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If you have sold or otherwise transferred all your shares in Intertek Group plc (the **Company**), please send this document, together with the accompanying Proxy Form, as soon as possible, to the purchaser or transferee, or to the stockbroker, bank 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 GROUP PLC

(Incorporated in England and Wales, with registered no. 04267576)

Approval of Interim Dividend and Notice of General Meeting

Sponsor

Deutsche Bank AG, London Branch (**Deutsche Bank**)

This document should be read as a whole. Your attention is drawn to the letter from the Chairman which is set out on pages 5 to 7 of this document and the recommendation in respect of the Resolution to be proposed at the General Meeting referred to below.

Notice of a General Meeting (the **GM**) of Intertek Group plc to be held at 10.00 a.m. on 16 January 2019 at Academy Place, 1-9 Brook Street, Brentwood, Essex CM14 5NQ is set out on pages 18 to 20 of this document. Details of the action you are recommended to take are set out on page 6 of this document. Whether or not you plan to attend the GM, please complete the enclosed Proxy Form and return it in accordance with the instructions printed on it as soon as possible, but in any event so as to be received by the Company's registrar, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, by no later than 10.00 a.m. on 14 January 2019 (or, in the case of any adjournment, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting). Alternatively, if you hold Ordinary Shares in uncertificated form, you may also appoint a proxy by completing and transmitting a CREST proxy instruction in accordance with the procedures set out in the CREST Manual ensuring that it is received by Equiniti by 10.00 a.m. on 14 January 2019 (or in the case of any adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting). The completion and return of a Proxy Form or using the CREST electronic proxy appointment service will not prevent you from attending, speaking and voting at the General Meeting, or at any adjournment of such meeting, in person should you wish to do so.

This document should be read in conjunction with the accompanying Proxy Form and the definitions set out in this document. The whole of this document should be read and, in particular, your attention is drawn to the letter from the Chairman.

No person has been authorised to give any information or make any representation other than those contained in this document and, if given or made, such information or representation must not be relied on as having been so authorised. The delivery of this document shall not, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this document or that the information in it is correct as at any subsequent time.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	<i>Time and date</i>
Publication of this document	21 December 2018
Latest time for receipt of Individual Proxy Forms for General Meeting	10.00 a.m. on 14 January 2019
Voting record date	6.30 p.m. on 14 January 2019
General Meeting	10.00 a.m. on 16 January 2019

DIRECTORS, COMPANY SECRETARY AND ADVISERS

Directors	Sir David Reid (<i>Chairman</i>) André Lacroix (<i>Chief Executive Officer</i>) Ross McCluskey (<i>Chief Financial Officer</i>) Graham Allan (<i>Senior Independent Non-Executive Director</i>) Gurnek Bains (<i>Non-Executive Director</i>) Dame Louise Makin (<i>Non-Executive Director</i>) Andrew Martin (<i>Non-Executive Director</i>) Gill Rider (<i>Non-Executive Director</i>) Jean-Michel Valette (<i>Non-Executive Director</i>) Lena Wilson (<i>Non-Executive Director</i>)
Company Secretary	Fiona Evans
Sponsor	Deutsche Bank AG, London Branch Winchester House 1 Great Winchester Street London EC2N 2DB
Lawyers	Slaughter and May One Bunhill Row London EC1Y 8YY
Registrar	Equiniti Aspect House Spencer Road Lancing West Sussex BN99 6DA

PART I

LETTER FROM THE CHAIRMAN

INTERTEK GROUP PLC

(Incorporated in England and Wales, with registered no. 04267576)

Directors:

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

Intertek Group plc
Registered Office:
33 Cavendish Square
London
W1G 0PS

21 December 2018

Dear Shareholder,

1. Introduction

The Board has become aware of a procedural issue in respect of the payment of the interim dividend of 31.9p per ordinary share paid on 19 October 2018 (the **Relevant Distribution**).

The Act provides that a public company may pay a dividend out of its distributable profits as shown in the last accounts circulated to members or, if interim accounts are used, those that have been filed at Companies House. The requirement for the relevant accounts to have been filed applies even if the Company in question has sufficient distributable profits at the relevant time.

The Company at all times had sufficient profits and other distributable reserves to pay the Relevant Distribution, but such distributable reserves were not shown by the 2017 Accounts at the time at which the Relevant Distribution was declared and paid. On 1 February 2018, before the Relevant Distribution was declared and paid, the distributable reserves of the Company as shown in the 2017 Accounts were increased by the payment of a dividend of £120 million from two wholly-owned subsidiaries of the Company, Intertek Holdings Limited and Intertek Testing Services Holdings Limited. As a result, the Company's distributable reserves were increased to £209.3 million. Receipt of this intra-group dividend was included in the 2017 Accounts in the subsequent events note, shown as Note 18 to the 2017 Accounts.

The 2017 Accounts were approved by the Board and signed by the Chief Executive Officer and the Chief Financial Officer (the **Former Director**) on 5 March 2018 and sent to shareholders on 4 April 2018. The Board has since concluded that the 2017 Accounts did not constitute "relevant accounts" within the meaning in the Act and interim accounts displaying the distributable reserves of £209.3 million should have been filed at Companies House before payment of the Relevant Distribution. The Board has therefore concluded that, regrettably, the Relevant Distribution was made otherwise than in accordance with the Act.

The purpose of this document is to convene a General Meeting to propose the Resolution, which will, if passed, give the Board authority to enter the deeds of release described in Part II of this document and put all potentially affected parties so far as possible in the position in which they were always intended to be had the Relevant Distribution been made in accordance with the procedural requirements of the Act.

The Company has been advised that, as a consequence of the Relevant Distribution having been made otherwise than in accordance with the Act, it may have claims against past and present shareholders who were recipients of the Relevant Distribution and against persons who were directors of the Company at the time of the payment of the Relevant Distribution. It is therefore proposed to enter into the Shareholders'

Deed of Release and the Directors' Deed of Release. The consequence of the entry into these deeds by the Company is that the Company will be unable to make any claims against:

- (A) past and present shareholders of the Company who were recipients of the Relevant Distribution; or
- (B) the Directors and the Former Director,

in each case in respect of the payment of the Relevant Distribution otherwise than in accordance with the Act.

The entry by the Company into the Directors' Deed of Release constitutes a smaller related party transaction (as defined in the Listing Rules). As required by the Company's articles of association, the Resolution will also seek the specific approval of the Company's shareholders for the entry into the Directors' Deed of Release.

Further details and an explanation of the business of the General Meeting and the related party transaction are set out in Part II of this document.

2. Notice of General Meeting

Enclosed with this letter is a notice of General Meeting of the Company, which will be held at Academy Place, 1-9 Brook Street, Brentwood, Essex CM14 5NQ at 10.00 a.m. on 16 January 2019. The Notice can be found at Part V of this document.

3. Proxy voting

Whether or not you will be attending the General Meeting, I would urge you to complete, sign and return the accompanying Proxy Form to the Company's registrar, Equiniti, as soon as possible and in any event no later than 10.00 a.m. on 14 January 2019. Completion and return of the Proxy Form will not preclude shareholders from attending and voting in person at the General Meeting, should they wish to do so. The attention of corporate shareholders wishing to appoint more than one proxy is drawn to note 2 to the Notice set out on page 19 of this document.

This letter is also being sent to those who have been nominated to receive information rights under section 146 of the Act who do not themselves have a right to appoint a proxy or proxies. The attention of such nominated persons is drawn to note 14 to the Notice set out on page 20 of this document.

4. Recommendation

Given the interests of the Board in the Resolution:

- (A) the Board has not considered whether the Resolution is in the best interests of the Company. Accordingly, the Board cannot recommend that shareholders vote in favour of the Resolution, but recommends that shareholders vote on it. However, the Board has been advised by Deutsche Bank, in its capacity as the Company's sponsor, that (i) the waiver of claims against the Directors pursuant to the Resolution and (ii) the entry into each of the Directors' Deed of Release and the Shareholders' Deed of Release are fair and reasonable so far as the shareholders of the Company are concerned; and
- (B) each of the Directors and their associates are precluded from voting on the Resolution. Therefore, the Directors have undertaken to abstain, and to take all reasonable steps to ensure that their associates abstain, from voting on the Resolution. As at 20 December 2018, (being the last practicable date before the publication of this document), the Directors were recorded in the Company's register of members as holding 366,400 Ordinary Shares in the capital of the Company, representing 0.227 per cent. of the Company's existing ordinary share capital.

In accordance with current best practice and to ensure voting accurately reflects the views of shareholders, it will be proposed at the General Meeting that voting on the Resolution will be conducted by poll vote rather than by a show of hands and the relevant procedures will be explained at the meeting.

The Board has taken steps to ensure that, in future, the issues referred to in this document do not arise in relation to the payment of dividends. We are grateful for shareholders' understanding in respect of the issues set out in this document.

On behalf of the Board, thank you for your continued support of the Company.

Yours sincerely

Sir David Reid

Chairman

PART II

BUSINESS OF THE GENERAL MEETING

1. The Relevant Distribution

The Board has become aware of a procedural issue in respect of the Company's procedures for the payment of the interim dividend in respect of the interim dividend paid on 19 October 2018. This issue, which is described in Part I of this document, resulted in the Relevant Distribution being made otherwise than in accordance with the Act.

This issue only affected the Relevant Distribution and did not affect any other distributions made by the Company in the relevant financial year.

2. The consequences of the Relevant Distribution having been made otherwise than in accordance with the Act

The Company has been advised that, as a consequence of the Relevant Distribution having been made otherwise than in accordance with the Act, it may have claims against past and present shareholders who were recipients of the Relevant Distribution and against persons who are now, or were at the time of payment of the Relevant Distribution, directors of the Company.

The Board notes, however, that the Company has no intention of bringing any such Claims.

3. Shareholder Resolution

In order to remedy the potential consequences of the Relevant Distribution having been made otherwise than in accordance with the Act, to obtain the approval of shareholders and to put all potentially affected parties so far as possible in the position in which they were intended to be had the Relevant Distribution been made in accordance with the requirements of the Act, the Company is proposing the Resolution, the full text of which is set out in the Notice in Part V of this document.

If passed, the effect of the Resolution, which will be proposed as a special resolution, will be to:

- (A) authorise the appropriation of the distributable profits of the Company to the payment of the Relevant Distribution, having a value of £51,377,206.60;
- (B) waive any and all claims which the Company has or may have in respect of the payment of the Relevant Distribution against its shareholders who appeared on the register of shareholders on the relevant record date for the Relevant Distribution (or the personal representatives and their successors in title of the estate of any deceased shareholders), such waiver to be effected by way of the entry by the Company into the Shareholders' Deed of Release; and
- (C) waive any and all claims which the Company may have against its Directors or the Former Director and their personal representatives (and their successors in title) of the estate of any deceased Directors, such waiver to be effected by entry into the Directors' Deed of Release.

The approach that the Company is proposing by way of the Resolution is consistent with the approach taken by other UK incorporated companies whose shares are admitted to the UK Listing Authority's Official List and to trading on the Main Market of the London Stock Exchange and that have, similarly, made corporate distributions otherwise than in accordance with the Act.

4. The authorisation of the appropriation of the Company's distributable profits and the Shareholders' Deed of Release

The approach that the Company is proposing involves the authorisation of the appropriation of the distributable profits of the Company to the payment of the Relevant Distribution. As a matter of common law, it is necessary for the appropriation of distributable profits to be approved by shareholders.

The Company has been advised that it is also preferable for shareholders to approve the Company's entry into the Shareholders' Deed of Release, since the release of those past and present shareholders who

appeared on the register of members on the record date for the Relevant Distribution (or their personal representatives (and their successors in title if they are deceased)) from any and all claims which the Company has or may have in respect of the payment of the Relevant Distribution will, insofar as those persons remain shareholders of the Company, comprise a shareholder distribution.

The proposed authorisation of the appropriation of the Company's distributable profits to the payment of the Relevant Distribution and the entry by the Company into the Shareholders' Deed of Release will not, however, have any effect on the Company's financial position. This is because the aggregate amount of the Relevant Distribution is equal to and offset by the release of each Recipient Shareholder from the liability to repay the amount already paid, and the Company will not be required to make any further payments to shareholders in respect of the Relevant Distribution.

In addition, the Company has not recorded or disclosed the potential right to make claims against Recipient Shareholders as an asset or a contingent asset in its financial statements. Under the Company's IFRS accounting policies, it could only record such a right as an asset when an inflow of economic benefits in favour of the Company as a result of such claim or claims being brought was virtually certain. The value of any economic benefit which the Company may derive from bringing claims against the Recipient Shareholders is uncertain (and, in any case, incapable of reliable estimation) on the basis that it may be possible for the Recipient Shareholders to establish defences to any such claims and there can be no certainty as to the amounts which could be recovered by the Company.

Furthermore, under IFRS, a contingent asset is required to be disclosed only when an inflow of economic benefits in favour of the Company is virtually certain. The Directors of the Company have concluded that any inflow of economic benefits as a result of such claims is not virtually certain. Accordingly, the Company's entry into the Shareholders' Deed of Release will not result in any decrease in the Company's net assets or the level of its distributable reserves.

5. The Directors' Deed of Release

Under the Company's articles of association, it is necessary for shareholders to approve the Company's waiver of any rights of the Company to make claims against the Directors or the Former Director and the personal representatives (and their successors in title) of any deceased Directors or the Former Director in respect of the Relevant Distribution, since the Board would itself have a potential conflict of interest in approving such a waiver. This is because the members of the Board are named as beneficiaries of the waiver.

In addition, the entry by the Company into the Directors' Deed of Release and consequential waiver of any rights of the Company to make claims against past and present directors in respect of the Relevant Distribution, constitutes a related party transaction (as defined in the Listing Rules) as each of the Directors and the Former Director is a related party for the purposes of the Listing Rules. As a result of the interests of the Directors' and the Former Director, the Resolution must be approved by the Company's shareholders who are not interested related parties in the Directors' Deed of Release. Accordingly, each of the Directors and the Former Director and their respective associates are precluded from voting on the Resolution and the Directors and the Former Director have undertaken to abstain, and to take all reasonable steps to ensure that their respective associates abstain, from voting on the Resolution.

The entry by the Company into the Directors' Deed of Release will not have any effect on the Company's financial position because, as with the position in relation to the Relevant Distribution and potential claims against past and present shareholders, the Company has not recorded or disclosed its right potentially to make claims against past and present directors in respect of the Relevant Distribution as an asset or contingent asset of the Company.

Again, under the Company's IFRS accounting policies, the Company could only record such a right as an asset when an inflow of economic benefits in favour of the Company as a result of such claim or claims being brought was virtually certain. The value of any economic benefit which the Company may derive from bringing claims against the Directors or the Former Director is uncertain (and, in any case, incapable of reliable estimation) on the basis that past and present directors would be entitled to seek the court's relief against such claims and there can be no certainty as to the amounts (if any) which could be recovered by the Company.

In addition, under IFRS, a contingent asset is required to be disclosed only when an inflow of economic benefits in favour of the Company is probable. The Board has concluded that any inflow of economic benefits as a result of such claims is less than probable.

Therefore, the Company's entry into the Directors' Deed of Release does not involve the disposition of any recognised asset or contingent asset by the Company in favour of past or present directors.

As explained above, the entry by the Company into the Directors' Deed of Release constitutes a smaller related party transaction (as defined in the Listing Rules). As required by the Company's articles of association, the Resolution will also seek the specific approval of the Company's shareholders of the entry into the Directors' Deed of Release.

6. The tax position of UK shareholders

The Company has drawn the attention of HM Revenue & Customs (**HMRC**) to the circumstances surrounding the payment of the Relevant Distribution and to the steps that are now proposed to address the position. HMRC has confirmed that the tax position of UK shareholders is not affected by any procedural irregularity in the Relevant Distribution. Therefore, based on HMRC's current understanding, the passing of the Resolution should have no effect on the UK tax position of such persons.

If any UK resident shareholder has any doubts about his, her or its tax position, he, she or it should consult an independent professional adviser.

7. The tax position of non-UK shareholders

The Company has not sought and does not intend to seek confirmation from any tax authority outside the UK similar to the confirmation obtained from HMRC referred to in paragraph 6 above.

If any non-UK resident shareholder has any doubts about his, her or its tax position, he, she or it should consult an independent professional adviser.

8. Other information

The share capital of the Company as at 20 December 2018 (being the latest practicable date before the publication of this document) comprises 161,393,127 Ordinary Shares and the Company does not hold any shares in Treasury.

For information, as at 20 December 2018 (being the latest practicable date before the publication of this document), awards granted for shares in respect of a maximum 1,975,653 Ordinary Shares in the Company were outstanding which, if vested in full, would represent approximately 1.22 per cent. of the Company's issued ordinary share capital at the relevant date.

The final forms of the Shareholders' Deed of Release and the Directors' Deed of Release are available on the Company's website at www.intertek.com and in hard copy during normal business hours on any weekday (except for Saturdays, Sundays and public holidays) at the registered office of the Company up to the time of the General Meeting.

Copies will also be available at the place of the General Meeting until the conclusion of the General Meeting.

PART III
ADDITIONAL INFORMATION

1. The Company

- 1.1 The Company was incorporated and registered in England and Wales on 9 August 2001 with registered number 04267576 as a private company limited by shares under the name Alnery No. 2218 Limited.
- 1.2 On 9 April 2002, the Company changed its name to Intertek Testing Services No.1 Limited. On 9 May 2002, the Company changed its name again to Intertek Testing Services Limited. On 24 May 2002, the Company re-registered as a public company limited by shares under the name of Intertek Testing Services plc. On 15 May 2003, the Company changed its name to Intertek Group plc.
- 1.3 The Company's registered office is 33 Cavendish Square, London W1G 0PS.

The principal legislation under which the Company operates is the laws of England and Wales.

2. Directors' interests

2.1 Directors' and Former Directors' shareholdings

The interests of the Directors and Former Director who are related parties in the Ordinary Shares as at 20 December 2018 (being the last practicable date before the date of this document) are as follows:

<i>Director</i>	<i>Number of Ordinary Shares¹</i>	<i>Percentage of voting rights²</i>
Graham Allan	110	0.00007%
Gurnek Bains	112	0.00007%
André Lacroix	345,353	0.214%
Edward Leigh ³	7,279	0.0045%
Dame Louise Makin	956	0.00060%
Andrew Martin	251	0.00016%
Ross McCluskey	1,813	0.0011%
Sir David Reid	6,244	0.00387%
Gill Rider	509	0.00032%
Jean-Michel Valette	10,112	0.00627%
Lena Wilson	940	0.00058%

¹ Beneficial holdings, including shares held by connected persons.

² On the basis that the total number of voting rights as at 20 December 2018 (being the latest practicable date before the publication of this document) is 161,393,127.

³ Holding as at the date he ceased to be a Director.

2.2 Directors' and Former Director's interests in LTIP share awards¹ under the LTIP

Name	Date of award	Value of award at award date (£)	Vesting date	Maximum	Dividend	Dividend	Award price (£)
				No. Ordinary Shares under award	shares as at 31 December 2017 ²	shares accrued in 2018	
André Lacroix	21 March 2016	2,237,488.49	21 March 2019	71,982	2,226	1,115	31.084
	20 March 2017	2,282,230.39	20 March 2020	58,636	846	907	38.922
	21 March 2018	2,327,861.13	21 March 2021	47,037	–	728	49.49
Edward Leigh (former director, resigned 21 August 2018)	21 March 2016	644,402.40 ³	21 March 2019	20,731 ³	638 ³	322 ³	31.084
	20 March 2017	385,327.80 ³	20 March 2020	9,900 ³	142 ³	153 ³	38.922
	21 March 2018	131,890.85 ³	21 March 2021	2,665 ³	–	40 ³	49.49
Ross McCluskey	5 September 2016	109,992.67	5 September 2019	3,117	60	48	35.288
	20 March 2017	109,993.57	20 March 2020	2,826	40	42	38.922
	21 March 2018	110,055.56	21 March 2021	2,244	–	33	49.49

¹ LTIP share awards are conditional shares that are granted annually and vest after three years, subject to Company performance and continued employment. The maximum award is up to 250% of salary in respect of any financial year. Awards may be made in other forms (e.g. nil-cost options) if considered appropriate. The shares will also be subject to a six-month holding period after vesting. The Remuneration Committee has the discretion to increase the length of the holding period in future years. Performance targets are set annually for each three-year performance cycle by the Remuneration Committee, based on earnings per share and relative total shareholder return. At least 25% of each award will be based on each of these measures, with the split determined each year by the Remuneration Committee. 25% of an award will vest for achieving threshold performance, increasing pro-rata to full vesting for the achievement of stretch performance targets.

² The dividend shares are accrued on the date the dividend is paid and determined using the closing market price of the shares on that date. The dividend accruals relate to share awards made in lieu of not receiving cash dividends.

³ Adjusted to reflect pro-rata amount to 21 August 2018, the date that Edward Leigh resigned from the Board.

2.3 Directors' and Former Director's interests in deferred share awards under the LTIP

Name	Date of award	Number of Ordinary Shares under award	Award	Dividend	Dividends
			price (£)	as at 31 December 2017 ¹	accrued in 2018
André Lacroix	21 March 2016	17,376	31.084	536	268
	20 March 2017	16,474	38.922	237	254
	21 March 2018	18,815	49.49	–	291
Edward Leigh	21 March 2016	12,425	31.084	383	191
	20 March 2017	7,362	38.922	106	113
	21 March 2018	8,408	49.49	–	129
Ross McCluskey	20 March 2017	715	38.922	10	11
	21 March 2018	2,244	49.49	–	33

¹ The dividend shares are accrued on the date the dividend is paid and determined using the closing market price of the shares on that date. The dividend accruals relate to share awards made in lieu of not receiving cash dividends.

3. Service agreements

3.1 The annual salaries of the Executive Directors and Former Director for the 52 weeks ended 31 December 2017, compared against the previous year, are set out in the table below:

<i>Name and Position</i>	<i>Year</i>	<i>Base salary (£)</i>	<i>Benefits (£)</i>	<i>Pension (£)</i>	<i>Annual bonus (£)</i>	<i>Total (£)</i>
André Lacroix (CEO)	2016	908,000	83,000	273,000	1,282,000	2,546,000
	2017	927,000	104,000	278,000	1,862,000	3,171,000
Edward Leigh (former CFO)	2016	406,000	30,000	82,000	573,000	1,091,000
	2017	414,000	27,000	83,000	832,000	1,356,000

Ross McCluskey was appointed as a Director from 22 August 2018, therefore not included in the above table.

3.2 The annual salary paid to the Non-Executive Directors for the 52 weeks ended 31 December 2017, compared against the previous year (where applicable), are set out in the table below:

<i>Name</i>	<i>Position</i>	<i>Year</i>	<i>Base salary (£)</i>	<i>Benefits (£)</i>	<i>Total (£)</i>
Sir David Reid	Chairman	2016	320,000	25,000	345,000
		2017	320,000	25,000	345,000
Graham Allan ¹	Senior Independent Non-Executive Director	2017	17,000	–	17,000
Gurnek Bains ²	Non-Executive Director	2017	25,000	–	25,000
Alan Brown ³	Non-Executive Director	2016	69,000	–	69,000
		2017	33,000	–	33,000
Dame Louise Makin	Non-Executive Director	2016	68,000	–	68,000
		2017	68,000	–	68,000
Andrew Martin	Non-Executive Director	2016	35,000	–	35,000
		2017	78,000	–	78,000
Gill Rider	Non-Executive Director	2016	73,000	–	73,000
		2017	73,000	–	73,000
Jean-Michel Valette ²	Non-Executive Director	2017	29,000	–	29,000
Michael Wareing ⁴	Non-Executive Director	2016	98,000	–	98,000
		2017	72,000	–	72,000
Lena Wilson	Non-Executive Director	2016	68,000	–	68,000
		2017	68,000	–	68,000

¹ Graham Allan's fees relate to the period from 1 October 2017, the date he was appointed to the Board.

² Gurnek Bains and Jean-Michel Valette's fees relate to the period from 1 July 2017, the date they were appointed to the Board.

³ Alan Brown's fees relate to the period to 24 May 2017, the date he stepped down from the Board.

⁴ Michael Wareing's fees relate to the period to 30 September 2017, the date he stepped down from the Board.

3.3 Termination provisions: Executive Directors

The service agreements of the Executive Directors are not fixed-term and are terminable by either the Company or the Director on 12 months' notice and make provision, at the Board's discretion, for early termination by way of payment of salary and pension contributions in lieu of 12 months' notice. In calculating the amount payable to a Director on termination of employment, the Board would take into account the commercial interests of the Company and apply usual common law and contractual principles. Any payments in lieu of notice may be paid in a lump sum or may be paid in instalments and reduce if the Director finds alternative employment. The service contracts are available for inspection at the Company's registered office.

3.4 **Termination provisions: Non-Executive Directors**

The letter of appointment for each Non-Executive Director states that they are appointed for an initial period of three years and all appointments are terminable by one month's notice on either side. At the end of the initial period and after rigorous review the appointment may be renewed for a further period, usually three years, if the Company and the Director agree and subject to annual re-election at the AGM. Each letter of appointment states that if the Company were to terminate the appointment, the Director would not be entitled to any compensation for loss of office.

4. **Major shareholders**

In so far as is known to the Company, as at 20 December 2018 (being the latest practicable date before the publication of this document), the following persons were interested, directly or indirectly, in three per cent. or more of the voting rights attaching to the Ordinary Shares.

<i>Name</i>	<i>Number of Ordinary Shares at date of notification</i>	<i>Percentage of voting rights¹</i>
BlackRock Inc.	10,473,019	6.49
MFS Investment Management	9,547,182	5.92
Fiera Capital Corporation	8,485,236	5.26
Fundsmith LLP	8,215,293	5.10
Mawer Investment Management Limited	8,110,417	5.03
Marathon Asset Management LLP	8,037,714	4.98

¹ On the basis that the total number of voting rights as at 20 December 2018 (being the latest practicable date before the publication of this document) is 161,393,127.

5. **Related party transactions**

Save as set out below and elsewhere in this document, the Company has not entered into any related party transactions with any of the Directors as at 30 June 2018.

	<i>2018 (£m)</i>	<i>2017 (£m)</i>
Short term benefits	4.4	9.3
Post-employment benefits	0.5	0.8
Equity-settled transactions	4.1	7.2
Total	9.0	17.3
Guarantees, letters of credit and performance bonds	29.0	26.5

6. **Material contracts**

There are no material contracts (not being contracts entered into in the ordinary course of business) that have been entered into by Intertek Group plc: (a) within the two years immediately preceding the date of this document which are, or may be, material to Intertek Group plc and/or members of its group; or (b) at any time containing obligations or entitlements which are, or may be, material to Intertek Group plc and/or members of its group as at the date of this document.

If approved at the General Meeting, the Directors' Deed of Release will constitute a material contract. The Directors' Deed of Release documents the unconditional and irrevocable waiver by the Company of any and all liability that each of the Directors and the Former Director has or may have to the Company and any claims the Company has or may have against them.

If approved at the General Meeting, the Shareholders' Deed of Release will also constitute a material contract. The Shareholders' Deed of Release documents the unconditional and irrevocable waiver by the Company of any and all liability that each of the Shareholders has or may have to the Company and any claims the Company has or may have against them.

7. Significant change

The Board does not consider that there has been any significant change to the financial or trading position of the Company since the publication of the Group's Annual Report for 2017.

8. Consent

Deutsche Bank has given and has not withdrawn its written consent to the inclusion in this document of the references to its name in the form and context in which they are given.

9. Documents on display

In addition to this document, copies of the following documents will be available for inspection at the Company's registered office 33 Cavendish Square, London W1G 0PS during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) from the date of this document up to and including the date of the General Meeting:

- (a) the Company's articles of association;
- (b) the Shareholders' Deed of Release;
- (c) the Directors' Deed of Release; and
- (d) the written consent referred to in paragraph 8 of this Part III.

PART IV

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

2017 Accounts	means the Company's Parent Company Financial Statements for the 52 weeks ended 31 December 2017;
Act	means the Companies Act 2006;
Board	means the board of directors of the Company;
Company	means Intertek Group plc;
CREST	means the paperless settlement procedure operated by Euroclear enabling system securities to be evidenced otherwise than by certificates and transferred otherwise than by written instrument;
CREST Manual	means the rules governing the operation of CREST as published by Euroclear;
Directors	means the directors of the Company;
Directors' Deed of Release	means a deed of release by which the Company waives any rights to make claims against the Former Director and Directors in respect of the Relevant Distribution, substantially in the form set out in Part V of this document;
Executive Directors	means the executive directors of the Company, being André Lacroix and Ross McCluskey;
FCA Handbook	means the FCA's Handbook of Rules and Guidance;
Financial Conduct Authority or FCA	means the Financial Conduct Authority of the United Kingdom;
Former Director	means Edward Leigh;
FSMA	means the Financial Services and Markets Act 2000, as amended;
General Meeting	means the general meeting of the Company, to be held at Academy Place, 1-9 Brook Street, Brentwood, Essex CM14 5NQ at 10.00 a.m. on 16 January 2019, or any adjournment thereof, notice of which is set out in Part V of this document;
HMRC	means Her Majesty's Revenue & Customs;
IFRS	means the International Financial Reporting Standards promulgated by the International Accounting Standards Board (which includes standards and interpretations approved by the International Accounting Standards Board and International Accounting Standards issued under previous constitutions), together with its pronouncements thereon from time to time, as adopted by the European Union;
Listing Rules	means the listing rules made by the FCA under Part VI of the FSMA (as set out in the FCA Handbook), as amended;
LTIP	means, as relevant, the Long Term Incentive Plan, each as amended;

Non-Executive Directors	means the non-executive directors of the Company, being Sir David Reid, Graham Allan, Gurnek Bains, Dame Louise Makin, Andrew Martin, Gill Rider, Jean-Michel Valette and Lena Wilson;
Notice	means the Notice of General Meeting set out in Part V of this document;
Ordinary Shares	means ordinary shares of 1 pence each in the capital of the Company;
Proxy Form	means the proxy form enclosed with this document for use by shareholders in connection with the General Meeting;
Recipient Shareholder	means a shareholder of the Company who has received the Relevant Distribution;
Relevant Distribution	means the interim dividend of 31.9p per ordinary share paid on 19 October 2018;
Resolution	means the resolution to be proposed at the General Meeting, the full text of which is set out in the Notice of General Meeting set out in Part V of this document;
Shareholders' Deed of Release	means a deed of release in favour of all shareholders who appeared on the register of members on the record date for the Relevant Distribution from any and all claims which the Company has or may have in respect of the payment of the Relevant Distribution, substantially in the form set out in Part V of this document;
Sponsor	means Deutsche Bank AG, London Branch, being approved under section 88 of the Financial Services and Markets Act 2000, as a sponsor; and
UKLA Official List	means the list of securities admitted to listing and maintained by the Financial Conduct Authority in accordance with Part 6 of the FSMA.

PART V

NOTICE OF GENERAL MEETING

Intertek Group plc

Notice is given that a general meeting of Intertek Group plc (the **Company**) will be held at Academy Place, 1-9 Brook Street, Brentwood, Essex CM14 5NQ on 16 January 2019 at 10.00 a.m. to consider and, if thought fit, pass the following resolution as a special resolution (requiring a 75 per cent. majority). Voting on this resolution will be by way of poll.

SPECIAL BUSINESS

1. **That:**

- 1.1 the appropriation of distributable profits of the Company (as shown in the interim accounts of the Company made up to 30 June 2018) to the payment of the interim dividend of 31.9 pence per Ordinary Share paid on 19 October 2018 (the **Relevant Distribution**) be and is authorised, by reference to the same record date as the original accounting entry for the Relevant Distribution;
- 1.2 any and all claims which the Company has or may have arising out of or in connection with the payment of the Relevant Distribution against its shareholders who appeared on the register of shareholders on the relevant record date for the Relevant Distribution (or the personal representatives and their successors in title (as appropriate) of a shareholder's estate if he or she is deceased) be waived and released, and a deed of release in favour of such shareholders (or the personal representatives and their successors in title (as appropriate) of a shareholder's estate if he or she is deceased) be entered into by the Company in the form produced to the General Meeting and initialled by the Chairman for the purposes of identification and any Director in the presence of a witness, any two Directors or any Director and the Company Secretary be authorised to execute the same as a deed poll for and on behalf of the Company; and
- 1.3 any and all claims which the Company has or may have against each of its Directors or any relevant former director and their personal representatives and successors in title (as appropriate) of his or her estate if such Director or former director is deceased, arising out of or in connection with the approval, declaration or payment of the Relevant Distribution be waived and released and that a deed of release in favour of each of such Directors and any relevant former director (or the personal representatives and their successors in title of his or her estate if such Director or former director is deceased), be entered into by the Company in the form produced to the General Meeting and initialled by the Chairman for purposes of identification and any Director in the presence of a witness, any two Directors or any Director and the Company Secretary be authorised to execute the same as a deed poll for and on behalf of the Company.

BY ORDER OF THE BOARD

Fiona Evans

Group Company Secretary

21 December 2018

33 Cavendish Square
London W1G 0PS

NOTES:

1. Only persons entered on the register of members not later than 6.30 p.m. on 14 January 2019 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 14 January 2019 or, in the event that the meeting is adjourned, after 6.30 p.m. two working days prior to the reconvened meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, speak and to vote instead of him or her. 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. 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 20 December 2018 (being the latest practicable business day prior to the publication of this Notice of GM) 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 20 December 2018 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 10.00 a.m. on 14 January 2019 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. 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 the Equiniti website at www.sharevote.co.uk where full details of the procedure are given. 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). Electronic proxy appointments must be received by Equiniti not later than 10.00 a.m. on 14 January 2019. 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. 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 General Meeting or any related documents (including the Proxy Form) to communicate with the Company for any purposes other than those expressly stated.
11. The Company cannot accept responsibility for loss or damage arising from the opening or use of any emails or attachments from the Company and recommends that shareholders subject all messages to virus checking procedures prior to opening or use. Any electronic communication received by the Company and/or by Equiniti, including the 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. As required by section 311A of the Act, copies of the final forms of the Shareholders' Deed of Release and the Directors' Deed of Release are available on the Company's website at www.intertek.com or in hard copy during normal business hours on any weekday (except for Saturdays, Sundays and public holidays) at the registered office of the Company up to the time of the General Meeting. Copies will also be available at the place of the General Meeting until the conclusion of the General Meeting.
14. Where a copy of this Notice of General Meeting 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. Under section 319A of the Act, the Company must cause to be answered any question relating to the business being dealt with at the meeting put by a member attending the meeting unless: (a) answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
16. The Resolution 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, including the votes of all shareholders who are unable to attend the meeting but who appoint a proxy for the meeting. On a poll, each shareholder has one vote for every share held.