Tax relief on share option charge | <i>c</i> | 0.1 | 0.3 | 0.2 |
| Ineffective hedges | <i>d</i> | 0.1 | – | – |
| Minority interest | <i>e</i> | 1.7 | 2.3 | 2.8 |
| Dividends | <i>f</i> | 6.1 | 5.2 | 16.1 |
| Net profit for the period under IFRS | | 28.1 | 27.5 | 54.8 |

- a) Under UK GAAP, there was a charge to profit in respect of amortisation of goodwill. Under IFRS, there is no such charge. However, under IFRS there is an annual review required of goodwill which could result in an impairment charge.
- b) IFRS requires qualifying intangibles previously included within goodwill under UK GAAP, to be separately identified and amortised over their useful economic lives.
- c) IFRS requires a charge to be made for the fair value of options granted to employees.
- d) Under IFRS, the movement in fair values of financial derivatives in respect of an ineffective hedge is cycled through the income statement.
- e) Under UK GAAP, minority interest was deducted in arriving at profit for the period. Under IFRS, the minority interest is not deducted but is disclosed by way of a note.
- f) Under UK GAAP, dividends proposed were deducted in arriving at retained profit. Under IFRS, dividends are taken to reserves when they are paid.

Impact on the balance sheet

Appendix A sets out the reconciliation between UK GAAP and IFRS balance sheets together with an explanation of the IFRS adjustments.

Impact on the cash flow statement

The move from UK GAAP to IFRS does not change any of the cash flows of the Group. The IFRS, cash flow format is similar to UK GAAP but presents various cash flows in different categories and in a different order from UK GAAP.

Accounting policies

Appendix B sets out the IFRS accounting policies.

18 Appendix A: Effect of transition to International Financial Reporting Standards

Balance sheets

| | Notes | At 1 January 2004 | | |
|--|-------|-------------------|-------------------------------|----------------|
| | | UK GAAP £m | Effect of transition £m | IFRS £m |
| Assets | | | | |
| Property, plant and equipment | | 77.8 | – | 77.8 |
| Goodwill | 1 | 17.8 | – | 17.8 |
| Other intangible assets | 1 | – | – | – |
| Investments in associates | | 1.2 | – | 1.2 |
| Deferred tax assets | 2 | – | 2.5 | 2.5 |
| Total non-current assets | | 96.8 | 2.5 | 99.3 |
| Inventories | | 1.4 | – | 1.4 |
| Trade and other receivables | | 105.3 | – | 105.3 |
| Cash and cash equivalents | | 81.5 | – | 81.5 |
| Total current assets | | 188.2 | – | 188.2 |
| Total assets | | 285.0 | 2.5 | 287.5 |
| Liabilities | | | | |
| Interest-bearing loans and borrowings | | (17.5) | – | (17.5) |
| Current taxes payable | | (16.6) | – | (16.6) |
| Trade and other payables | 3 | (75.5) | 9.1 | (66.4) |
| Provisions | | (8.3) | – | (8.3) |
| Total current liabilities | | (117.9) | 9.1 | (108.8) |
| Interest-bearing loans and borrowings | | (196.2) | – | (196.2) |
| Deferred tax liabilities | | (0.3) | – | (0.3) |
| Net pension liabilities | 2 | (5.1) | (2.4) | (7.5) |
| Other creditors | | (1.4) | – | (1.4) |
| Total non-current liabilities | | (203.0) | (2.4) | (205.4) |
| Total liabilities | | (320.9) | 6.7 | (314.2) |
| Net (liabilities)/assets | | (35.9) | 9.2 | (26.7) |
| Equity | | | | |
| Share capital | | 1.5 | – | 1.5 |
| Share premium account | | 232.1 | – | 232.1 |
| Reserves | 4 | 6.4 | – | 6.4 |
| Retained earnings | 5 | (283.1) | 9.2 | (273.9) |
| Total attributable to equity holders of the Company | | (43.1) | 9.2 | (33.9) |
| Minority interest | | 7.2 | – | 7.2 |
| Total equity | | (35.9) | 9.2 | (26.7) |

Notes to the IFRS adjustments

1. Goodwill amortisation charged under UK GAAP since 1 January 2004 (the IFRS transitional date) is reversed, since under IFRS goodwill is not amortised. IFRS requires a review for impairment of goodwill. This review did not result in any impairment loss in the periods covered by the tables above.

In addition, specific intangible assets, previously included within goodwill under UK GAAP, have been separately identified and shown as 'Other intangibles'.

2. The deferred tax asset netted off against the pension liabilities under UK GAAP, is now shown separately under IFRS.

| At 30 June 2004 | | | At 31 December 2004 | | |
|-----------------|-------------------------------|----------------|---------------------|-------------------------------|----------------|
| UK GAAP £m | Effect of transition £m | IFRS £m | UK GAAP £m | Effect of transition £m | IFRS £m |
| 78.7 | – | 78.7 | 88.5 | – | 88.5 |
| 33.0 | (4.2) | 28.8 | 36.9 | (3.4) | 33.5 |
| – | 4.6 | 4.6 | – | 3.5 | 3.5 |
| 1.5 | – | 1.5 | 1.8 | – | 1.8 |
| – | 2.8 | 2.8 | – | 5.5 | 5.5 |
| 113.2 | 3.2 | 116.4 | 127.2 | 5.6 | 132.8 |
| 1.6 | – | 1.6 | 1.5 | – | 1.5 |
| 111.5 | – | 111.5 | 109.8 | – | 109.8 |
| 64.0 | – | 64.0 | 52.5 | – | 52.5 |
| 177.1 | – | 177.1 | 163.8 | – | 163.8 |
| 290.3 | 3.2 | 293.5 | 291.0 | 5.6 | 296.6 |
| (21.5) | – | (21.5) | (14.0) | – | (14.0) |
| (19.9) | – | (19.9) | (19.5) | – | (19.5) |
| (74.5) | 5.2 | (69.3) | (86.7) | 10.8 | (75.9) |
| (5.1) | – | (5.1) | (5.4) | – | (5.4) |
| (121.0) | 5.2 | (115.8) | (125.6) | 10.8 | (114.8) |
| (175.6) | – | (175.6) | (150.9) | – | (150.9) |
| (0.3) | – | (0.3) | (0.6) | – | (0.6) |
| (5.1) | (2.4) | (7.5) | (11.3) | (4.8) | (16.1) |
| (0.4) | – | (0.4) | (0.5) | – | (0.5) |
| (181.4) | (2.4) | (183.8) | (163.3) | (4.8) | (168.1) |
| (302.4) | 2.8 | (299.6) | (288.9) | 6.0 | (282.9) |
| (12.1) | 6.0 | (6.1) | 2.1 | 11.6 | 13.7 |
| 1.5 | – | 1.5 | 1.5 | – | 1.5 |
| 234.2 | – | 234.2 | 234.5 | – | 234.5 |
| 6.4 | 2.4 | 8.8 | 6.4 | 7.1 | 13.5 |
| (260.9) | 3.6 | (257.3) | (246.0) | 4.5 | (241.5) |
| (18.8) | 6.0 | (12.8) | (3.6) | 11.6 | 8.0 |
| 6.7 | – | 6.7 | 5.7 | – | 5.7 |
| (12.1) | 6.0 | (6.1) | 2.1 | 11.6 | 13.7 |

In addition the deferred tax asset includes tax on the share option charge.

- Under IFRS, a dividend accrual is only made when the dividend is declared payable. Under UK GAAP dividends had been accrued although they had not been declared.
- Under IFRS, foreign exchange translation differences, previously included in retained earnings under UK GAAP, are shown in a separate translation reserve.
- The adjustment to retained earnings represents the sum of the adjustments explained in the notes 1 to 4 above.

(a) Statement of compliance

The consolidated interim financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) adopted by the International Accounting Standards Board (IASB). These are the Group's first consolidated interim financial statements for part of the period covered by the first IFRS annual consolidated financial statements prepared in accordance with IFRS. IFRS 1 has been applied before its effective date in the preparation of the Group's consolidated interim financial statements.

(b) Basis of preparation

The consolidated interim financial statements have been prepared on a historical cost basis except for derivative financial instruments which are stated at their fair value from 1 January 2005. The accounting policies set out below have been applied consistently to all periods presented in these consolidated interim financial statements and in preparing an opening IFRS balance sheet at 1 January 2004, for the purposes of the transition to IFRS with the exception of IAS 39 which, as required, has been applied from 1 January 2005. The accounting policies have been applied consistently by Group entities.

(c) Basis of consolidation*(i) Subsidiaries*

Subsidiaries are those entities controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable or convertible are taken into account. The financial statements of subsidiaries are included in the consolidated interim financial statements from the date that control commences until the date that control ceases.

(ii) Associates

Associates are those entities in which the Group has significant influence, but not control, over the financial and operating policies. The consolidated interim financial statements include the Group's share of the total recognised gains and losses of associates on an equity accounted basis, from the date that significant influence commences until the date that significant influence ceases. When the Group's share of losses exceeds the carrying amount of the associate, the carrying amount is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred obligations in respect of the associate.

(iii) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised gains arising from intra-group transactions, are eliminated in preparing the consolidated interim financial statements. Unrealised gains arising from transactions with associates are eliminated to the extent of the Group's interest in the entity.

(d) Foreign currency

(i) Foreign currency transactions

Transactions in foreign currencies are translated at the foreign exchange rate ruling at the date of the transaction or, if hedged forward, at the rate of exchange under the related forward currency contract. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date, are translated into sterling at the contracted rate or the rate of exchange ruling at the balance sheet date. Foreign exchange differences arising on translation are recognised in the income statement. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated to sterling at foreign exchange rates ruling at the dates the values were determined.

(ii) Financial statements of foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on consolidation, are translated to sterling at foreign exchange rates ruling at the balance sheet date. The revenues and expenses of foreign operations are translated into sterling at average rates of exchange during the year. Foreign exchange differences arising on translation are recognised directly in equity, net of exchange differences arising on related foreign currency borrowings, where net investment hedging is in place.

Any differences that have arisen since 1 January 2004, the date of transition to IFRS, are presented as a separate component of equity. They are recycled and recognised in profit or loss upon disposal of the operation. Translation differences that arose before the date of transition to IFRS in respect of all foreign entities are not presented as a separate component.

(e) Derivative financial instruments

The Group uses derivative financial instruments to hedge its exposure to foreign exchange and interest rate risks arising from operational, financing and investment activities. In accordance with its treasury policy, the Group does not hold or issue derivative financial instruments for trading purposes. However, derivatives that do not qualify for hedge accounting are accounted for as trading instruments.

Derivative financial instruments are recognised initially at cost. Subsequent to initial recognition, derivative financial instruments are stated at fair value. Recognition of any resultant gain or loss depends on the nature of the item being hedged (see accounting policy (f)).

The fair value of interest rate swaps is the estimated amount that the Group would receive or pay to terminate the swap at the balance sheet date, taking into account current interest rates and the current creditworthiness of the swap counterparties. The fair value of forward exchange contracts is their quoted market price at the balance sheet date, being the present value of the quoted forward price.

(f) Hedging*(i) Cash flow hedges*

Where a derivative financial instrument is designated as a hedge of the variability in cash flows of a recognised asset or liability, a firm commitment or a highly probable forecasted transaction, the effective part of any gain or loss on the derivative financial instrument is recognised directly in equity. When the firm commitment or forecasted transaction results in the recognition of an asset or liability, the cumulative gain or loss is removed from equity and recognised in the income statement immediately.

When a hedging instrument or hedge relationship is terminated but the hedged transaction is still expected to occur, the cumulative gain or loss at that point remains in equity and is recognised in accordance with the above policy when the transaction occurs. If the hedged transaction is no longer expected to take place, the cumulative unrealised gain or loss recognised in equity is recognised in the income statement immediately.

(ii) Hedge of monetary assets and liabilities

Where a derivative financial instrument is used economically to hedge the foreign exchange exposure of a recognised monetary asset or liability, no hedge accounting is applied and any gain or loss on the hedging instrument is recognised in the income statement.

(iii) Hedge of net investment in foreign operation

The portion of the gain or loss on an instrument used to hedge a net investment in a foreign operation that is determined to be an effective hedge is recognised directly in equity. The ineffective portion is recognised immediately in the income statement.

(g) Property, plant and equipment*(i) Owned assets*

Items of property, plant and equipment are stated at cost less accumulated depreciation (see below) and impairment losses (see accounting policy (l)).

(ii) Leased assets

Leases in terms of which the Group assumes substantially all the risks and rewards of ownership are classified as finance leases. Assets held under finance leases are treated as if they had been purchased at the present value of the minimum lease payments. This cost is included in property, plant and equipment and depreciation is provided over the shorter of the lease term or the estimated useful life. The corresponding obligations under these leases are included within borrowings. The finance charge element of rentals payable is charged to the income statement to produce a constant rate of interest. Operating lease rentals are charged to the income statement on a straight-line basis over the period of the lease.

(iii) Depreciation

Depreciation is charged to the income statement on a straight-line basis over the estimated useful lives of items of property, plant and equipment. Land is not depreciated. The estimated useful lives are as follows:

| | |
|--|---------------|
| Freehold buildings and long leasehold land and buildings | 50 years |
| Short leasehold land and buildings | Term of lease |
| Plant and machinery | 3–10 years |

(h) Intangible assets*(i) Goodwill*

All business combinations are accounted for by applying the purchase method. In respect of business acquisitions that have occurred since 1 January 2004, goodwill represents amounts arising on acquisitions, being the difference between the fair value of consideration payable and the fair value of separable net assets acquired. Goodwill is stated at cost less any accumulated impairment losses (see accounting policy (l)).

In respect of acquisitions prior to 1 January 2004, goodwill is included on the basis of its deemed cost, which represents the amount recorded under previous GAAP.

In respect of associates, the carrying amount of goodwill is included in the carrying amount of the investment in the associate.

Purchased goodwill in respect of acquisitions before 1 January 1998, was written off to reserves in the year of acquisition, in accordance with the accounting standard then in force.

Fair value accounting adjustments are made in respect of acquisitions and these may be made on provisional estimates. Amendments may be made to these adjustments in the subsequent 12 months with a corresponding adjustment to goodwill in the light of post acquisition experience.

(ii) Other intangible assets

Intangible assets other than goodwill that are acquired by the Group are stated at cost less accumulated amortisation and impairment losses.

Amortisation is charged to the income statement on a straight-line basis over the estimated useful lives of other intangible assets from the date they are available for use. The estimated useful lives are as follows:

| | |
|--------------------------|------------------|
| Covenants not to compete | Contractual life |
| Patented technology | Contractual life |
| Customer relationships | Up to 10 years |

(i) Trade and other receivables

Trade and other receivables are stated at their cost less impairment losses (see accounting policy (l)).

(j) Inventories

Inventories and work in progress are stated at the lower of cost and net realisable value. Cost comprises expenditure incurred in the normal course of business in bringing inventories and work in progress to their present condition and location and net realisable value is the estimated selling price in the ordinary course of business, less the estimated selling costs.

(k) Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits with an original maturity of three months or less. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

(l) Impairment

The carrying amount of the Group's assets are reviewed at each balance sheet date to determine whether there has been any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised in the income statement whenever the carrying amount of an asset exceeds its recoverable amount.

Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit/group of units and then to reduce the carrying amount of the other assets in the unit.

Goodwill was tested for impairment at 1 January 2004, the date of transition to IFRS, even though no indication of impairment existed.

(m) Dividends

Dividends are recognised as a liability in the period in which they are declared.

(n) Interest-bearing borrowings

Interest-bearing borrowings are initially recognised at fair value, less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in the income statement over the period of the borrowings on an effective interest basis.

(o) Employee benefits*(i) Defined contribution plan*

Obligations for contributions to defined contribution pension plans are recognised as an expense in the income statement as incurred.

(ii) Defined benefit plans

The Group's net obligation in respect of defined benefit pension plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine the present value, and the fair value of any plan assets is deducted. The discount rate is the yield at balance sheet date on high quality corporate bonds that have maturity dates approximating the terms of the Group's obligations. The calculation is performed by a qualified actuary using the attained age method for closed schemes and projected unit method for open schemes.

The defined benefit schemes' assets are valued at bid prices and the schemes' liabilities are discounted to present values using high quality corporate bond rates. The resultant pension scheme surpluses, to the extent that they are considered recoverable, or deficits, are recognised in full on the face of the balance sheet.

The increase in the present value of the liabilities expected to arise from the employees' services in the accounting period is charged to the income statement. The expected return on the schemes' assets less the interest on the present value of the schemes' liabilities during the accounting period is shown as 'Other finance income'. Actuarial gains and losses, net of deferred tax, are recognised in the consolidated statement of total recognised income and expenses.

(iii) Share-based payment transactions

The share option programme allows Group employees to acquire shares in the Company. The fair value of options granted, is recognised as an expense with a corresponding increase in equity. The fair value is measured at grant date and spread over the period during which the employee becomes unconditionally entitled to the options. The fair value of the options granted is measured using the Black-Scholes method. The amount recognised as an expense is adjusted to reflect the actual number of share options that vest, except where forfeiture is only due to share prices not achieving the threshold for vesting.

(p) Provisions

A provision is recognised in the balance sheet when the Group has a legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation.

(i) Restructuring

A provision for restructuring is recognised when the Group has approved a detailed and formal restructuring plan, and the restructuring has either commenced or has been announced publicly. Future operating costs are not provided for.

(ii) Claims

A provision for a claim is recognised when a judgement has been passed or a settlement agreed. Provision is made for estimated legal fees as soon as a claim becomes active.

(q) Trade and other payables

Trade and other payables are stated at their cost.

(r) Revenue

Revenue represents the total amount receivable for services provided or goods sold, excluding sales related taxes and intra group transactions. Revenue is recognised in the income statement when the relevant service is completed or goods delivered.

(s) Expenses

(i) Operating lease payments

Payments made under operating leases are recognised in the income statement on a straight-line basis over the term of the lease. Lease incentives received are recognised in the income statement as an integral part of the total lease expense.

(ii) Net financing costs

Net financing costs comprise interest payable on borrowings calculated using the effective interest rate method, amortisation of debt issuance costs, facility fees, interest receivable on funds invested, finance income and pension expenses and gains and losses on hedging instruments that are recognised in the income statement (see accounting policy (f)). Interest income is recognised in the income statement as it accrues. The interest expense component of finance lease payments is recognised in the income statement using the effective interest rate method.

(t) Income tax

Income tax on the profit or loss for the year comprises current and deferred tax. Income tax is recognised in the income statement except to the extent that it relates to items recognised directly to equity, in which case it is recognised in equity. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit, overseas retained earnings the distribution of which is under the control of the Group and which are not likely to be distributed in the foreseeable future, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantially enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(u) Segment reporting

A segment is a distinguishable component of the Group that is engaged either in providing services (business segment) or in providing services within a particular economic environment (geographic segment), which is subject to risks and rewards that are different from those of other segments.

Introduction

We have been engaged by the Company to review the financial information set out on pages 8 to 26 and we have read the other information contained in the interim report and considered whether it contains any apparent misstatements or material inconsistencies with the financial information.

This report is made solely to the Company in accordance with the terms of our engagement to assist the Company in meeting the requirements of the Listing Rules of the Financial Services Authority. Our review has been undertaken so that we might state to the Company those matters we are required to state to it in this report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company for our review work, for this report, or for the conclusions we have reached.

Directors' responsibilities

The interim report, including the financial information contained therein, is the responsibility of and has been approved by the directors. The directors are responsible for preparing the interim report in accordance with the Listing Rules which require that the accounting policies and presentation applied to the interim figures should be consistent with those applied in preparing the preceding annual financial statements except where any changes, and the reasons for them, are disclosed.

As disclosed in note 1 to the financial information, the next annual financial statements of the Group will be prepared in accordance with IFRS adopted for use in the European Union.

The accounting policies that have been adopted in preparing the financial information are consistent with those that the directors currently intend to use in the next annual financial statements. There is, however, a possibility that the directors may determine that some changes to these policies are necessary when preparing the full annual financial statements for the first time in accordance with those IFRSs adopted for use by the European Union. This is because, as disclosed in note 1, the directors have anticipated that certain standards, which have yet to be formally adopted for use in the EU, will be so adopted in time to be applicable to the next annual financial statements.

Review work performed

We conducted our review in accordance with the guidance contained in Bulletin 1999/4 'Review of interim financial information' issued by the Auditing Practices Board for use in the United Kingdom. A review consists principally of making enquiries of Group management and applying analytical procedures to the financial information and underlying financial data and, based thereon, assessing whether the accounting policies and presentation have been consistently applied unless otherwise disclosed. A review is substantially less in scope than an audit performed in accordance with Auditing Standards and therefore provides a lower level of assurance than an audit. Accordingly, we do not express an audit opinion on the financial information.

Review conclusion

On the basis of our review we are not aware of any material modifications that should be made to the financial information as presented for the six months ended 30 June 2005.

KPMG Audit Plc

Chartered Accountants

London

2 September 2005

Board of Directors

Vanni Treves
Chairman*

Richard Nelson
Deputy Chairman*

Wolfhart Hauser
Chief Executive Officer

William Spencer
Chief Financial Officer

Raymond Kong
President Asia and China

David Allvey*

Ross Sayers*

*Non-executive

Registrars

Lloyds TSB Registrars
The Causeway
Worthing
West Sussex BN99 6DA
T: 0870 600 3983 (UK only)
T: +44 121 415 7059 (outside UK)

Auditors

KPMG Audit Plc
PO Box 486
8 Salisbury Square
London EC4Y 8BB
T: +44 20 7311 1000

Company Secretary

Fiona Evans

Registered Office

Intertek Group plc
25 Savile Row
London W1S 2ES
T: +44 20 7396 3400
F: +44 20 7396 3480
www.intertek.com

Registered number: 4267576

ISIN: GB0031638363

Symbol: ITRK

Brokers

JPMorgan Cazenove
20 Moorgate
London EC2R 6DA
T: +44 20 7588 2828

Goldman Sachs International
Peterborough Court
133 Fleet Street
London EC4A 2BB
T: +44 20 7774 1000

Contact us for information on the office or laboratory that can best serve your business needs.
Information and e-mail available at www.intertek.com

Intertek Group plc

www.intertek.com
E: info@intertek.com

Worldwide

T: +44 20 7396 3400
F: +44 20 7396 3480

Regional Head Offices

Labtest

www.intertek-labtest.com
E: labtest@intertek.com

Americas
T: +1 973 346 5500
F: +1 713 407 3594

Europe
T: +33 2 3209 3636
F: +44 1708 680264

Asia
T: +852 2173 8888
F: +852 2786 1903

Caleb Brett

www.intertek-cb.com
E: calebbrett@intertek.com

Americas
T: +1 713 407 3500
F: +1 713 407 3594

Europe
T: +44 1708 680200
F: +44 1708 680264

Asia
T: +65 6222 3889
F: +65 6222 2383

ETL SEMKO

www.intertek-etlsemko.com
E: etlsemko@intertek.com

Americas
T: +1 800 967 5352
F: +1 978 264 9403

Europe
T: +46 8 750 0000
F: +46 8 750 6030

Asia
T: +86 21 6495 6565
F: +86 21 6495 6263

FTS

www.intertek-fts.com
E: fts@intertek.com

Americas
T: +1 305 513 3000
F: +1 305 513 3001

Europe
T: +44 1277 223400
F: +44 1277 220950

Asia
T: +65 6285 7557
F: +65 6382 8662

RAM Consulting

www.intertek-ram.com
E: ram@intertek.com

Americas
T: +1 630 623 6060
F: +1 630 623 6074

Europe
T: +44 207 491 6486
F: +44 207 493 7102

Asia
T: +852 2926 3920
F: +852 2926 3933

Intertek Group plc

Head Office

25 Savile Row

London

W1S 2ES

United Kingdom

T: +44 20 7396 3400

F: +44 20 7396 3480

E: info@intertek.com

www.intertek.com

