



# Intertek Group plc

## NOTICE OF 2021

# 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

<b>Andrew Martin</b>	Chairman
<b>André Lacroix</b>	Chief Executive Officer
<b>Ross McCluskey</b>	Chief Financial Officer (until 1 April 2021)
<b>Jonathan Timmis</b>	Chief Financial Officer (from 1 April 2021)
<b>Graham Allan</b>	Senior Independent Non-Executive Director
<b>Gurnek Bains</b>	Independent Non-Executive Director
<b>Lynda Clarizio</b>	Independent Non-Executive Director
<b>Tamara Ingram</b>	Independent Non-Executive Director
<b>Dame Louise Makin</b>	Independent Non-Executive Director
<b>Gill Rider</b>	Independent Non-Executive Director
<b>Jean-Michel Valette</b>	Independent Non-Executive Director

## NOTICE OF 2021 ANNUAL GENERAL MEETING ('AGM')

19 March 2021

**Dear shareholder**

### INTRODUCTION

The 2021 AGM will be held at Intertek Group plc, 33 Cavendish Square, London W1G 0PS at 9.00 a.m. on Wednesday, 26 May 2021.

#### Impact of COVID-19 on AGM arrangements

Our preference had been to welcome shareholders in person to our 2021 AGM, particularly given the constraints we faced in 2020 due to the COVID-19 pandemic. However, at present, considerable uncertainty remains on the level of freedom we will have to travel and meet in a group by 26 May 2021. We are therefore proposing to hold the AGM at 33 Cavendish Square but due to the current government restrictions in place, shareholders are encouraged not to attend the AGM in person but can be represented by the Chairman of the Meeting acting as their proxy.

Given the constantly evolving nature of the situation, should circumstances change before the time of the AGM, we want to ensure that these arrangements can be changed to welcome shareholders to the AGM, within safety constraints and in accordance with government guidelines. The health of our shareholders, colleagues and the wider community is of paramount importance to us and so, in light of these measures and in the interest of your safety, should we consider that it has become possible to do so, we will open the meeting to shareholders. We will notify shareholders of the change to arrangements as early as is possible before the date of the meeting via our website at [www.intertek.com/investors/agm/2021](http://www.intertek.com/investors/agm/2021).

We want to ensure the maximum shareholder engagement and shareholders will be able to virtually attend the AGM online using Microsoft Teams. Shareholders intending to attend the AGM either via Microsoft Teams or in person, should this be possible, are asked to register their intention as soon as practicable by completing the simple form located on the 2021 AGM page of our website at [www.intertek.com/investors/agm/2021](http://www.intertek.com/investors/agm/2021) and then details of how to access the AGM will be provided.

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 and details of how to do so are included in the notes to this Notice of Meeting and the accompanying Proxy Form. Given the uncertainty around attendance at the AGM, I strongly encourage

you to appoint me, the Chairman of the Meeting, as your proxy with voting instructions. Depending on continued restrictions on public gatherings or other government measures at the time of the AGM, it may not be possible for other named proxies to attend. Voting at the AGM will be on a poll, reflecting all proxy voting instructions duly received. Those attending the AGM virtually via Microsoft Teams will not have the ability to vote during the meeting.

We are keen to hear all your views, and to answer your questions on the business of the AGM. We recommend that you submit your questions 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 25 May 2021. 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 19 May 2021. Please include your full name and your Shareholder Reference Number in your email or letter. We will provide answers to all pre-submitted questions on our website at [www.intertek.com/investors/agm/2021](http://www.intertek.com/investors/agm/2021).

The situation is constantly evolving and the Government may change current restrictions or implement further measures. We will provide information on our website regarding any changes to the AGM arrangements, and we encourage you to check regularly for updates. Our Registrar, Equiniti, can also be contacted by email on [proxyvotes@equiniti.com](mailto:proxyvotes@equiniti.com).

#### 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 AGM is set out on pages 8 and 9 of this document.

A copy of the Company's 2020 Annual Report and Accounts accompanies this Notice of AGM and is available together with the 2020 Sustainability Report on our website at [www.intertek.com/investors](http://www.intertek.com/investors).

Resolutions 1 to 18 will be proposed as Ordinary Resolutions. Resolutions 19 to 23 will be proposed as Special Resolutions.

## ORDINARY RESOLUTIONS

### Resolution 1 – Annual Report and Accounts for the year ended 31 December 2020

Resolution 1 will be the consideration of the 2020 Annual Report and Accounts (being the audited financial statements for the year ended 31 December 2020, 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 on pages 107 to 114 of the Annual Report and Accounts. The Policy provides details in relation to our future payments to current, future and former Directors, including the approach to exit payments. 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 the following changes to the Policy that was previously approved by shareholders in 2020:

- **Executive pensions** – The CEO pension to reduce from 30% of base salary to 5% of base salary over five years, which is the level of the majority of the UK workforce (reducing at a rate of 5% p.a).
- **Executive shareholding requirements** –
  - a. The CEO's shareholding requirement will be increased to 500% of base salary (from 200%); and
  - b. The CFO's shareholding requirement will be increased to 300% of base salary (from 200%).
- **Post-cessation of employment executive shareholding requirements** – In line with best practice, we are updating our post-cessation of employment shareholding requirement such that the Executive Directors will be required to hold the lower of their actual shareholding and in-employment shareholding requirement for two years post-cessation of employment.
- **Long-term incentive opportunity for the CEO** – Reflecting the growth in the size and complexity of the Group and the performance of the CEO since appointment, the Remuneration Committee is proposing to increase the long-term incentive opportunity for the CEO by 50% of base salary to 300% of base salary. Following the increase, the total remuneration opportunity for the CEO will be positioned competitively against other FTSE 100 peers.

Further information on the engagement with shareholders and background to these changes is outlined in the letter from the Chair of the Remuneration Committee on pages 105 to 107 in the Annual Report and Accounts. We would like to thank shareholders who engaged extensively with us during the year. 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. This Policy will come into effect immediately after shareholder approval and will replace the existing policy that was approved at the AGM held on 21 May 2020.

### Resolution 3 – Directors' Remuneration Report

In accordance with the Companies Act 2006 (the 'Act'), listed companies are required to prepare a Directors' Remuneration Report which must be approved by the shareholders of the Company. The Directors' Remuneration Report provides details of the payments made to Directors during the year ended 31 December 2020.

Resolution 3 is a resolution to approve the Directors' Remuneration Report for the financial year ended 31 December 2020, as set out on pages 105 to 130 of the 2020 Annual Report and Accounts (excluding the Directors' Remuneration Policy which is on pages 107 to 114).

Shareholders should note that this vote is advisory only and the Directors' entitlement to remuneration is not conditional upon it.

### Resolution 4 – Payment of a final dividend

Resolution 4 is a resolution for the approval of the payment of a final dividend of 71.6p per ordinary share to shareholders whose names appear on the Register at the close of business on 28 May 2021. If approved, the final dividend will become payable on 18 June 2021.

### Annual election and re-election of Directors

In line with the recommendations set out in the 2018 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 14 below.

Ross McCluskey, the Chief Financial Officer, has indicated his intention to step down from the Board with effect from 1 April 2021 and will not be standing for re-election by shareholders as a Director. Jonathan Timmis is to take up the role with effect from 1 April 2021 and is therefore standing for election as a Director by shareholders for the first time. We are also seeking the election of Lynda Clarizio and Tamara Ingram who have been appointed to the Board since the date of the last AGM.

The Board, having completed formal performance evaluations, believes that each Director standing for 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 can each provide as a Board Director, is invaluable to the Company. Information on the skills, experience and contribution to the Board of each Director standing for election or re-election is set out below. 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.

### Resolution 5 – Election of Lynda Clarizio as a Director

**Role:** Non-Executive Director.

**Skills, Experience & Contribution:** Lynda Clarizio was appointed to the Board as a Non-Executive Director on 1 March 2021.

Lynda is a Non-Executive Director of CDW Corporation and a member of their Nominating and Corporate Governance Committee and Compensation Committee and Emerald Holding, Inc. where she is a member of their Compensation Committee. She is also a Non-Executive Director of OpenSlate, Resonate Networks, Inc and Human Rights First (a non-profit international human rights organisation).

She served as 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 previously was a partner in 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.

**Length of service:** 3 months.

**Independent:** Yes.

**Other current principal external appointments:** Non-Executive Director of CDW Corporation and Emerald Holding, Inc. (both US listed companies) and OpenSlate and Resonate Networks, Inc. (privately owned).

**Committee membership:** None.

#### **Resolution 6 - Election of Tamara Ingram as a Director**

**Role:** Non-Executive Director.

**Skills, Experience & Contribution:** Tamara was appointed to the Board as a Non-Executive Director on 18 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 Remuneration Committee and a Non-Executive Director of Marsh & McLennan Companies, Inc. 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 since 2005 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:** 5 months.

**Independent:** Yes.

**Other current principal external appointments:** Non-Executive Director of Marks and Spencer Group plc and of Marsh & McLennan Companies, Inc. (a US listed company).

**Committee membership:** None.

#### **Resolution 7 - Election of Jonathan Timmis as a Director**

**Role:** Chief Financial Officer.

**Skills, Experience & Contribution:** Jonathan Timmis will join the Board as a Director and Chief Financial Officer on 1 April 2021.

Jonathan has had an exceptional career with some of the top companies in the world. He is currently CFO Health at Reckitt Benckiser where he has also been the Group Controller, Regional Finance Director for North America and Regional Finance Director for Southern Europe. Prior to his time at Reckitt Benckiser, Jonathan spent several years in senior finance roles with SAB Miller, including three years as the Finance Director of Royal Grolsch and Finance Director for the UK business. Jonathan's early career in finance was with PwC.

Jonathan is an Associate member of the Chartered Institute of Management Accounting.

**Other current principal external appointments:** None.

**Committee membership:** None.

#### **Resolution 8 - Re-election of Andrew Martin as a Director**

**Role:** Chairman.

**Skills, Experience & Contribution:** Andrew Martin was appointed as Chairman on 1 January 2021 having been a Non-Executive Director since May 2016.

Andrew is Chairman of Hays plc and Chair of their Nomination Committee and a Non-Executive Director of the John Lewis Partnership Board and Chair of their Audit and Risk Committee.

Andrew was previously a Non-Executive Director of easyJet plc where he was member of the Audit, Nomination and Remuneration Committees, and Chairman of the Finance Committee. From 2012 to 2015, Andrew was the Group Chief Operating Officer for Europe and Japan 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 and was a partner at Arthur Andersen.

Andrew is a qualified accountant and an Associate of the Chartered Institute of Taxation with wide-ranging experience and extensive financial background, including within large international organisations, and provides great strength and depth to the Intertek Board. His experience as a Chairman and 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:** 5 years.

**Independent:** Yes on appointment as Chairman.

**Other current principal external appointments:** Chairman of Hays plc and a Non-Executive Director of the John Lewis Partnership.

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

#### **Resolution 9 - Re-election of André Lacroix as a Director**

**Role:** Chief Executive Officer.

**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 with a track record of 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 Chairman 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 its 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.

**Other current principal external appointments:** None.

**Committee membership:** None.

**Resolution 10 – Re-election of Graham Allan as a Director**

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

**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:** 3.5 years.

**Independent:** Yes.

**Other current principal external appointments:** Non-Executive Director of InterContinental Hotels Group plc, Associated British Foods plc and Kuwait Food Company Americana KSCC (privately owned). Chairman of Bata International, a private footwear company.

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

**Resolution 11 – Re-election of Gurnek Bains as a Director**

**Role:** Non-Executive Director.

**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 Chairman 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 & assessment, board development and strategic talent development. Gurnek is also Managing Partner of Global Future Partnership LLP. 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:** 4 years.

**Independent:** Yes.

**Other current principal external appointments:** Managing Partner of Global Future Partnership LLP.

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

**Resolution 12 – Re-election of Dame Louise Makin as a Director**

**Role:** Non-Executive Director.

**Skills, Experience & Contribution:** Dame Louise Makin was appointed to the Board as a Non-Executive Director in July 2012 and will be stepping down from the Board on 30 June 2021.

Louise is a Non-Executive Director and Chair Designate of Halma plc and a member of their Nomination and Remuneration Committees. She is also a Non-Executive Director of Atotech Ltd and Theramex Group Limited, a pharmaceuticals company focused on women's health. She is also the Chair of the 1851 Trust, a Trustee of The Outward Bound Trust and an Honorary Fellow of St John's College Cambridge.

Louise was Chief Executive Officer of BTG plc, an international specialist healthcare company, from 2004 to 2019. Before joining BTG, Louise was at Baxter Healthcare from 2000, holding the roles of Vice President, Strategy & Business Development Europe, and from 2001, President of the Biopharmaceuticals division, where she was responsible for Europe, Africa and the Middle East.

Prior to her time at Baxter, she was Director of Global Ceramics at English China Clay, and in her earlier career, held a variety of roles at ICI between 1985 and 1998. She was, until 1 October 2019, a Non-Executive Director of Woodford Patient Capital Trust plc and previously a Non-Executive Director of Premier Foods plc.

Louise's extensive background in the international chemicals and healthcare industries provides a complementary perspective to the Board, recognising the diversity of Intertek's industry portfolio.

**Length of service:** 8.5 years.

**Independent:** Yes.

**Other current principal external appointments:** Non-Executive Director and Chair Designate of Halma plc and a Non-Executive Director of Atotech Ltd and Theramex Group Limited. Chair of the 1851 Trust and a Trustee of The Outward Bound Trust.

**Committee membership:** Audit and Nomination Committee.

**Resolution 13 – Re-election of Gill Rider as a Director**

**Role:** Non-Executive Director.

**Skills, Experience & Contribution:** Gill Rider was appointed to the Board as a Non-Executive Director in July 2015.

Gill was appointed Chair of Pennon Group Plc with effect from 31 July 2020 having previously been their Senior Independent Non-Executive Director and Chair of their Sustainability Committee. She also chairs their Nomination Committee. Gill is Pro-Chancellor of the University of Southampton (previously Chair from 2012 to 2018) and was the President of the Chartered Institute of Personnel & Development for five years until 2015. Formerly, Gill was head of the Civil Service Capability Group in the Cabinet Office, reporting to the Cabinet Secretary. Prior to that, she held a number of senior positions with Accenture, culminating in the post of Chief Leadership Officer for the global firm. She was previously a Non-Executive Director of De La Rue plc and Senior Independent Director of Charles Taylor Plc, where she also chaired their Remuneration Committee. She is currently President of the Marine Biology Association.

Gill's successful career on the people agenda across the world, dealing with a diverse range of cultures and nationalities and her extensive experience as a Non-Executive Director, adds further valuable experience to our Board.

**Length of service:** 6 years.

**Independent:** Yes.

**Other current principal external appointments:** Chair of Pennon Group plc and Pro-Chancellor of the University of Southampton.

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

#### **Resolution 14 - Re-election of Jean-Michel Valette as a Director**

**Role:** Non-Executive Director.

**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 Chairman 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 currently 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.

He is currently the Chairman of Sleep Number Corporation and the Lead Director, Chairman of the Audit Committee and member of the Compensation Committee and the Nominating/Governance Committee of The Boston Beer Company, both US-listed companies.

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. The US accounts for 32% of the Group's total revenues, and thus 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:** 4 years.

**Independent:** Yes.

**Other current principal external appointments:** Chairman of Sleep Number Corporation and Lead Director of The Boston Beer Company, both of which are US-listed companies.

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

#### **Resolution 15 - Reappointment of Auditor**

Under Resolution 15 it is proposed that PricewaterhouseCoopers LLP be reappointed as Auditor for the coming year, following the recommendation of the Audit Committee.

#### **Resolution 16 - Remuneration of Auditor**

Under Resolution 16 it is proposed that the Audit Committee, for and on behalf of the Board, be authorised to determine the Auditor's remuneration.

#### **Resolution 17 - Directors' authority to allot Relevant Securities**

Resolution 17 renews a similar authority given at last year's AGM and is in two parts; part (a) and part (b).

Part (a) of Resolution 17 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 amount of the issued share capital of the Company as at 1 March 2021 (being the latest practicable date prior to publication of this Notice of AGM). 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 17 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 amount of the issued share capital of the Company as at 1 March 2021 (being the latest practicable date prior to publication of this Notice of AGM).

The maximum nominal value of securities which could be allotted if the authority in both part (a) and part (b) of Resolution 17 were used would be £1,075,954, which represents approximately two-thirds (66.66%) of the nominal amount of the issued share capital of the Company as at 1 March 2021 (being the latest practicable date prior to publication of this Notice of AGM).

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 2022.

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 18 - Donations to political organisations and political expenditure**

Resolution 18 renews a similar authority given at last year's AGM.

The Companies Act 2006 (the 'Act') prohibits companies from making any 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 18 will cap political spending at £90,000 in aggregate and will be within the terms prescribed by the Act.

## SPECIAL RESOLUTIONS

### **Resolution 19 – General disapplication of pre-emption rights**

Resolution 19 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 issued share capital of the Company as at 1 March 2021 (being the latest practicable date prior to publication of this Notice of AGM).

The Directors do not intend to issue more than 7.5% of the issued share capital of the Company for cash on a non-pre-emptive basis in any rolling three-year period (other than in connection with an acquisition or specified capital investment as described in the Pre-Emption Group's 2015 Statement of Principles, ('Statement of Principles')) without prior consultation with shareholders.

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 2022.

### **Resolution 20 – Additional disapplication of pre-emption rights**

Resolution 20 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 proposed resolution reflects the Statement of Principles.

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 issued share capital of the Company as at 1 March 2021 (being the latest practicable date prior to publication of this Notice of AGM); and
- (b) will only be used in connection with an acquisition or other capital investment of a kind contemplated by the 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 19. 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 1 March 2021 (being the latest practicable date prior to publication of this Notice of AGM).

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 2022.

### **Resolution 21 – Directors' authority to make market purchases of own shares**

At the AGM held in May 2020, a Special Resolution was passed empowering the Directors to purchase the Company's shares in the market. Resolution 21 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 16,139,313 shares, representing approximately 10% of the ordinary share capital of the Company as at 1 March 2021. 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 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.

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 share incentive awards that were outstanding as at 1 March 2021 was 1,606,186. The proportion of issued share capital that they represented at that time was 1.00% 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 1.24%. No share options were outstanding as at 1 March 2021.

If passed, Resolution 21 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 2022.

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

### **Resolution 22 - Notice period for general meetings**

In accordance with the Directors' intention to seek renewal annually, it is proposed in Resolution 22 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.

### **Resolution 23 - Amendment to the Articles of Association (Article 93)**

Following a change to International Financial Reporting Standard 16 (IFRS 16 *Leases*) which provided that leases must be accounted for as a liability on the lessee's balance sheet, it is proposed that the Articles of Association be amended to clarify that for the purposes of determining the Group's borrowing restrictions, such leases are excluded from the calculation of 'borrowings'. The proposed amendment to exclude lease liabilities from borrowings will ensure that the ratio of borrowings to adjusted capital and reserves is not artificially adversely impacted as a result of an accounting change.

### **Recommendations**

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

### **Action to be taken**

A Proxy Form has been provided to enable you to vote in respect of each of the resolutions. Please refer to the Specific Guidance on completion of the Proxy Form on page 12 for further details. As explained on page 1 (under 'Impact of COVID-19 on AGM arrangements'), we strongly encourage you to appoint the Chairman of the Meeting as your proxy, with voting instructions.

You are requested to complete the Proxy Form and return it to our Registrar, Equiniti, at the address shown in note 8 on page 12, as soon as possible and in any event so as to be received not later than 48 hours before the time of the AGM.

Shareholders may, if they so wish, register the appointment of a proxy electronically by logging on to Equiniti's website at [www.sharevote.co.uk](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 of AGM). The deadline for the receipt of all proxy appointments is 48 hours before the time of the AGM.

Yours faithfully



**Andrew Martin**  
Chairman

# Intertek Group plc – Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ('AGM') of the Company will be held at Intertek Group plc, 33 Cavendish Square, London W1G 0PS at 9.00 a.m. on Wednesday, 26 May 2021 for the following purposes:

To consider and, if thought fit, pass the following resolutions: Resolutions 1 to 18 will be proposed as Ordinary Resolutions, and Resolutions 19 to 23 will be proposed as Special Resolutions.

## ORDINARY RESOLUTIONS

1. To receive the Annual Report and Accounts for the year ended 31 December 2020.
2. To approve the Directors' Remuneration Policy as set out in the Annual Report and Accounts for the year ended 31 December 2020.
3. To approve the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy, as set out on pages 105 to 130 in the Annual Report and Accounts for the year ended 31 December 2020.
4. To approve the payment of a final dividend of 71.6p per ordinary share to be paid on 18 June 2021 to shareholders whose names appear on the register of members at the close of business on 28 May 2021.
5. To elect Lynda Clarizio as a Director.
6. To elect Tamara Ingram as a Director.
7. To elect Jonathan Timmis as a Director.
8. To re-elect Andrew Martin as a Director.
9. To re-elect André Lacroix as a Director.
10. To re-elect Graham Allan as a Director.
11. To re-elect Gurnek Bains as a Director.
12. To re-elect Dame Louise Makin as a Director.
13. To re-elect Gill Rider as a Director.
14. To re-elect Jean-Michel Valette as a Director.
15. To reappoint 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.
16. To authorise the Audit Committee to determine the remuneration of the Auditor.
17. THAT pursuant to section 551 of the Companies Act 2006 (the 'Act') the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot Relevant Securities:
  - (a) up to an aggregate nominal amount of £537,977; 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.

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 practicable) to the respective numbers of ordinary shares held by them; and
- (ii) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

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

Unless previously revoked, varied or renewed, these authorities shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, at the close of business on 30 June 2022, save that, in each case, the Company may make an offer or agreement before the authority expires which would or might require Relevant Securities to be allotted after the authority expires and the Directors may allot Relevant Securities pursuant to any such offer or agreement as if the authority had not expired.

In this resolution, 'Relevant Securities' means shares in the Company, or rights to subscribe for or to convert any security into shares in the Company; a reference to the allotment of Relevant Securities includes the grant of such 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.

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

18. THAT pursuant to section 366 of the Companies Act 2006 (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 2022, 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

### 19. THAT:

- (a) the Directors be given power:
  - (i) subject to the passing of Resolution 17, to allot equity securities (as defined in section 560 of the Companies Act 2006 (the 'Act')) for cash pursuant to the authority conferred on them by that resolution under section 551 of the Act; and
  - (ii) to allot equity securities as defined in section 560(3) of that Act (sale of treasury shares) for cash, in either case as if section 561 of that Act did not apply to the allotment but this power shall 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 proportion (as nearly as may be practicable) to their existing holdings; and
      - II. holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;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 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 pursuant to the authority granted under Resolution 17 and/or by virtue of section 560(3) of the Act (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 2022; and
- (c) the Company may, before this power expires, make an offer or agreement which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

### 20. THAT:

- (a) in addition to any authority granted under Resolution 19, the Directors be given power:
  - (i) subject to the passing of Resolution 17, to allot equity securities (as defined in section 560 of the Companies Act 2006 (the 'Act')) for cash pursuant to the authority conferred on them by that resolution under section 551 of the Act; and
  - (ii) to allot equity securities as defined in section 560(3) of the Act (sale of treasury shares) for cash, in either case as if section 561 of the Act did not apply to the allotment or sale, but this power shall be:
    - (A) limited to the allotment of equity securities 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 2022; 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 after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

21. THAT, pursuant to section 701 of the Companies Act 2006 (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 16,139,313;
- (b) the minimum price (excluding expenses) which may be paid for an ordinary share is its nominal value;
- (c) the maximum price which may be paid for an ordinary share is the highest of:
  - (i) an amount equal to 5% above the average of the middle market quotations for an ordinary share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
  - (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out,

in each case exclusive of expenses;

and (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 2022 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.

22. THAT a general meeting (other than an Annual General Meeting) may be called on not less than 14 clear days' notice.

23. THAT, with effect from the conclusion of the Annual General Meeting, Article 93 (Limit to borrowing powers) of the Articles of Association of the Company be amended by deleting "and" at the end of sub-paragraph 93.2.2.11, adding "and" at the end of sub-paragraph 93.2.2.12, and adding the following as a new sub-paragraph 93.2.2.13:

"lease obligations to which any member of the Group is a party which would be shown as a liability in a balance sheet prepared in accordance with International Financial Reporting Standard ('IFRS') 16 *Leases* or with any then current accounting principles used in the preparation of the relevant balance sheet;"

By order of the Board

**Fiona Evans**  
**Group Company Secretary**  
**19 March 2021**

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

# Notes

**These Notes (including the Specific Guidance on completion of the Proxy Form on page 12) are subject to the arrangements for attendance and voting at this year's AGM, and for asking questions on the business of the AGM, as described in the Chairman's letter on pages 1 to 7 of this document. Please check the Intertek website for further updates and guidance.**

1. Only persons entered on the register of members not later than 6.30 p.m. on Monday, 24 May 2021 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 Monday, 24 May 2021 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. As set out in the Chairman's letter on pages 1 to 7 of this Notice, shareholders are asked to adhere to government advice and restrictions in place at the time.
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, Equiniti. As set out in the Chairman's letter on pages 1 to 7 of this Notice, you are encouraged to appoint the Chairman of the Meeting as your proxy, with voting instructions (depending on any restrictions on public gatherings or other government measures at the time of the AGM, it may not be possible for other named proxies to attend). 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 Companies Act 2006 (the 'Act') to appoint a proxy does not apply to a person nominated to enjoy information rights under section 146 of the Act.
3. As at 1 March 2021 (being the latest practicable business day prior to the publication of this Notice of AGM) 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 1 March 2021 are 161,393,127.
4. Proxy Forms should be completed in accordance with the notes thereon and to be valid must be received by our Registrar, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA not later than 9.00 a.m. on Monday, 24 May 2021 or not later than 48 hours, excluding non-working days, before the time appointed for any adjourned meeting. Shareholders who return a Proxy Form or register the appointment of a proxy electronically will still be able to attend the meeting and vote in person if they so wish noting, however, that as set out in the Chairman's letter on pages 1 to 7 of this Notice, shareholders are asked to adhere to government advice and restrictions in place at the time. You must inform our Registrar, Equiniti, 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 Equiniti not later than 9.00 a.m. on Monday, 24 May 2021. A Proxy Form lodged electronically will be invalid unless it is lodged at the address specified on the Equiniti website.
6. Shareholders whose shares are held in uncertificated form through CREST may also register the appointment of a proxy or proxies through the CREST electronic proxy appointment service. 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) by not later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
7. CREST members and, where applicable, their CREST sponsors and voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

8. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
9. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, where more than one representative is appointed, those representatives do not do so in relation to the same shares.
10. You may not use any electronic address provided either in this Notice of AGM or any related documents (including the Proxy Form) to communicate with the Company for any purposes other than those expressly stated.
11. The Company cannot accept responsibility for loss or damage arising from the opening or use of any emails or attachments from the Company and recommends that shareholders subject all messages to virus checking procedures prior to opening or use. Any electronic communication received by the Company and/or by Equiniti, including the 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 of AGM 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:
  - (a) the Executive Directors' service contracts;
  - (b) the Non-Executive Directors' terms and conditions of appointment; and
  - (c) a copy of the Articles of Association of the Company, marked to show the changes proposed by Resolution 23.

In view of the ongoing COVID-19 pandemic, we would ask you please to contact us by email at [investor@intertek.com](mailto:investor@intertek.com) if you would like to inspect these documents.
14. Where a copy of this Notice of AGM is being received by a person who has been nominated to enjoy information rights under section 146 of the Act ('nominee'):
  - (a) the nominee may have a right under an agreement between the nominee and the member by whom he was appointed, to be appointed, or to have someone else appointed, as a proxy for the meeting; or
  - (b) if the nominee does not have any such right or does not wish to exercise such right, the nominee may have a right under any such agreement to give instructions to the member as to the exercise of voting rights.

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 Chairman's letter on pages 1 to 7 of this Notice for information on how to ask a question in advance on the business of the AGM.
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. For meetings held on or after 3 September 2020 where the company is a traded company, 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, Equiniti, on 0371 384 2653 if calling from the UK or +44 121 415 0804 if calling from overseas. Lines are open from 9.00 a.m. to 5.00 p.m. Monday to Friday, excluding bank holidays in England and Wales. Alternatively, you can write to Equiniti, 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 and any update on arrangements as a result of government advice and restrictions.

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.

#### **Specific Guidance on completion of the Proxy Form**

1. Only holders of ordinary shares, or their duly appointed representatives, are entitled to attend and vote at the meeting. A member so entitled may appoint a proxy or proxies, who need not be members, to exercise all or any of his or her rights to attend, speak and vote on his or her behalf.
2. You can appoint the Chairman of the Meeting or anyone else to be your proxy at the AGM. You can also, if you wish, appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. You can only appoint proxies using the procedures set out in these notes. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name on the Proxy Form the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if the Proxy Form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). To appoint the Chairman of the Meeting as your sole proxy in respect of all your shares, sign and date the Proxy Form, but leave all other proxy appointment details blank. To appoint a single proxy in respect of all your shares other than the Chairman of the Meeting, cross out only the words 'the Chairman of the Meeting or' and insert the name of your proxy. Then complete the rest of the Proxy Form, but leave all other proxy appointment details blank. To appoint more than one proxy you should photocopy the Proxy Form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which you authorise them to act as your proxy. Please also indicate, by marking the box on the Proxy Form provided for the purpose, if the proxy instruction is one of multiple instructions being given. All Proxy Forms must be signed and should be returned (together) to the Registrar (in the same envelope). As set out in the Chairman's letter on pages 1 to 7 of this Notice, you are encouraged to appoint the Chairman of the Meeting as your proxy, with voting instructions (depending on any restrictions on public gatherings or other government measures at the time of the AGM, it may not be possible for other named proxies to attend).
3. The Proxy Form gives your proxy or proxies full rights to attend, speak and vote. If you wish to restrict the rights of your proxies, please cross out either or both of the words 'speak' or 'vote' as you feel appropriate.
4. Please indicate with an 'X' either under the column 'For' or the column 'Against' how you wish your proxy to vote. If you wish your proxy to abstain from voting you should indicate with an 'X' under the 'Withheld' column. This is not a vote in law and will not be calculated in the proportion of the votes for and against a resolution.
5. Unless otherwise instructed, your proxy may vote or abstain on the resolutions as he or she sees fit. In respect of any other business which may properly be conducted at the meeting including (without limitation) any motion to adjourn the meeting or to amend a resolution, your proxy may act at his or her discretion.

6. In the case of joint holders, the signature of any one holder will be sufficient, but the names of the joint holders should be stated. The vote of the senior joint holder (according to the order in which the names stand in the register in respect of the holding) who tenders a vote in person or by proxy shall be accepted to the exclusion of the vote of the other joint holder(s).
7. In the case of a corporation, the Proxy Form should be executed under its common seal or signed on its behalf by an attorney or duly authorised officer of the corporation.
8. To be valid, a completed and signed Proxy Form, together with any letter or power of attorney under which it is signed, or a duly certified copy thereof, must be completed and delivered to the Company's Registrar, Equiniti, not later than 9.00 a.m. on Monday, 24 May 2021, being 48 hours before the time appointed for the holding of the meeting, or in the event that the meeting is adjourned, 48 hours excluding non-working days, before the time of any adjourned meeting. If you prefer, you may post the Proxy Form in an envelope to Freepost RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing BN99 8LU. Postage is paid.
9. Only persons entered on the register of members not later than 6.30 p.m. on Monday, 24 May 2021 (or in the event that the meeting is adjourned by 6.30 p.m. two working days prior to any adjourned meeting) are entitled to attend and vote at the 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 or any adjourned meeting.
10. If you wish, you may register the appointment of a proxy for the meeting electronically 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. Electronic voting through CREST is also available to CREST members (further details of this service are set out in the Notes above). Alternatively, if you have already registered with the Company's Registrar's online portfolio service, Shareview, you can submit your Proxy Form at [www.shareview.co.uk](http://www.shareview.co.uk) using your usual user ID and password. Such appointment must be received (in each case) by the Registrar not later than 9.00 a.m. on Monday, 24 May 2021 or in the event that the meeting is adjourned, 48 hours, excluding non-working days, before the time of any adjourned meeting. Any electronic communication sent by a shareholder to the Company or the Registrar that is found to contain a computer virus will not be accepted. Shareholders are advised to read the terms and conditions governing the use of the electronic voting service.
11. Any alteration of the Proxy Form should be initialled.
12. Completion and return of the Proxy Form will not preclude a member from attending and voting at the meeting or any adjourned meeting in person, subject to government advice and restrictions in place at the time.
13. You may not use any electronic address provided in the Proxy Form to communicate with the Company for any purpose other than those expressly stated.