

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 the Recipient Shareholders (as defined below).

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 past and present shareholders who were recipients of the Relevant Distribution (or their personal representatives (and their successors in title) if they are deceased) (the **Recipient Shareholders**).
- (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 the Recipient Shareholders and wishes to enter into this deed poll in favour of the Recipient Shareholders 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 Recipient Shareholders from any and all liability that any such Recipient Shareholder has or may have to the Company and all claims and demands the Company has or may have against each of them in connection with receipt by them 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 has 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: _____

_____]