

## DEED POLL

**THIS DEED POLL** is made on [•]

**BY INTERTEK GROUP PLC** (registered number 04267576) whose registered office is at 33 Cavendish Square, London W1G 0PS (the **Company**) in favour of each of the directors of the Company, whose names are set out in the schedule to this deed (the **Directors and the Former Director**) (or the personal representatives and their successors in title (as appropriate) of his or her estate if such Director or Former Director is deceased).

### WHEREAS:

- (A) As explained in the Notice of General Meeting addressed to the shareholders of the Company dated 21 December 2018 (the **GM Notice**), the board of directors of the Company has become aware of a procedural issue in respect of the Company's procedures for the payment of the interim dividend paid on 19 October 2018 (the **Relevant Distribution**).
- (B) The Company has been advised that, as a consequence of the Relevant Distribution having been made otherwise than in accordance with the Companies Act 2006, it may have claims against each of the Directors and the Former Director (or the personal representatives and their successors in title (as appropriate) of his or her estate if such Director or Former Director is deceased).
- (C) Pursuant to the Resolution set out in the GM Notice and duly passed by the Company's shareholders in a general meeting on 16 January 2019, the Company proposes to waive and release any and all claims which it has or may have in respect of the Relevant Distribution against each of the Directors and the Former Director (or the personal representatives and their successors in title (as appropriate) of his or her estate if such Director or Former Director is deceased) and wishes to enter into this deed poll in favour of the Directors and the Former Director, and the personal representatives and their successors in title of the estate of any deceased Directors or Former Director, in order to effect the same.

**THIS DEED POLL WITNESSES** as follows:

### 1. RELEASE

The Company unconditionally and irrevocably waives and releases each of the Directors and the Former Director, or the personal representatives and their successors in title (as appropriate) of his or her estate if such Director or Former Director is deceased, from any and all liability that any of them has or may have to the Company and all claims and demands the Company has or may have against each of them, including, without limitation, any derivative action from or on behalf of shareholders of the Company, in connection with the making of all or part of the Relevant Distribution.

**2. GOVERNING LAW**

This deed poll is governed by English law. Any non-contractual obligations arising out of or in connection with this deed poll shall be governed by English law.

**IN WITNESS** of which this deed poll has been executed and had been delivered on the date which appears first on page 1.

EXECUTED as a deed poll by

**INTERTEK GROUP PLC**

acting by \_\_\_\_\_,  
a director

[and acting by \_\_\_\_\_,  
a director / the Company Secretary]      [ \_\_\_\_\_  
Director / Company Secretary]

[OR]

[in the presence of:

Witness's signature \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_ ]

## **SCHEDULE 1**

### **Directors**

Sir David Reid  
André Lacroix  
Ross McCluskey  
Graham Allan  
Gurnek Bains  
Dame Louise Makin  
Andrew Martin  
Gill Rider  
Jean-Michel Valette  
Lena Wilson

### **Former Director**

Edward Leigh