

A close-up, low-angle shot of a white wind turbine against a solid blue background. The turbine's blades and central hub are visible, with one blade extending from the bottom left towards the center. The background is a vibrant, solid blue.

intertek

sustainability report

Book two

Sustainability is central to everything we do and we demonstrate our commitments and passion to help our clients make a difference as well as bettering ourselves every day.

We are pleased to share with you our Annual Report & Accounts in a unique, three-book format:

Book one – Strategic Report

Book two – Sustainability Report




Book three – Financial Report

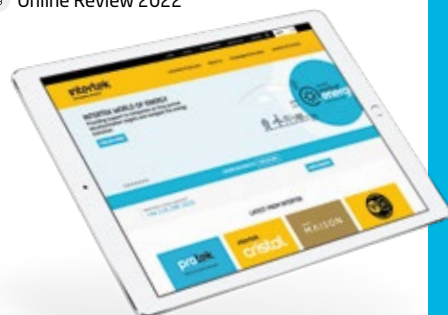
These separate, but connected books, with their interconnected themes and narratives, allow us to present what we achieved in 2022 in a systemic, end-to-end architecture.

They have been designed to make it easier for our stakeholders to fully understand our business, how we bring quality and safety to life, what we offer our clients and society, and the opportunities we have ahead of us.

The three books, which allow us to present our work in 2022 to you through the three important lenses of growth opportunities, sustainability goals and financial performance, should be read together to form our Annual Report & Accounts 2022.

Look out for these throughout the report:

-  Reference to another page in the report or to an external web page
-  Intertek Sustainability Disclosure Index
-  Online Review 2022



Visit our website for more information

 [intertek.com](https://www.intertek.com)

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Book three

Chief Executive Officer's sustainability letter

Achieving sustainability excellence in 2022



I would like to thank all our amazing Intertek people for the incredible contribution they once again made during 2022, leading by example in every operation."



André Lacroix
Chief Executive Officer

At Intertek, we have long recognised that sustainability is the movement of our time. This is what drives our people and organisation to ensure we always place sustainability at the heart of everything we do, and we can proudly say we are a force for good in the world.

We are deeply committed to the Intertek sustainability agenda, which enables us to deliver sustainable value for all our stakeholders, from customers and employees to shareholders, suppliers, regulators and the communities in which we operate.

At its core, Intertek is a network of individuals with exceptional technical skills and expertise, guided by science and delivering an unwavering commitment to our customers. As I reflect on the last year, I'm proud of our performance, which saw us consistently apply our Science-based Customer Excellence ('SBCE') approach to making a positive difference in the world through the services we provide to our customers and our own sustainability agenda.

[Read more about SBCE in Book one, page 6](#)

Delivering our science-based approach to more than 400,000 companies around the world makes us mission-critical to the future of the planet.

Internally, being truly sustainable means much more than achieving net zero and is about demonstrating sustainability excellence – end-to-end – in each of our operations. Our SBCE-focus gives us the structure and discipline we need to help us deliver against our own performance targets.

People driving a systemic approach across all operations creating sustainable value for all

I would like to thank all our amazing Intertek people for the incredible contribution they once again made during 2022, leading by example in every operation.

Achieving ever better performance and being a force for good depends on having a truly diverse, inclusive and empowering culture that helps our people grow, develop and innovate. But our people are not just the beneficiaries of this culture. They are also its creators and guardians. They have therefore yet again proved themselves to be the force that's accelerating Intertek.

Chief Executive Officer's Sustainability letter Continued

Our Sustainability Excellence Framework

I firmly believe that to be a leader in sustainability, we must live by and live up to the same standards our services enable our customers to embrace. That is why we developed our unique Sustainability Excellence Framework, implemented in every operation, to deliver against our Values.

The Framework is solidly underpinned by our commitment to the highest standards of corporate governance, our systemic risk management practices, the Total Sustainability Assurance ('TSA') standards and our commitment to provide total transparency across our actions to demonstrate accountability to our stakeholders.

We have built the Framework itself around five essential elements that continuously encourage, enable and empower all our people to achieve sustainability excellence.

1. Who we are

We are led by our Purpose of bringing quality, safety and sustainability to life. To do so, we live by our strong Values every day, which in turn empowers us to aspire to our Vision of being the world's most trusted partner for Quality Assurance.

2. What we do

We continuously bring our customers ever better, industry-leading ATIC solutions that help them create a more resilient and sustainable world. An essential element of our offering is the holistic, end-to-end Intertek TSA programme, which empowers our customers to achieve, deliver and communicate their sustainability excellence across all parts of their business.

3. How we do it

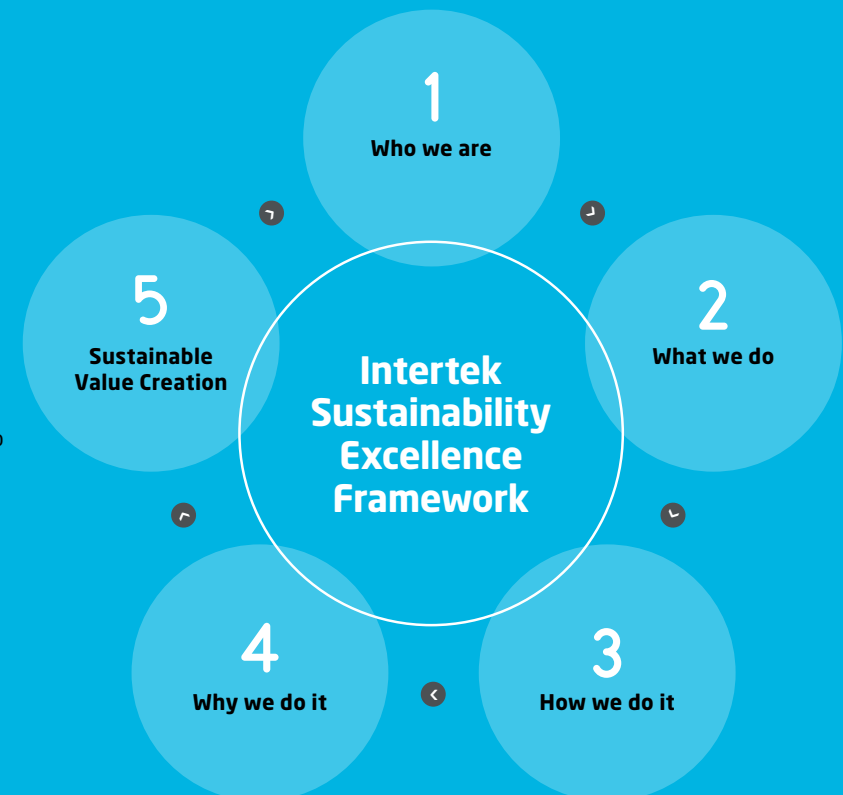
We focus on achieving sustainability excellence in all our operations, always holding ourselves to the same TSA Corporate Sustainability Certification standards against which we certify our customers (see page 5). We recognise the importance of determining and prioritising the key sustainability topics relevant to the business and our stakeholders and develop our focus areas through ongoing engagement. Our core focus areas include - People and Culture, working with our Customers, protecting the Environment and supporting the Communities in which we operate. All whilst applying responsible business practices and 'Doing Business the Right Way'.

4. Why we do it

Quite simply, we are passionate about creating an ever better world for future generations. Together, these four elements collectively enable us to deliver against the fifth:

5. Sustainable Value Creation

This is what gives us the right to call ourselves 'an amazing force for good in the world', delivering sustainable growth for all stakeholders. It's squarely based on the Intertek USP that provides the theme to this year's report: the Science-based Customer Excellence that enables us and our customers to lead in quality, safety and sustainability.



Chief Executive Officer's Sustainability letter Continued

Sustainability is central to Intertek

As a purpose-led company, we have embedded sustainability deeply in:

Our Purpose:

To bring quality, safety and sustainability to life.

Our Vision:

To be the world's most trusted partner for Quality Assurance.

Our Values

- We are a global family that values diversity.
- We always do the right thing, with precision, pace and passion.
- We trust each other and have fun winning together.
- We own and shape our future.
- We create sustainable growth. For all.

Making a difference in a challenging year

The last year presented many exceptional challenges, arising from the continued impact of the Covid-19 pandemic, the war in Ukraine, economic issues and other crises unfolding in countries and regions across the world. For this reason, we have had to concentrate our efforts more closely than ever before on creating an ever better world for future generations.

In this report, you can read about the thinking, the actions and the innovations we delivered and enabled for our customers during 2022 that together reflect the mission-critical role of sustainability at Intertek.

○ Read more about how we work with our Customers on pages 17 to 23

These extend beyond our own sustainability results to also embrace the many ways in which our services are helping our clients operate more safely and more sustainably. This in turn is helping to create happier and healthier lives for many millions of their customers across the world.

I'm pleased to say that our sharpened focus on our net zero action plans as well as our Beyond Net Zero goals has been well received across our stakeholder groups. These commitments have provided a clear roadmap with defined actions our businesses will take to drive positive impacts.

2022 highlights from our internal sustainability programme include:

- Continuous progress on Health and Safety with a reduction of 7bps in our Total Recordable Incident Rate vs 2021.
- Since 2015, we have used the Net Promoter Score ('NPS') process to listen to our customers. We continue to conduct on average 5,400 interviews each month.
- We are driving environmental performance across our operations through new science-based reduction targets to 2030 and site-by-site action plans. Our rigorous monthly performance management of our net zero plans against emission reduction targets has delivered total CO₂e emissions (market-based) reductions of 7.8% vs 2021. Increasing our use of renewable energy is a priority as we continue to invest in new sources of clean energy.
- We recognise the importance of employee engagement in driving sustainable performance for all stakeholders, and we measure employee

engagement against our Intertek ATIC Engagement Index. Our 2022 score was 80.

- Our voluntary permanent employee turnover rate returned to the same level as seen prior to Covid-19 with a rate of 14%.
- Achieving ever better performance depends on being constantly open to pioneering new ideas that enable us to improve what we do and how we do it. This means having an organisation that is truly diverse. We recognise the value that individuals of different backgrounds and capabilities bring to the business and are determined to increase the number of women in senior leadership roles and pursue our goal of having at least 30% by 2025.

○ Read more about our sustainability performance on pages 10 to 35.

We never stand still as a business. While we are proud of these achievements, they have set the standards that we are determined to exceed in future.

Building Back Ever Better in our communities

As a business we contribute to our communities in many ways and each of our operations is part of a unique local ecosystem. In 2021 we launched the #BBEB platform, bbeb.com, with the intention of creating "a truly Glo-cal community-based movement to help people in their local community space to inspire friends, family and public institutions to Build Back an Ever Better world".

Two years on, our multilingual site carries thousands of powerful stories posted by individuals across the world, highlighting inspirational initiatives from individuals, groups, communities, organisations and companies, all with the ambition of creating positive change by demonstrating what can be achieved with the right determination, focus and energy.

○ Join bbeb.com today and help build an Ever Better world

Our TSA solutions

Offering innovative sustainability services to our clients is core to our value proposition and we are committed to pioneering new solutions that will help our clients.

What our clients are looking for today is systemic, independent end-to-end assurance on all aspects of their sustainability journey. Intertek TSA is a holistic programme empowering our customers to achieve sustainability excellence across all aspects of their business and communicate results with confidence.

TSA is a global programme that leverages our footprint in over 100 countries and covers all industries. We have built a team of sustainability experts in every major region, who can help with both a global and local perspective.

Intertek TSA is comprised of three parts:

- Intertek Operational Sustainability Solutions;
- Intertek ESG Assurance; and
- Intertek Corporate Sustainability Certification.



Chief Executive Officer's Sustainability letter Continued

Investing for sustainable growth

During the year, as well as growing our organisation organically through increased demand for our services, we also made significant investments in key areas of our business where we believe demand is set to grow. One of these is the World of Energy, and we have strengthened our ability to support leading energy companies in managing the transition to a more sustainable future.

As well as investing in existing resources, we made acquisitions including that of Clean Energy Associates LLC ('CEA'), a market-leading quality-assurance provider to the fast-growing solar-energy and energy-storage sectors.

Read more about CEA in Book one, page 12

We also launched several new sustainability-linked innovations. These include ToxClear, supporting the development of more sustainable supply chains in the fashion industry by enabling brands and suppliers to achieve transparency and traceability on the chemicals used in manufacturing. Intertek EcoCheck, a tourism solution that audits management systems and provides a carbon footprint calculation, enables our clients to demonstrate tangible action to reach their carbon targets. On another front, we launched a new Vegan Food certification mark that gives consumers transparency about claims made for vegan foods.

Among many other initiatives and highlights, we also celebrated the first anniversary of our innovative Minerals Global Centre of Excellence in Perth, Western Australia. This pioneering facility aims to help mining and exploration companies produce the future-focused commodities that are becoming increasingly essential in enabling a more sustainable world.

Read more about innovative sustainability services we provide to our customers on page 17

2023 and beyond

Looking ahead, we are ideally placed to benefit from a forthcoming step change in sustainability management, based on heightened expectations from customers, regulators and other stakeholders.

Corporations are therefore increasingly focused on safety, quality and sustainability. Most important, they will be required to place more emphasis than ever on independently verified ESG disclosures to meet growing demand for progress and transparency.

Growth opportunities in the World of Energy are particularly exciting. This is especially true considering growing recognition that net zero targets will be unachievable without a major acceleration in technology and investment to increase the use of renewables and carbon capture.

Intertek, with our global operations, SBCE advantage and amazing people at the forefront of their fields, is better placed than anyone else to benefit from all these forces.

Our ATIC solutions are already essential for our clients to power ahead safely and sustainably, and we will continue to assure our clients with the peace of mind that's brought by the knowledge that they have the right quality, safety and sustainability standards in place, 24/7.

This is how, along with our own commitment to sustainability excellence, we aim to continue making the world a better, safer and more sustainable place for everyone.



André Lacroix
Chief Executive Officer

ESG Credentials

We actively participate in a range of global ESG ratings, indices and frameworks to benchmark our approach against best practice and emerging sustainability challenges.



Intertek received a rating of 'AAA' in the MSCI ESG Ratings assessment.¹



We were included in the FTSE4Good Index for the sixth year running.



Intertek are rated "Prime", fulfilling ISS ESG's demanding requirements regarding sustainability performance in our sector.²



In July 2022, Intertek received an ESG rating of 19.8 and was assessed by Sustainalytics to be at low risk of experiencing material financial impacts from ESG factors.³



Intertek participates annually in CDP's Climate Change Programme. In 2022, CDP recognised our progress with a 'B' score.

1. [msci.com/notice-and-disclaimer](https://www.msci.com/notice-and-disclaimer)
2. [issgovernance.com/esg/ratings](https://www.issgovernance.com/esg/ratings)
3. [sustainalytics.com/legal-disclaimers](https://www.sustainalytics.com/legal-disclaimers)

Our Sustainability Approach

Sustainability excellence in every operation

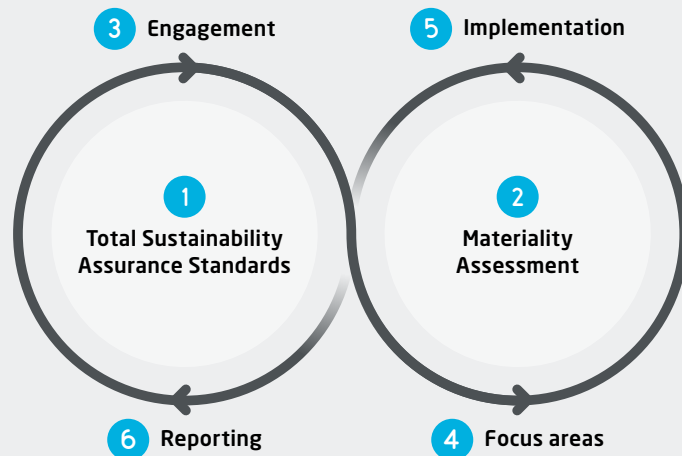
At Intertek, our goal is to deliver sustainability excellence across all operations.

Our Ever Better systemic approach is based both on the requirements of the Total Sustainability Assurance ('TSA') Corporate Sustainability Certification Standards – which provide the definition of what it means to be a sustainable company, end-to-end – as well as our assessment of material topics for our stakeholders.

Building on this, our continued engagement with stakeholders helped us to identify our focus areas. Processes and procedures are implemented, and we report our progress through this report, our website and through continued engagement with our stakeholders.

This systemic approach provides valuable insights which in turn enable us to align our sustainability initiatives and prioritise our focus areas.

An Ever Better systemic approach



1 Total Sustainability Assurance standards

The TSA programme is based on ten corporate sustainability standards that we believe define a truly sustainable organisation today. We believe that these TSA standards are the most comprehensive sustainability standards currently available, forming the foundation of our approach, challenging us to view our processes and procedures through this end-to-end lens.

Our ten TSA Corporate Sustainability Certification standards demonstrate actionable, comparable, consistent and reliable disclosures and provide assurance beyond ESG disclosures. They recognise that truly sustainable solutions must address the important operational aspects of every company, to cover environment, products, processes, facilities, assets, systems, corporate policies and stakeholder engagement.

To embed the requirements of all ten standards and review our progress, we carried out a self-assessment for each standard followed by a gap assessment audit of our corporate head office and a selection of operational sites that

are representative of the mix of business lines and activities within our operations.

The audit team comprised subject matter experts from our Business Assurance business line, who benchmarked our sustainability programmes against the requirements of each standard.

Performance is benchmarked against requirements and based on maturity. On completion of the benchmarking step the audit team reported their findings and on the extent to which corporate sustainability processes are in place, effective and meeting the intent of the standard.

The outcomes have further fed into our Ever Better approach and provided valuable insights which will enable us to align our sustainability initiatives and priorities further.

Ten TSA Corporate Sustainability Certification standards



To see more on TSA standards visit [intertek.com/sustainability/corporate](https://www.intertek.com/sustainability/corporate)

Our Sustainability Approach Continued

2 Materiality

We recognise the importance of determining and prioritising the key sustainability topics relevant to the business and our stakeholders. We assess material topics using social, environmental and financial criteria, taking into account the methodologies of AccountAbility's AA1000 Principles, the GRI Standards, CDP, UN SDGs and SASB guidelines.

Intertek supports the development of globally adopted sustainability disclosure standards and will consider their impact on our material topics in the future.

Recognising the dynamic nature of materiality, this process is reviewed at least bi-annually to ensure that views and emerging trends are being addressed by Intertek.

We have addressed the material topics identified within our focus areas.



3 Engagement

We have always understood our role in society as companies around the world have depended on us to help ensure the quality, safety and sustainability of their products, processes and systems.

Engagement with our stakeholders plays a critical role in delivering long-term success. This dynamic process provides valuable insights which in turn enable us to align our sustainability initiatives, drive progress against our Beyond Net Zero goals and prioritise our focus areas.

○ Read more about our engagement with key stakeholders
on pages 52 to 62



4 Focus areas

Evaluating both the requirements of the TSA standards and our material topics has helped to shape our sustainability strategy.

Our core focus areas include: People and Culture; working with our Customers; protecting the Environment; and supporting the Communities in which we operate.

All whilst applying responsible business practices and 'Doing Business the Right Way'.

Although less material, all other topics remain an essential part of our Ever Better approach and we systematically re-evaluate them to determine whether they have become more material to the organisation or our stakeholders.

○ Read more detail on our focus areas on pages 8 and 9

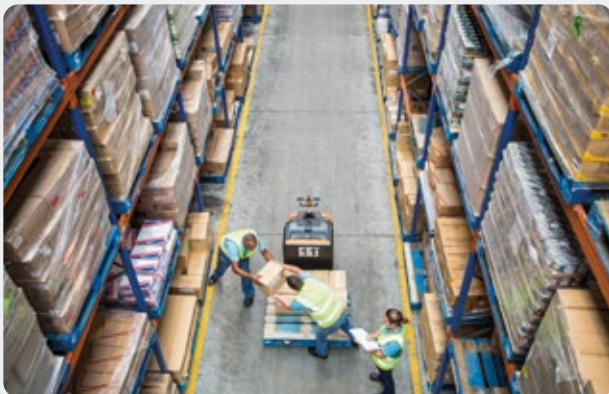


Our Sustainability Approach Continued

5 Implementation

Sustainability is about more than protecting the planet. Taking a broader view on sustainability, we empower our local teams to address solutions within their communities and create opportunities to support a promising future for the next generation.

Our Sustainability Excellence Framework is underpinned by the highest standards of corporate governance, our systemic risk management processes and our continued evaluation against the TSA standards.



6 Reporting

Reporting on our sustainability performance indicators in a consistent and accurate manner is essential to deliver transparency. We recognise that corporate disclosure and transparency are key catalysts for driving change.

We are committed to providing stakeholders with accurate and timely updates on our sustainability activities and performance and make every effort to produce a report that is balanced and transparent and meets their needs.

The following pages will demonstrate how we bring quality, safety and sustainability to life and provide our stakeholders with a transparent account of the progress we have made on the most material sustainability issues the Group faced during 2022.

[intertek.com/about/our-responsibility/](https://www.intertek.com/about/our-responsibility/)

[Intertek Sustainability Disclosure Index](#)



“Our Science-based approach to Sustainability Excellence is helping us to make progress and a positive difference in the world.”

Ida Woodger
Head of Sustainability



Our Sustainability Approach Continued

Our focus areas



People and Culture

Our goal is to have fully engaged employees working in a safe environment

[Read more on pages 10 to 16](#)

Link to risks: [1](#) [3](#) [5](#) [7](#) [8](#) [11](#)

In action

10X Leadership

At Intertek, our leaders strive to be the best in the industry. We believe in the spirit of Ever Better and know that the ability our leaders have to develop and grow employees in their teams is one of the biggest factors that will influence the exciting growth journey we have ahead of us.

[Read more about 10X Leadership and our 10X](#)

[Coaching Certification Programme on pages 57 and 58.](#)



What we measure:

- Health and Safety incidents
- Employee engagement
- Voluntary permanent employee turnover
- Diversity and inclusion metrics

Why it matters:

Our people bring exceptional technical skills, expertise and their passion and energy to our business and in turn we must keep them safe and engaged and offer them exciting personal growth opportunities.



Working with Customers

Ensure our customers can operate safely and sustainably in a complex world

[Read more on pages 17 to 23](#)

Link to risks: [1](#) [2](#) [4](#) [6](#) [7](#) [9](#) [10](#) [11](#)

In action

Innovative sustainability services

Through our leading-edge innovations and integrated ATIC solutions, we are uniquely placed to help our customers understand, achieve and validate their existing and emerging sustainability goals.



What we measure:

- Customer satisfaction
- Operational Excellence

Why it matters:

Our science-led services and innovations give our customers the solutions they need to overcome their own risk and challenges in quality, safety and sustainability, enabling them to power ahead with confidence.

Our Sustainability Approach Continued



Environment

Decarbonise our business by 2050

Read more on pages 24 to 29

What we measure:

- Emissions
- Energy
- Waste

Why it matters:

We have a responsibility to minimise negative environmental impacts from our operations, in compliance with regulations, and to live up to the requirements and expectations of our key stakeholders.

Link to risks: 1 2 6

In action

Implementing net zero action plans

Across Intertek we are progressing rapidly on our net zero journey with our detailed action plans and new targets in place.

New initiatives, like our solar energy projects in India and Bangladesh, are contributing to setting us on our path to meeting our group targets.



Communities

Create positive impacts in the communities where we operate

Read more on pages 30 to 32

What we measure:

- Community projects
- Environmental projects
- Education projects
- Engagement through #BBEB

Why it matters:

Taking active responsibility to support the communities and environments where we operate to create sustainable growth for all.

Link to risks: 1 10 11

In action

Engaging with communities around the world

Bringing quality, safety and sustainability to life by developing open relationships with, and investing in, the communities in which we operate builds trust and collaboration.

Our commitment is brought to life through practical support and assistance where we believe we can make the greatest difference.



Sustainability performance



People and Culture

Our goal is to have fully engaged employees working in a safe environment.

We truly value our people. We embrace diversity, inclusion and equality, and our success is based on a culture of trust among colleagues globally.

Our people bring exceptional technical skills, expertise and their passion and energy to our business and in turn we must keep them safe and engaged and offer them exciting personal growth opportunities.

Our People Strategy is all about energising our colleagues to take our business to new heights. Employee engagement, human rights and worker health and wellness are core to the long-term success of our business. We strive for a sustainable workforce that is stable, engaged and committed to the organisation, our goals and objectives. We respect and protect the rights of our people across operations and throughout our business relationships.

Ensuring the health, safety and wellbeing of our employees

Through having fully engaged employees working in a safe environment will we be able to deliver our TQA Customer Promise.

Our aim is to encourage a culture of proactive Health and Safety ('H&S') awareness, industry best practice and continuous improvement to increase H&S performance globally. Our Group-wide 'General Safe Working Guidelines' provide the basis for a common and aligned H&S standard for all Intertek sites.

This includes a dedicated fire warden, first aider and H&S representative at each location. These representatives are empowered not only to investigate incidents and implement preventative and corrective actions, but also to disseminate safety information through training and targeting continuous improvement.

We firmly believe that to drive progress, the performance indicators we track must focus on the diligent implementation of robust processes and actions that lead to building a culture of proactive H&S awareness.

With dedicated reporting each month for country and business lines supplemented by inclusion in the 5x5 analysis for every site, our global network of H&S 'Champions' supports continuous improvement. By improving our H&S communication network, we not only have a known contact person in each country and location but also a means of channelling and sharing information and programmes globally.

We continue to build an open and trust-based environment that reports and learns from safety risks and incidents. During 2022 we have seen levels of Hazard Observations and Near Misses increase, reflecting increased levels of activity across our sites as well as greater awareness and reporting overall.

Even if accidents or incidents occur, our safety culture, processes and mitigating actions have the strength needed to ensure that no significant harm occurs, which is demonstrated by our progress of driving the Total Recordable Incident Rate down 7bps on 2021.

The health and safety of our employees and contractors are the utmost priority at Intertek. All of our businesses have robust H&S training programmes during our induction/on-boarding process, emergency responses procedures, intervention and reporting of hazard observations, near misses and safety incidents. We continue to provide appropriate personal protective equipment and continually expand on existing programmes

and controls to improve the health, safety and wellbeing of our colleagues.

We are also committed to the continuous review, monitoring and improvement of our H&S performance. Our target remains for our TRIR to equal or be less than 0.5. This target is part of the next phase of our H&S cultural journey and supports our continued aim to achieve zero lost time incidents.

Workplace mental health

At Intertek, we consider the health, safety and wellbeing including the mental health of our employees, clients and third parties connected with our business to be of paramount importance.

During 2022 we have deepened the impact of our Kindness programme through our workshops which have now been run across all Intertek regions.

The programme covers six spaces to focus on during this personal experience that will help each of us to make sure that we do the simple things that help build our own personal strength and resilience – to help us re-energise, boost our wellbeing and unleash our potential. We see these as the core areas of wellbeing.

0.44

Total Recordable Incident Rate

Group ¹	2022	2021	change
Hazard Observations	20,992	19,172	9%
Near Misses	3,328	3,044	9%
First Aid	789	1,043	(24%)
Lost Time Incidents	93	120	(23%)
Medical Treatment Incidents	96	101	(5%)
Fatalities	0	1	(1)
Total Recordable Incident Rate ('TRIR') ²	0.44	0.51	(7bps)

1. Data captured for the Group consists of individuals engaged through Intertek contracts of employment (full- and part-time and those on fixed-term contracts of employment).

2. Rate refers to the number of Lost Time Incidents, Medical Treatment Incidents and Fatalities occurring per 200,000 hours worked.

Sustainability performance Continued

Talent attraction, reward and recognition

We reach out to prospective employees in a variety of ways, depending on location and role, in compliance with local regulations for fair recruitment practices and equal opportunities. We post vacancies on our website and employ various ways of sourcing talented people. These include recruitment agencies, social media, printed advertisements, employee referrals, professional bodies and associations, schools, colleges and universities. We are committed to recruiting talent local to our operations where possible. To offer career growth and progression within the Group, we seek wherever possible to fill vacancies from within the business first.

[intertek.com/careers](https://www.intertek.com/careers)

We fully recognise the importance of employee engagement in driving sustainable performance for all stakeholders. In order to measure our employee engagement, we follow the Intertek ATIC Engagement Index which is based on the key drivers of sustainable value creation within our differentiated ATIC business model, and which measures engagement on a monthly basis in every operation with the following metrics: Net Promoter Score, Customer Retention, Quality, Voluntary Permanent Employee Turnover and Total Recordable Incident Rate. For 2022, our ATIC Engagement Index score remained at the same level as 2021 with a score of 80. We believe engagement levels across the Group are high and our target is to achieve an engagement index score of 90 moving forward.

During the year our Voluntary Permanent Employee Turnover rate averaged a rate of 14%, returning to the same level as seen prior to Covid-19. As we progress our People Strategy we will continue to aim for a rate below 15%.

Talent management

To seize the exciting growth opportunities arising from our TQA value proposition, we continually invest in the growth of our people. We aim to hire, inspire, engage and retain the best people to power our 5x5 strategy, providing the skills to grow our business.

With an 'ever better' mindset we encourage our people to continuously learn new skills that help advance their careers and deliver our TQA Customer Promise. Our talent-planning process is critical to our future success in delivering our strategy and fostering our Culture and Values throughout Intertek.

The Board as a whole is responsible for ensuring that appropriate human resources are in place to achieve our long-term strategy and deliver sustainable performance. Global talent and succession planning for the Leadership Team are discussed regularly.

In employment-related decisions, we comply with all applicable anti-discrimination requirements in the relevant jurisdictions. We have zero tolerance for discrimination and harassment.

Reward and recognition

Reward plays a key role in attracting, motivating and retaining talent. Intertek is compliant with minimum wage and mandatory social contributions requirements in all jurisdictions where we operate.

At Intertek, remuneration for all employees follows the same policy and principles as for the senior executives. The Remuneration Committee has oversight of this.

[Read more about this on pages 80 to 86](#)

We depend on local management to define and maintain competitive compensation practices that appeal to both existing and future talent. All employees are remunerated in accordance with local policies and guidelines. The remuneration comprises elements which are fixed, and in some cases, variable. The fixed elements are base salary and benefits including pensions, where applicable. The variable elements include incentives, both short- and long-term.

Across the world, employees who are eligible for a bonus follow the same metrics thus creating alignment on our strategic goals throughout the organisation.



Intertek is an accredited
Living Wage Employer
in the UK

Recognition plays an important part at Intertek and we take every opportunity to recognise great performance across the business through our internal channels.

[Read more about this on page 58](#)

In action

Recognition across our regions

Celebrating exceptional performance from our colleagues and teams across the Group is an important part of our Culture.

During the year, we have had the chance to come together in Town Hall meetings, to honour outstanding individuals who contribute positively and spread great energy to people all around us.

These events take place both in person and virtually, connecting our colleagues across the world.

Our teams in Vietnam took the opportunity to celebrate and reflect on outstanding performance throughout the year. We are very passionate about developing our people and we strive to engage and energise all of them through operational excellence. Offering opportunities to grow, both personally and professionally, in a collaborative environment, through training and recognition.



Sustainability performance Continued

Skills development

As a provider of quality, safety and sustainability assurance services, Intertek relies on a skilled workforce. We are committed to offering attractive career development opportunities and believe in personal growth for every employee. We know that when each of us is growing and developing, we move faster along our good-to-great journey.

Over the years we have made great progress with our Leadership Development agenda as well as enhancing the tools and applications available to enable people to grow and succeed in their careers.

We ensure that all employees receive adequate coaching, development and training to be fully competent to carry out their role. This is supported by our many Group-wide programmes including talent planning processes, the 10X Journey that provides structure for individual growth planning, our 10X Energies that help define winning behaviours and '10X Way!' training to help address key development and training needs.

100%

**of our employees are offered,
as a minimum, yearly discussions
on growth and development**

The individual learning journey of each employee is supported with diverse learning opportunities that are continually refined based on business need, employee feedback, best practices, trends and new technologies.

There are many programmes across the business, providing in-house and external learning opportunities. We recognise the wide range of sectors we support require different types of technical training, education and support. We offer:

- apprenticeships;
- internship programmes;
- college degrees;
- professional qualifications;
- formal and informal workshops and seminars; and
- coaching.

During 2022, 213 of our leaders took part in our 10X Leadership programme. Across all other programmes our employees engaged with and completed over 670,000 hours of training.

In action

Say hello to LUCIE - a new, improved learning experience

**At Intertek, we seek to improve -
listening and acting on what we hear,
which helps us enhance the tools
and applications available to enable
our people to grow and succeed in
their careers.**

Intertek's bespoke Learning Management System ('LMS') has evolved. Our previous system, the '10X Way!', has become 'LUCIE' ('Learning Universe Connecting Intertek Expertise'). LUCIE is hosted by our very own award-winning learning platform Wisetail, bringing its world class expertise to our people's learning and development journey.

LUCIE offers everything our traditional LMS provided, and much more. With a fresh new look, the platform will not only allow us to remain compliant, but to be more connected and allow us to share ideas and resources across business lines globally. As with most projects of this nature, we transitioned to LUCIE in phases across the organisation, starting with the USA and Canada in February, followed by the rest of the Americas, EMEA and APAC in April 2022.



Inclusion, diversity and equality

At Intertek, achieving ever better performance depends on being constantly open to pioneering new ideas that enable us to improve what we do and how we do it. For us, this means having an organisation that is truly diverse and inclusive.

Intertek has a history that goes back over 130 years, evolving from the combined growth of a number of innovative companies from around the globe. Diversity has always been at the heart of who we are and will continue to provide the power behind our success in the future. With team members from over 100 countries – all with different backgrounds, cultures and beliefs – our diverse workforce makes us the leading company we are today.

To achieve the optimum mix of skills, backgrounds and experience, workforce diversity needs to go beyond discussing the percentage of women to also include other diversity indicators. As a business we want to ensure that we have the right capabilities to deliver our strategy. We recognise the value that individuals of different backgrounds and capabilities bring to the business.

Our diverse workforce helps us to understand, communicate and trade with our vast client base through their understanding of local issues and cultures. They add value in assuring our services are tailored to our customer needs, which underpins sales growth, customer retention and satisfaction.

We demonstrate that we are an inclusive and diverse global family by applying all employment policies and practices in a way that is informed, fair and objective. This covers all policies relating to recruitment, promotion, reward, working conditions and performance management. Our Inclusion and Diversity policy facilitates a culture of inclusiveness where people are able to perform at their best, where their views, opinions and talents are respected, harnessed and not discriminated against.

We are committed to maintaining the highest standards of fairness, respect and safety.

Sustainability performance Continued

Gender diversity

We are determined to develop and retain more women in senior roles.

Our goals

Improving gender balance is critical for us. We continue to focus on gender diversity by attracting, developing and retaining more talented women, particularly at senior levels.

We continue to pursue our goal to increase the number of women in senior management roles to 30% by 2025.

Metrics and performance

35%

of our global TQA Experts are women.

We ensure that men and women are paid equally for doing equivalent roles and we are committed to a number of measures to ensure we provide an energising workplace, free of any gender bias, where employees can flourish based on their talent and effort.

To strengthen this, we ensure that our shortlists of external hire candidates have a balance of gender diversity.

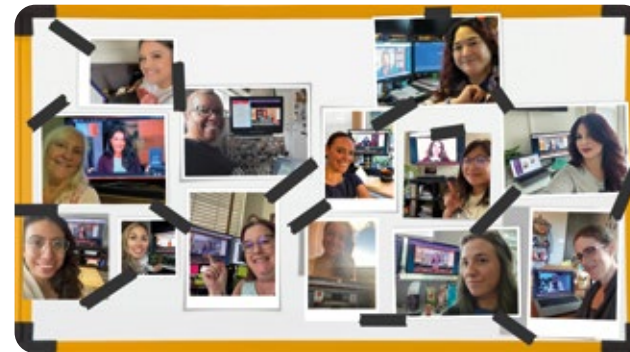
We remain committed to equality, and provide flexible working where possible and provide mentorship to women to address the gap in gender numbers at senior levels.

In action

Successful year for North America Women's Group

Our North America Women's Group, one of our Employee Resource Groups, which aims to foster a diverse, inclusive workplace aligned with our Values has continued to grow through 2022. What started as a small gathering on a quarterly basis in Austin, Texas has grown to over 50 women meeting once a month (virtually).

The group has held various ELLE! ('Empower Learn Lead Expand') Talks – featuring women leaders within the business; invited guest speakers to talk on specific subjects – including managing personal finances during the pandemic – and piloted a successful mentoring programme.



50+

women meeting
once a month

	2022 ¹		2021 ¹	
	Male	Female	Male	Female
Board	7	4	6	3
Executive Management Team ('Exec') ²	19	2	17	2
Direct reports ('DR')	198	55	207	65
Combined: Exec + DR	217	57	224	67
All Employees	28,357	15,240	28,385	15,678

1. Data relating to the Board and all employees is as at 31 December and the Exec and DR as at 31 October of each year.
2. As defined by the FTSE Women Leaders Review. This comprises the CEO and his direct reports (N-1).

In action

Intertek Spain implements a new equality plan

Our commitment to equality aligns with the UN's 2030 Sustainable Development Goals to 'achieve gender equality and empower all women and girls' and to 'promote sustained, inclusive and sustainable growth, full and productive employment and decent work for all'.

In 2022, Intertek Spain committed to the implementation and development of policies that integrate the equal treatment and opportunities between women and men, as well as the promotion of measures to achieve real equality within the organisation. The main areas of action undertaken address salary policy, training, employment and work conditions, occupational health, work-life balance, the prevention of sexual harassment by reason of gender, and the non-discriminatory use of language in all communications and advertising.



Sustainability performance Continued

In action

Recognising the value that women bring to Intertek globally

Around the world, Intertek colleagues celebrated International Women's Day ('IWD') on 8 March, 2022, and explored ways they could each help to #breakthebias.

Intertek Lintec's marine services support the world's shipping industry - an industry in which women are traditionally underrepresented. On International Women's Day, we wanted to help #breakthebias by recognising the value that women bring to the marine community, the changes that are underway in the industry, and the fact that many more women now occupy senior roles, many of them among our own formidable team of women at Intertek Lintec.

At Intertek Bangladesh, female colleagues were greeted with flowers at the office entrances by their male colleagues to mark International Women's Day. Special events were organised at both regional and local offices, including the launch of a special video featuring female colleagues sharing their own stories to highlight this year's theme of #breakthebias - a theme that was extended to colleagues across South Asia in the days and weeks that followed.

In Intertek's Middle East, North Africa and Pakistan (MENAP) region, women from diverse backgrounds work across numerous different departments and functions - in the field, in laboratories, and in offices. This year we held IWD events that focused on breaking the bias, women's rights and the importance of mental health and self-care. Zeiba Rizvi, Finance Manager at Intertek Inspec, believes that International Women's Day is a great opportunity to get together, share

experiences, and learn from each other: "I'm proud to be part of a diverse and inclusive organisation that empowers women and gives us a chance to grow."

Intertek Cristal is a market leading global health, safety, quality, and security risk management business focused on the travel, tourism, and hospitality sectors. The company celebrated International Women's Day with a range of initiatives aimed at acknowledging the contribution of women in the industry and empowering women by highlighting the need for an inclusive work culture where women's careers flourish, and their achievements are celebrated. This included celebrating the contribution of inspirational women in the sector of travel, tourism, and hospitality, as well as the achievements of Cristal's own inspirational women leaders.



"I'm proud to be part of a diverse and inclusive organisation that empowers women and gives us a chance to grow."

Zeiba Rizvi,
Finance Manager



Sustainability performance Continued

Talent across all generations

We value all of our colleagues, regardless of age, and have practices in place to develop and retain workers of all ages.

Our goals

We will continue to develop proactive approaches to recruitment to ensure we have an age-diverse and balanced employee age profile.

Metrics and performance

60%

of our global TQA Experts are under the age of 40.

The technical expertise needed in many parts of our complex business is acquired over several years. This is reflected in the overall average age of 39.

We will continue to promote and endorse fair, consistent and thoughtful working practices that are in accordance with our Values.

At Intertek, we are proud to be an equal opportunities employer.

We consider all qualified applicants for employment regardless of gender, ethnicity, religion, age, disabilities and other protected characteristics.

In action

Intertek Cristal win Employer of the Year Award

Intertek Cristal were the worthy winners of the SPS Stretch Employer of the Year award after the committed and dedicated work over the past few years in providing opportunities for young people to establish a career. They have had incredible success with the young people placed with them and are worthy winners of this award out of over 220 nominations.



In action

Tribute to a remarkable career at Intertek

Global and local guests celebrated the achievements and retirement of Christina Law, President of Global Softlines and Hardlines, who has served 33 years at Intertek.

Christina is an iconic figure of leadership at Intertek Hong Kong. Most of her 33 years of working life has been based out of Hong Kong. Her 10X Energies and drive have encouraged many young leaders, who continue to flourish and grow at Intertek.

In action

Reducing the skills gap and building employability among the young

Intertek India is helping to create a sustainable workforce of the future through a skill development initiative for the country's underprivileged youth.

With a widening skills gap in the labour force in India and a youth unemployment rate above 50%, Intertek India is focusing on community welfare as part of its wider social responsibility vision to connect and build back ever better. Programmes include health and hygiene, poverty alleviation, and education and skills development. One of our recent initiatives has been the launch of a skills development project in Tirupur, Tamil Nadu.

Even though the city is a well-known textile and garment hub with TIC labs, there is a mismatch

between availability of skilled manpower and requirements of the industry. To help bridge this gap, and improve textile testing and quality assurance, Intertek helped found a Textile Technology Training ('T3') Centre in Tirupur in partnership with Reviving Green Revolution Cell, a Tata Trusts initiative in vocational training.

With Intertek's support, the T3 Centre offers free training to more than 600 youngsters in three certified courses for future lab technicians, chemists, merchandisers, and customer executives. The three-year project will help socioeconomically disadvantaged youth – especially, women – secure better job opportunities and gain professional empowerment.



Sustainability performance Continued

Disability inclusion

Adopting a universal design mindset.

Our goals

To adopt a disability inclusive mindset as well as deliver on our commitment to the Valuable 500. This is centred around incorporating disability inclusion criteria into the full spectrum of products and services we offer our clients.

Metrics and performance

We believe that in order to create rapid, system-level change specific to disability inclusion and equity, we must actively seek out opportunities to collaborate with other businesses who hold the same values and are equally committed to affecting change.

We also recognise the gaps in the global business community's knowledge of employees with disabilities and are supportive of the call for greater visibility of the current state of affairs. We are looking to broaden the adoption and disclosure of relevant KPIs that will help to create a consistent and comparable baseline from which to measure progress on disability inclusion. We have taken the first steps to assess the availability of data internally recognising the complexities of disability data and will progress this further in 2023.

In action

Launch of Intertek's V500 taskforce

We are proud to be a member of the Valuable 500 community. Participating is a meaningful step in our continued journey to deliver our Vision of making the world a better, safer and a more sustainable place.

Since joining the Valuable 500, we have been raising awareness of disability inclusion among colleagues through the training of an internal taskforce who acts as an Employee Resource Group. This cross-functional team is made up of disabled and non-disabled colleagues. Collectively they are working on greater visibility of the current state of disability inclusion within Intertek, identifying training needs and goals.



Cultural diversity

(arising from country of origin)

Cultural diversity supports our global business and is key to our success.

Our goals

We are committed to cultural diversity and will ensure that Intertek's colleagues are representative of the countries where we do business.

Metrics and performance

46

different nationalities
across our senior leadership

We recognise that comprehensive diversity monitoring is foundational to our diversity and inclusion strategy, which lies at the heart of our culture. We continue to monitor protected characteristics and to promote further transparency, particularly at senior level, have plans to update our diversity monitoring.

In addition to cultural diversity arising from country of origin, we have plans to enhance our reporting on ethnicity.

Read more about the diversity of our Board on page 70

In action

Community engagement through indigenous awareness

Intertek Australia acknowledges the Traditional Owners and their continuing connection to land, sea and community and pays its respects to Elders, past, present, and emerging. During NAIDOC 2022, Intertek Australia hosted training, discussed cultural awareness objectives and shared stories of positive advancement.

NAIDOC Week celebrates the history, culture, and achievements of Aboriginal and Torres Strait Islander peoples. NAIDOC Week is celebrated by all Australians and is a great opportunity to learn more about Aboriginal and Torres Strait Islander communities.



Sustainability performance Continued



Working with our Customers

Innovative sustainability services have been core to our global business for more than 100 years.

Through our leading-edge innovations and integrated ATIC solutions, we are uniquely placed to help our customers understand, achieve and validate their existing and emerging sustainability goals.

Capturing the right data to optimise operations

Identifying and managing risks that can impact our service quality is key to ensuring customer satisfaction. Our 5x5 metrics tool and processes enable the collection and review of performance metrics across the areas of sales, customers, people, finance and operational excellence that are fundamental to disciplined performance management. The 5x5 metrics provide every Intertek site and team leader with 360° insight into their business to guide their decision-making and ultimately lead to superior business performance.

Customer focus

To become the most trusted partner for Quality Assurance, we have made a promise to our customers: Intertek TQA expertise, delivered consistently with precision, pace and passion, enabling our customers to power ahead safely.

Intertek has a strong focus on customers, at all levels of the organisation, and our customer relationship management is integrated into our approach through a key account management structure and dedicated sales teams. Our Marketing & Sales Operations team works closely with business lines and country leadership to drive continued improvements across marketing, sales and digital tools to ensure that every aspect of customer engagement aligns with our TQA Customer Promise.

Customer Promise

Intertek's Total Quality Assurance expertise, delivered consistently with precision, pace and passion, enabling our customers to power ahead safely.

Listening to our customers

Since 2015, we have used the Net Promoter Score ('NPS') process to listen to our customers. These insights give us a deep understanding of what our customers need and want, fuelling our innovations. Our customer interviews keep us laser-focused on delivering an 'ever better' service. During 2022, we conducted an average of 5,400 interviews each month.

Accelerating positive sustainability impact

We recognise the importance of sharing our own sustainability journey with our customer, partners and local communities.

We actively engage with requests to support individual sustainability and carbon performance assessments, including EcoVadis and the CDP Climate Change questionnaire.

This gives us the opportunity not just to meet the demands of our investors and customers, but also uncover risks and opportunities and track and benchmark our progress.

We aim to collaborate as a trusted supply chain partner to deliver improvements in the areas most material over the long-term and accelerate sustainability impacts. We are here to help our stakeholders understand sustainability, why it matters, and how to effectively integrate it within business.

Intertek Assuris launched Sustainability Webinar series with over

6,500

registrants over seven sessions

intertek.com/assuris/sustainability-matters-webinar-series/

Channels of customer interactions



Customer meetings



Emails and phone calls



Web enquiry responses



Workshops and seminars



Social media communications



Sustainability performance Continued

Supporting our customers with their sustainability agendas

Innovative sustainability services have been core to our global business for more than 100 years.

Through our leading-edge innovations and integrated ATIC solutions, we are uniquely placed to help our customers understand, achieve and validate their existing and emerging sustainability goals.

In action

Speciality microbes - a sustainable alternative to fossil fuels

Intertek Assuris is playing an important role in helping to achieve approval for novel microbes that have been developed and tweaked to produce biofuels more efficiently.

Many industries are investing in research and development for sustainable alternatives in their supply chain. As a key part of these efforts, Intertek Assuris is supporting the development of biofuels by helping to achieve approvals for speciality microbes that can produce sustainable alternatives to the historical use of fossil fuels and offer both environmental and financial benefits. These same or similar microbes can also be used as sustainable materials in other areas to produce biochemicals for, or as live microbial ingredients in, cosmetics, household cleaning products, food, polymers, and agricultural products.



In action

Intertek joins flexible packaging initiative to support the circular economy in Europe

As a member of CEFLEX, we are working with 180 stakeholder organisations to help build the circular economy for flexible packaging and promote recycling technologies in Europe.

CEFLEX is a collaboration of over 180 European companies, associations, and organisations bringing together the entire value chain of flexible packaging to tackle the complex technical and business barriers to a circular economy. The consortium's goals include establishing guidelines on packaging design, driving collection and sorting of flexible packaging materials, and identifying sustainable end markets for their downstream use.

As a CEFLEX member, Intertek is supporting the creation of a circular economy for flexible packaging through its polymer testing and regulatory experts' scientific insight and industry knowledge. Intertek's polymer and plastics laboratories also help the global chemical and polymer sectors to navigate the challenges of product development, regulatory authorisation, and production through analytical testing, laboratory services, auditing, training, and assurance services.



We are delighted to join the CEFLEX community and help build the circular economy for plastics and flexible packaging in Europe. CEFLEX's goals resonate strongly with our own, and align with our new CircularAssure programme, which supports businesses to develop recycling technologies or maximise recycled content and ensure their products are safe, perform well, and meet regulatory standards."

Ross McCluskey,
EVP Europe & Central Asia

Sustainability performance Continued

In action

Client spotlight: tru Shrimp companies combine sustainability and safety

Intertek Alchemy is helping tru Shrimp meet food and safety regulations and expediting audits by enabling the company to know and demonstrate employee training histories.

Through its patented Tidal Basin™ technology, the Minnesota-based start-up tru Shrimp grows mass quantities of shrimp in a controlled environment with near-zero waste. They are leading the way in sustainable farming by utilising every part of its shrimp to create three successful products: quality shrimp that is traceable, sustainable, and antibiotic-free; a healthy protein raw material for pet food; and chitosan, which is derived from shrimp shells for use in pharmaceuticals and medical products.

Tru Shrimp's technology grows shrimp in a controlled habitat that recreates the natural ocean currents, focusing on reducing stress and creating an environment where shrimp can thrive – enabling them to grow shrimp more effectively than conventional pond methods. In addition, the shallow water allows for vertical farming, requiring less space to produce more shrimp.

They do all this with the help of Intertek Alchemy, which provides a complete training, reinforcement, and compliance solution that assures their people have the right knowledge and confidence to do their jobs. The company has embedded training as part of its culture, and Intertek Alchemy is at the heart of that culture, providing leadership training courses, product and safety training through Alchemy Coach, and the recent addition of Alchemy Playbook.

Playbook simplifies equipment and process training so that tru Shrimp can quickly train part-time employees, including several people from a local group that places workers with disabilities. Although they are part-time, these employees undergo tru Shrimp's complete training, including food safety procedures, PPE usage, and safety measures to prevent back injuries.



In action

Taking part in the Great British Beach Clean

Members of Intertek's UK-based Energy & Water team and WSP UK Ltd participated in a beach clean event at Yaverland Beach on the Isle of Wight in September.

The beach clean event complemented Blue Sea Protection's 'Great Nurdle Hunt', a foreshore survey that is conducted to determine the prevalence of micro-plastics (specifically nurdles) on the beach. Along a 100m stretch of the beach, our team surveyed the 17.8kg of rubbish that were found and collected, uploading the resulting information to the Marine Conservation Society's database for their Great British Beach Clean annual event.

Yaverland Beach is one of many bathing water areas at which Intertek has conducted intensive bathing water compliance assessments on behalf of our water utility

client Southern Water. Working alongside other partners, Intertek's expertise and experience has helped Southern Water and the UK Environment Agency develop the most appropriate and sustainable solutions to improve water quality and protect public health in the area.



In action

Green Leaf certification strengthens brand value



Intertek

The Green Leaf mark for consumer goods helps companies communicate their environmental claims with ease and strengthens their brand value to customers.

In India, Intertek scientists work closely with clients in the textiles industry to help them build confidence with customers and demonstrate their environmental credentials. We completed Green Leaf certification for the Manish Dye Chem Corporation following screening for 'syogen dc' and 'syogen dft' chemicals to ensure they complied with Substance of Very High Concern regulations in the country. The certification from a renowned and trusted laboratory has proven beneficial to their brand.

Sustainability performance Continued

In action

Launching new and existing pharmaceuticals in new markets

Intertek Assuris experts are supporting our clients in bringing existing and well-known drugs to new markets in shorter timespans.

The development of new medicines can be a long, multi-year process, typically involving resource-intensive clinical trials. However, it is often possible to bring medicines to market more rapidly if they have been approved for use elsewhere. In this case, an abbreviated development pathway can be followed, making use of available published information while drastically reducing the scale and number of clinical studies needed to support the registration application.

Where a drug has been identified that qualifies for such a process, Intertek Assuris scientists strategise, provide advice on, identify and assess the literature for, and author, complete, formal registration applications. These are submitted for regulatory review in countries permitting this approach, including developing countries, expediting access to much-needed medicines with a well-established history of therapeutic benefit and safe use.



In action

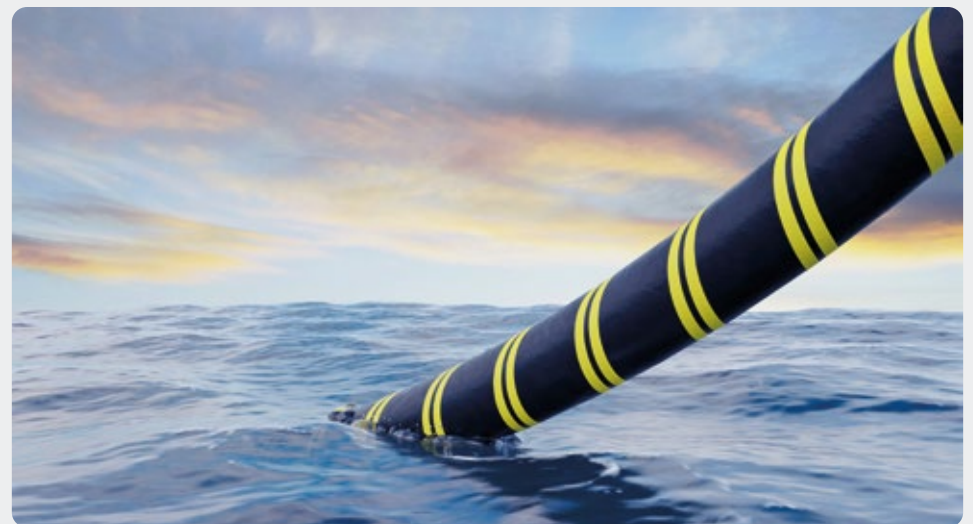
Supporting Xlinks' Morocco-UK power project using marine cable routing

Contributing to the UK's goal of net zero Emissions by 2050 and providing more consistent electricity generation from Morocco's enhanced solar and wind resources.

Intertek has been appointed by UK-based company Xlinks to provide Quality Assurance and technical advice on what will be the world's longest subsea cable between the UK and Morocco. There will be four subsea cables, each approximately 3,800 km long, in twin 1.8 gigawatt cable systems, that will exclusively connect substantial solar and onshore wind energy facilities in Morocco with the UK power grid.

Drawing on Intertek's knowledge and track record of long interconnector projects, we have been working closely with Xlinks to review marine cable routing, draft survey and technical specifications, assist with survey procurement, technically review tenders, and help acquire survey permits.

Andy Page, Intertek Energy & Water's Site Characterisation and Engineering Lead, affirmed: "We are delighted to continue and develop our support to Xlinks on this industry-leading project, assisting with the realisation of this globally important renewable energy scheme. Intertek Energy & Water bring a wealth of technical expertise and experience, and we look forward to building on our track record of assuring quality and safety in the development of long-distance HVDC interconnectors."



Sustainability performance Continued

In action

Intertek Greater China contributes to the sustainable development of China's largest recycled polyester producer

In recent years, Jiangsu Zhongyuan Industrial Group Co. Ltd. ('Zhongyuan Group') has been focusing on the issue of plastic pollution in the ocean. They have been working to promote the recycling of plastics on all continents to participate the environmental protection cause worldwide.

It is also among the first in China to explore the field of sustainable renewable chemical fibres. Designing and developing 100% renewable chemical fibres, Zhongyuan has become the largest enterprise producing recycled polyester in China since 2020.

As part of these efforts, Intertek Greater China has awarded its Green Leaf Label certification to Recoyarns under Zhongyuan Group. The cradle-to-door Global Warming Potential, Cumulative Energy Demand and Water Consumption of Recoyarns recycled polyester chip and recycled polyester fibres were evaluated by Intertek. This showed that their recycled polyester chips and fibres have superior environmental benefits compared to native fibres.



In action

Expanding our biodegradability services in Mumbai

Caleb Brett's Environmental Laboratory in India is promoting sustainability through its industry-leading standards of environmental testing and innovation.

When the Indian Government banned all Single Use Plastics - with the exception of biodegradable and compostable plastics - from the market, Intertek India's Caleb Brett Environmental Laboratory in Mumbai responded swiftly. We expanded our existing biodegradability services to include additional ASTM, ISO, and OECD standards, to help businesses comply with the implications of all waste management regulations. The Laboratory followed this by acquiring BIS accreditation for IS 17899 T:2022 and IS/ISO 17088:2021 testing of biodegradability, as well as the Biodegradable Products Institute stamp of approval.

Within months, we had analysed hundreds of samples for more than 60 new customers. We also signed a Memorandum of Understanding with India's largest plastic manufacturers' association, AIPMA, to create deeper partnership within the plastics and polymer industry.



Sustainability performance Continued

In action

Safe use of recycled plastics for packaging

Intertek supports the full supply chain involved in producing recycled materials for food, cosmetics and medical packaging.

The global need for recycled plastics is growing, being driven by consumer demand to minimise the environmental impact of plastic materials, as well as tighter global regulations and the global cost of oil production.

The US FDA and EU EFSA regulations require specific tests including the Challenge Test to ensure the efficacy of the recycling process.

This is applied on a process-by-process basis, requiring strict documentation preparation and analytical testing. Intertek offers the Challenge Testing Program in collaboration with Intertek Assuris (US, China and France), Petroleum Lab, and Intertek Analytical Laboratories. In addition, Intertek Assuris has developed a process for food, cosmetics and medical corporations to help them select the recycled plastics that best meet their product packaging performance requirements, comply with all government regulations and have been proven safe for their intended use.



In action

Intertek's Government and Trade Services ('GTS') driving sustainable trade

GTS works with governments, standards authorities, and others involved in international trade to improve the quality and safety of goods traded across international markets.

Countries without conformity assessment programmes can face devastating environmental risks due to poor quality or short life span goods. Refrigeration equipment can leak toxic gases, poor quality batteries leak acid, and corroded cans leak oil and chemicals into water supplies.

GTS partners with governmental departments and direct clients to improve the sustainability of these types of products. For example, we formed a partnership with VeraSol, a global Quality Assurance programme for off-grid solar products, to ensure these products are high-performing, safe, and durable for millions of consumers in Africa that have no or limited access to modern energy. Through this partnership, Intertek GTS help promote the growth of clean, affordable, modern energy in Africa.

We have also been playing a pivotal role in supporting Pakistan's renewable energy goals and low-carbon economy through the implementation of Conformity Certification Services. GTS India has been working with e-commerce clients to improve waste management, increase recycling and provide options for customers who trade online to reuse, repair and recycle their products. And GTS Colombia is working with importers and exporters of batteries, covering 85% of the Colombian market and checking that the levels of mercury cadmium adhere to market standards.

GTS carries out control processes related to the re-treading of used tires, which are aligned with ongoing control efforts that are being developed by the Ministry of Production, Foreign Trade, Investment and Fisheries and the governing body in Circular Economy in Ecuador, promoting the recycling of resources and the efficient use.

Ministerial Agreement No. 098, issued by MAATE, establishes re-treading as an obligation in disposal processes, establishing Intertek as a fundamental player by ensuring the compliance with this provision, also contributing to the reduction of imports and environmental pollution caused by tyres that end up in landfills.



Sustainability performance Continued

In action

Intertek SAI Global supports innovative vertical farming business

We are working with a UK-based agricultural technology company, Innovation Agritech Group ('IAG'), that provides cutting-edge solutions to complement the traditional challenges of farming.

IAG's patented vertical farming solution, The GrowFrame™ 360, challenges some of the biggest issues facing modern farming: sustainability and food security. With the collaboration of an expert team, the company has developed and designed indoor aeroponic growing techniques. Their technology allows growers to not only produce an extensive variety of fresh produce, including leafy greens and herbs but also a range of potential medicinal and cosmetic crops. The technology allows fresh produce to be grown closer to their consumer. The Growframe™ 360 can be housed in purpose built farms or placed in repurposed buildings which reduces the carbon footprint and minimises environmental pollution and damage to the environment.

Keen to demonstrate their commitment to food safety and sustainable food production, IAG have successfully achieved certification to the Red Tractor Assured Fresh Produce Scheme (incorporating a benchmark with GlobalGAP IFA Fruit and Vegetables) carried out by Intertek SAI Global, making them one of the first vertical farming companies to meet the Red Tractor Fresh Produce standards.

The certification has helped IAG to work together towards a common goal across all areas of their business and has bolstered their company culture and improved their processes by providing a clear framework as well as an effective training tool for their new starters and clients.

When IAG started looking for a partner to help develop their sustainability strategy, they turned to SAI Global. According to IAG, the service they received from SAI Global was both efficient and reassuring. It has aided them to place more focus on sustainability and environmental protection, which are critical aspects of vertical farming. The environmental management plan they have created using the Red Tractor framework and guidelines has enabled them to protect their own farm environment, as well as find available spaces for alternative, sustainable energy sources.

Intertek SAI Global, in collaboration with IAG, DEFRA and the National Federation of Young Farmers Clubs, has developed a suite of educational videos designed to help young farmers prepare for the future using the beneficial tools of farm assurance.

Watch here: www.nfyfc.org.uk/farmassurance



Sustainability performance Continued



Environment

All of us have a responsibility to protect the future of our planet.

Our goal is to decarbonise our business by 2050.

At Intertek, we understand our organisation's impacts on the environment and continuously look for opportunities to mitigate them in regard to climate change, use of resources, ecosystems, and waste management.

We recognise the critical role that the private sector plays in tackling the climate crisis, providing innovative solutions, reducing Greenhouse Gas ('GHG') emissions and setting ambitious targets. Thereby helping to drive the transition to a low-carbon economy.

Governance

Intertek's environmental governance flows from the Board to every site. To advocate for accelerated climate action, we monitor site-level activities across a range of metrics and work with our countries on our net zero action plans. This process is supported by our Environmental and Climate Change policy, which outlines the commitments we adhere to. Our operations apply a precautionary approach and comply with all applicable environmental regulations and permits.

Environmental management systems support our operations to meet environmental protection standards, comply with legislation and improve reporting and transparency. We have implemented ISO 14001 and/or ISO 45001 across 112 of our sites.

What is our impact?

Our global reach spans thousands of employees, clients and suppliers. This scale represents both commercial opportunity as well as a responsibility to our people, the communities in which we operate and the wider environment.

As a multinational company, we recognise that, although our own operations may not be as energy intensive or resource depleting as other industries, good management of the relevant and material topics is critical to protect the environment.

Our activities around the world are diversified across both laboratories and offices. Carbon emissions are our biggest environmental impact, and through continual monitoring and assessment of our operations, we are now able to apply more targeted actions on the reduction of our carbon footprint, with particular focus on energy efficiencies and operational excellence.

The energy we use in our laboratories and offices continues to be the largest contributor to our carbon footprint, making it a priority in our environmental agenda.

To make real change happen, we believe that all our people need to have ownership of their carbon footprint and be empowered and inspired to take ambitious actions to reduce it – putting our Sustainability Excellence approach into action.

We continue to advance our understanding of climate-related risks and opportunities and to evolve our transparent reporting, in line with internationally accepted recommendations of the Financial Stability Board's Task Force on Climate-related Financial Disclosures ('TCFD').

○ Read our TCFD statement in Book one, pages 49 to 57



Sustainability performance Continued

Our carbon emissions reduction targets

Intertek clients depend on our safety, quality and environmental expertise to ensure their products and services meet global market expectations. Intertek will continually work on improving the environmental performance of our operations to minimise environmental impacts.

Setting targets in-line with climate science

Recognising the importance of bold ambitions, we have set targets to improve environmental performance across our operations. Adding urgency and ambition, our near-term targets are aligned with a Science Based Target initiative ('SBTi') 1.5-degree pathway, which will be delivered by achieving 50% reduction of absolute Greenhouse Gas emissions across our Scope 1, Scope 2 and Scope 3 (Business travel and Employee Commuting) by 2030. In addition, we are committed to engaging with our suppliers and ensuring that 40% (by spend covering Purchased Goods and Services and Capital Goods) have science-based targets to reduce their emissions by 2027 (both from a 2019 baseline).

Our new targets for decarbonisation represent a determined response, and a more ambitious vision that will meet expectations of societies and our customers as well as inspire our employees. Our targets are supported by strong action plans. These were developed during both a top-down and bottom-up exercise, building on our emissions dashboards to clearly identify our baseline emissions. Rigorous performance management enables our countries to continue delivering against their concrete and measurable action plans to reach our reduction targets.

Progress key

- On track
- In development
- Achieved

2019
New Baseline for GHG emission reduction targets



2022
New near-term targets set and submitted to SBTi for validation

Incorporate ESG element into annual incentive framework

2030
Target: Reduce absolute Scope 1, 2 and 3 (Business travel and Employee Commuting) Emissions 50% vs 2019 baseline



2017
First Group-wide GHG emission reduction target set

2021
Business ambition for 1.5 °C campaign joined



2027
Target: 40% of suppliers by spend (covering Purchased Goods and Services and Capital Goods) to set science-based targets

2050
Target: Reduce absolute Scope 1, 2 and 3 (Business Travel and Employee Commuting) 90% vs 2019 baseline
Prioritise direct emission reductions and consider neutralising remaining emissions to reach net zero

Action plans:

Scope: ①

Emissions from activities for operations which Intertek owns or controls:

Fleet efficiencies

Fleet replacements (electronic/hybrid)

Optimisation of buildings (heating/cooling)

Scope: ②

Emissions from purchase electricity, heat and steam:

Procurement from renewable sources

Low-carbon energy generation

Energy efficient buildings

Energy efficient equipment

Scope: ③

Value chain emissions:

Optimise business travel

Engage employees on alternative ways of commuting

Supplier sustainability engagement

Across all scopes: Awareness and training for employees, customers and suppliers on climate change

Sustainability performance Continued

Our progress and performance

At Intertek, we take an 'ever better' approach to ensure that our data is wholly accurate and consistent year-on-year. Data collection continues to improve, with over 130 users adding site-level data every month to our Global Sustainability Environmental software platform.

Our annual environmental reporting cycle ran from 1 October 2021 to 30 September 2022. Intertek's reporting complies with the methodologies outlined by the GHG Protocol 'Corporate Accounting and Reporting Standard', ISO 140064-1 and the UK Government's 'Environmental Reporting Guidelines: including mandatory Greenhouse Gas emissions reporting guidance'. Further details on our methodology for reporting and the criteria used can be found within our Basis of Reporting document.

Our Basis of Reporting document is available on our website at [intertek.com/about/our-responsibility](https://www.intertek.com/about/our-responsibility)

We drive actions country by country and site by site, with monthly performance reviews by management. Our site-level assessments for self-generation of electricity in several countries led to the successful installation of nine PV projects across South Asia. As part of our action plans further projects are being evaluated for future implementation.

In 2022, in addition to self-generating a portion of our electricity to meet our energy needs, we reduced our Scope 2 carbon emissions by purchasing electricity from verified renewable sources in various sites across all our regions. We have also carried out further energy audits and continue to assess replacement equipment for energy efficiencies, as appropriate.

In the UK, we moved to a new arrangement to purchase renewable electricity, backed by Renewable Energy Guarantees of Origin certificates which are traceable to the source.

Fleet electrification and a transition to low-emission vehicles has been another focus area to reduce our emissions. We started arrangements with fleet management partners to phase out existing company vehicles in the UK and North America

and replace with lower-emissions options when the existing contracts come to an end. We continue to monitor the developments in infrastructure across other regions.

We are committed to improving employee commuting to and from work by encouraging the use of eco-friendly transport systems (such as car-pooling, cycling, walking, using public transport) and by subsidising mobility solutions. For example, in our Greater China region, we provided shuttle services for employees commuting between their workplaces and nearby strategic points.

During 2022, we improved the accuracy and measurement of the associated GHG emissions from employees' business travel by air. We recognise that emissions from air travel are a significant environmental impact of business travel. We have reviewed existing travel policies to ensure they remain appropriate for our business need and take the environmental impacts into consideration.

Empowering employees to take action

We see our 43,500 colleagues in 100 countries working with 400,000 clients, talking to millions of other colleagues and friends and family, inspiring the world to take sustainability seriously.

Empowering our employees to take action is an integral part of meeting the challenges we face.

We emphasise learning and doing, so all of our net zero champions as well as our Finance leadership, have participated in workshops to understand our activities and their impact on the climate, their role in taking action and the science behind our targets.

We are developing more programmes, leveraging our new LUCIE platform, to reach all of our colleagues.

64.8
tCO₂e operational emissions
per £m in revenue¹

1. Revenue for FY 2022 as shown in Book one, page 7.

In action

Intertek Thailand drive to efficient waste management

Since November 2021, Intertek Thailand has encouraged colleagues to donate their PET bottles for recycling into PPE suits for medical teams to help prevent infection.

The project has been well received and to date, colleagues have helped to collect more than 50kg of PET bottles, which will be turned into more than 185 PPE suits. On their continued journey they

have now partnered with Recycle Day Thailand, a professional waste management organisation which promotes waste separation and helps to reduce the amount of difficult-to-dispose-of solid waste from the source. This project also encourages our staff and their families to take part in waste management to improve the environment. At the end of Q2 more than 295kg of recycled waste was collected which reduced 611kg of CO₂.



Sustainability performance Continued

Emissions (Scopes 1, 2, 3)¹

Scope	Emissions	tonne CO ₂ e ²	2022	2021	2019 ³
Scope 1 Direct GHG emissions	Emissions from activities for operations which Intertek owns or controls including the combustion of fuel and operation of facilities	Global	58,821	59,952	64,709
		of which UK	2,302	2,176	
Scope 2 Indirect GHG emissions	Emissions from the purchase of electricity, heat and steam purchased for our use (location-based)	Global	113,823	122,036	128,693
		of which UK	2,325	2,670	
	Emissions from the purchase of electricity, heat and steam purchased for our use (market-based)	Global	102,066	122,147	133,860
		of which UK	531	488	
Scope 3	Employee Business Travel (Air travel only) ⁴	Global	12,555	5,771	25,849
		of which UK	813	49	
	Employee Commuting	Global	33,590	36,777	67,101
		of which UK	1,351	1,112	
	Fuel- and Energy-Related Activities Not Included in Scope 1 or Scope 2	Global	7,069	7,068	7,669
		of which UK	213	236	
	Absolute tCO ₂ e (market-based)	Global	214,101	231,715	299,188

1. Our annual environmental reporting cycle ran from 1 October 2021 to 30 September 2022. Excludes emissions relating to Clean Energy Associates LLC.
2. CO₂e - Carbon dioxide equivalent.
3. 2019 base year emissions as submitted to the SBTi
4. Please refer to our Basis of Reporting document for full details of scope.

Global energy use

Global energy use by source (MWh)	2022	2021
Standard electricity	218,304	247,741
Renewable electricity ¹	38,753	11,410
Vehicle fuels energy	26,409	30,710
Non-transport fuels energy (natural gas)	63,571	63,654
Total energy use²	347,037	353,515
Percentage of total energy use from renewable sources	11.2%	3.2%

1. Renewable electricity at site level is consumed from green tariffs and self-generation (solar panels).
2. UK portion of total energy use was 7% (2021: 6.4%).

Sustainability performance Continued

Independent assurance statement to the Directors of Intertek Group plc

Scope

We have been engaged by Intertek Group plc ("Intertek") to perform a 'limited assurance engagement,' as defined by International Standards on Assurance Engagements, here after referred to as "the engagement", to report on selected greenhouse gas performance data (the "Subject Matter") on pages 26 and 27 in Book two of Intertek's Annual Report & Accounts 2022 (collectively referred to as the "Report"):

The Subject Matter comprises the following data sets in the Report regarding the sustainability performance of Intertek Group plc:

- Greenhouse gas emissions – Scope 1;
- Greenhouse gas emissions – Scope 2;
- Greenhouse gas emissions – Scope 3
 - Fuel and energy related activities
 - Employee commuting
 - Business travel
- Greenhouse gas emissions – intensity ratio.

Other than as described in the preceding paragraph, which sets out the scope of our engagement, we did not perform assurance procedures on the remaining information included in the Report, and accordingly, we do not express a conclusion on this information.

Criteria applied by Intertek

In preparing the Subject Matter, Intertek applied the methodology as described in the document Basis of Reporting – GHG Emissions (the "Criteria").

Intertek's responsibilities

Intertek's management is responsible for selecting the Criteria, and for presenting the Subject Matter in accordance with that Criteria, in all material respects. This responsibility includes establishing and maintaining internal controls, maintaining adequate records and making estimates that are relevant to the preparation of the Subject Matter, such that it is free from material misstatement, whether due to fraud or error.

EY's responsibilities

Our responsibility is to express a conclusion on the presentation of the Subject Matter based on the evidence we have obtained.

We conducted our engagement in accordance with the International Standard for Assurance Engagements Other Than Audits or Reviews of Historical Financial Information ('ISAE 3000'), and the terms of reference for this engagement as agreed with Intertek Group plc on 14 October 2022. Those standards require that we plan and perform our engagement to obtain limited assurance about whether, in all material respects, the Subject Matter is presented in accordance with the Criteria, and to issue a report. The nature, timing, and extent of the procedures selected depend on our judgments, including an assessment of the risk of material misstatement, whether due to fraud or error.

We believe that the evidence obtained is sufficient and appropriate to provide a basis for our limited assurance conclusions.

Our independence and quality control

We have maintained our independence and confirm that we have met the requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants and have the required competencies and experience to conduct this assurance engagement.

EY also applies International Standard on Quality Control¹, Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements, and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Description of procedures performed

Procedures performed in a limited assurance engagement vary in nature and timing from and are less in extent than for a reasonable assurance engagement.

Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Our procedures were designed to obtain a limited level of assurance on which to base our conclusion and do not provide all the evidence that would be required to provide a reasonable level of assurance.

Although we considered the effectiveness of management's internal controls when determining the nature and extent of our procedures, our assurance engagement was not designed to provide assurance on internal controls. Our procedures did not include testing controls or performing procedures relating to checking aggregation or calculation of data within IT systems.

The Greenhouse Gas quantification process is subject to scientific uncertainty, which arises because of incomplete scientific knowledge about the measurement of GHGs. Additionally, GHG procedures are subject to estimation (or measurement) uncertainty resulting from the measurement and calculation processes used to quantify emissions within the bounds of existing scientific knowledge.

A limited assurance engagement consists of making enquiries, primarily of persons responsible for preparing the Subject Matter and related information, and applying analytical and other appropriate procedures.

The procedures we performed were based on our professional judgement and included the steps outlined below:

1. Assessed whether all material data sources have been included and that boundary definitions, (referenced in pages 26 and 27 of the Report and outlined in the Basis of Reporting), have been appropriately interpreted and applied.
2. Assessed whether the Intertek scope and definitions, (referenced in pages 26 and 27 of the Report and outlined in the Basis of Reporting), for the Subject Matter have been consistently applied to the data.

3. Assessed whether site and business-level data have been accurately collated by Intertek management at a Global level, and whether there is supporting information for the data reported by sites and businesses in the Group to Intertek management at a Global level.
4. Challenged the validation and collation processes undertaken by Intertek management in relation to the Subject Matter.
5. Reperformed calculations to check the accuracy of the Subject Matter reported and the data collation processes.
6. Tested underlying documentation for a sample, based on professional judgement, of site-level data points to determine the accuracy and completeness of data points.
7. Examined the Report for the appropriate presentation of the Subject Matter, including the discussion of limitations and assumptions relating to the data presented.

We also performed such other procedures as we considered necessary in the circumstances.

Conclusion

Based on our procedures and the evidence obtained, we are not aware of any material modifications that should be made to the Subject Matter for the period 1st October 2021 to 30th September 2022, in order for it to be in accordance with (or based on) the Criteria.

Use of our Assurance Statement

We disclaim any assumption of responsibility for any reliance on this assurance report or its conclusions to any persons other than Intertek, or for any purpose other than that for which it was prepared. Accordingly, we accept no liability whatsoever, whether in contract, tort or otherwise, to any third party for any consequences of the use or misuse of this assurance report or its conclusions.

Ernst & Young LLP

London
27 February 2023

1. International Federation of the Accountants' International Standard for Assurance Engagements (ISAE3000) Revised, Assurance Engagements Other Than Audits or Reviews of Historical Financial Information.

Sustainability performance Continued

Waste management

Intertek produces relatively small amounts of hazardous and non-hazardous waste compared to other industries. This includes chemicals, test samples, paper, plastic and organic waste from our offices and laboratories. The waste is produced in varying proportions, determined by the industry or industries served by each site. We operate a number of waste management programmes across our regions.

These programmes are focused on connecting our sites to local opportunities for minimising how much waste we send to landfill and to increase recycling. We continue to work on improving our reporting of this metric.

Waste¹	2022
Waste recycled/reused (in metric tonnes)	446
Waste disposed (in metric tonnes)	4,516

1. Data covers 135 sites across the USA and Canada.

Zero Waste to Landfill pilot

Recognising that reducing waste plays an important role in the journey to net zero, we launched a pilot project to adopt a zero waste to landfill programme.

Intertek UK aims for zero waste to landfill from its operations by minimising the volume of waste and material ending up in landfill and increasing reusing, recovery and recycling rates. Using guidance from our Zero Waste to Landfill certification programme, this will bring benefits to our environment as well as make our operations more efficient and resilient to any future changes, including staying ahead of more restrictive waste regulation changes.

The programme was rolled out to pilot sites in Q3 2022, aimed at getting a better understanding of waste volume, streams and its final destination.

Verification is an important part of the process, where pilot sites had to engage with waste providers and get a confirmation from them on the percentage of waste that is recycled, incinerated with or without energy recovery, reused or indeed goes to landfill. Lessons learnt are being shared during quarterly HSE calls. The programme has been rolled out to all Intertek UK sites in January 2023 and we will review the effectiveness of implementation as part of internal audit programmes.



In action

Partnering with Green Machine to recycle more plastics

As a part of our efforts to Build Back Ever Better, Intertek Minerals has launched a new waste management initiative at their Global Centre of Excellence in Perth, Western Australia.

The new recycling programme involves separating the majority of the polystyrene, polypropylene, and high density polyethylene plastics used at the laboratory from their general waste. We are partnering with Green Machines Lab, a Perth based company that recycles plastics to be reused within Australia, and will ensure the plastic doesn't end up in landfill. When the programme is fully operational in all areas of the laboratory,

Intertek Minerals Perth anticipates that they will recycle more than 1.5 tonnes of plastic per month, and they intend to roll this initiative out to other Intertek laboratories across Australia.

Our Minerals Global Centre of Excellence was built with sustainability in mind, and this latest waste management initiative complements other sustainability initiatives at the facility – including a 990kw solar system, one of the largest rooftop solar installations in Western Australia, that currently provides on average a third of the daytime power required by the laboratory. The facility also captures and recycles laboratory wastewater to conserve this precious resource.



Sustainability performance Continued



Communities

Creating positive impacts in the communities where we operate.

Our global business spans more than 100 countries and, as such, we understand the huge opportunity and responsibility we have to make a positive and lasting impact on our local communities where we work.

Taking active responsibility to support the societies where we operate is grounded in our Values to create sustainable growth. For all.

As a business we contribute to our communities in many ways. We provide employment opportunities, volunteer, fund education programmes and support charities to benefit local communities and neighbourhoods.

Each of our countries and business lines define their own agenda to create positive and lasting impact. These are tied to the Group's priorities and aligned to the UN Sustainable Development Goals, and focus on their local operations and communities. Our Beyond Net Zero Steering Committee oversees community investments at a global level.

In this section we provide a small selection of highlights from the many community activities that our colleagues are taking part in around the world.

Over 100

Community projects our employees participated in focusing on education, giving back to local communities and preserving our environment

13,710

hours volunteered to support community projects

In action

Celebrating the Year of the Tiger in Hong Kong

To ring in the Chinese New Year in February 2022, Intertek Hong Kong celebrated with our customers by distributing charity hampers through seven local charities.

Welcoming the arrival of a Lunar New Year full of happiness and prosperity, Intertek joined hands with local charities to support a good cause – presenting beautiful hampers, packed with goodies like a traditional cloth tiger, a house plant, a coaster, fair-trade snacks, floral tea and a bottle of essential oil. We are pleased to work with these charities, each of which strive to promote mental health, employment opportunities for senior citizens and young talents with special needs, and support under-privileged families:

- Blossom Minds offers employment opportunities for young adults with special needs;
- Career provides job-matching services to people with disabilities and special educational needs;

- Crafty Charity Shop is a group of volunteers who raise funds for other partner charities;
- Feeding Hong Kong is a food bank that aims to reduce food waste by rescuing surplus food and redistributing it to people in need;
- Gingko House advocates senior employment;
- Hong Kong Seeing Eye Dog Services promotes professional guide dog services; and
- Ibakery trains and hires people with disabilities, to produce quality bakery products.



In action

Intertek and GAIN help combat malnutrition

Intertek Food Services team partnered with the Global Alliance for Improved Nutrition, who tackle malnutrition in developing countries by transforming food systems, working with governments, international agencies, NGOs and the private sector. Intertek Food Services provides audit, inspection, and testing services to assure the quality of affordable, vitamin-rich premix blends which are used globally to help fight malnutrition.

In action

The buzz around sustainable honey

In 2022, Intertek Food Services offered a limited release of The Hive, a social community for the honey industry to share ideas, trends, and best practices. A driving purpose of The Hive is to guide a sustainable approach to the growth of the honey industry by mitigating fraud, promoting responsible apiculture practices, and keeping consumers safe when they purchase honey products and pharmaceuticals.

Sustainability performance Continued

In action

Supporting Rotary's PolioPlus project

Intertek Bremen is helping to defeat polio by recycling plastic more effectively.

Since 1985, Rotary has invested hundreds of millions of dollars in their effort to rid the world of the polio virus. However, their PolioPlus project is not just about eradicating polio, it is about the many added benefits their work brings, such as providing access to clean water, additional medical treatment, and improved hygiene.

When colleagues at Intertek Bremen started collecting plastic lids made of polypropylene and polyethylene, they ensured they were sent for proper recycling, and received money back for doing it. All proceeds were donated to PolioPlus, doing their bit to defeat polio.

In action

Intertek volunteers take part in flood relief work

In July 2022, volunteers from Intertek Bangladesh contributed to relief activities in Sunamganj district, one of the areas in Bangladesh worst affected by devastating flash floods.

This year, more than seven million people have been severely affected by flash floods across nine north-eastern districts of Bangladesh: Sylhet, Sunamganj, Moulvibazar, Habiganj, Kishorganj, Netrakona, Brahmanbaria, Mymensing and Sherpur. The greatest damage to life, in terms of deaths, injuries and diseases, was in the Sylhet and Sunamganj districts.

Colleagues from Intertek Bangladesh helped flood victims by donating towards their basic needs and essentials. Volunteers from the company also travelled almost 270km from Dhaka city to the flood-affected areas to participate in the relief efforts. They helped around 350 families from five villages – Mainpur, Haluaghat, Rahmaatpur, Jagannathpur and Vatgoan – making an important contribution to the relief efforts in Surma Union.



In action

Supporting the Uvalde community as it tries to recover from tragedy

The City of Uvalde in South Texas became the subject of international headlines in May 2022, following a school shooting that claimed the lives of 19 children and two beloved educators.

Colleagues at Intertek San Antonio have been doing everything they can to support the Uvalde community following the tragic events that unfolded at the Robb Elementary School this year. Our campuses were all awash with the colour maroon on 10 June, reflecting the school's colours. This was part of 'Maroon Day', sponsored by Intertek Automotive Research, which also served as the Kick-Off for our Food Drive, as we collected for the San Antonio Food Bank to help families in the Uvalde area in these tough times.

Intertek colleagues like Amanda Villaseñor volunteered to help pass out food, drinks, and other items to the community in what has been

an extremely emotional period for her and so many others. The San Antonio Food Bank offered vital items such as milk, water, baby wipes, bread, and frozen meats to those in need. Soft toys were offered as therapy tools for grieving families. With the blood supply in the South Texas healthcare system already at a critical low before the tragedy, we have also encouraged our employees to donate blood, platelets or plasma.

Amid the unbearable grief, there is an incredible desire for healing in the community, and for its people to stay strong. As part of 'Maroon Day' itself, Intertek employees made a 'Uvalde Strong' garden sign and this was delivered to the Robb Elementary School. Being there and meeting people affected by the tragedy was a sad and moving experience, but helping more than 200 families on the day made it a very fulfilling event for all our volunteers.

In action

Caring for the elderly through our 'WE CARE' initiative in Malaysia

Over the past year, colleagues from various business lines and departments have come together as one to visit the Rumah Victory Elderly Home, an old people's home located in Puchong, Selangor.

During their visits, part of Intertek Malaysia's 'WE CARE' initiative, our team helped to clean different areas of the home, including the bedrooms, common areas, bathrooms and kitchen, helping the elderly residents to live a healthier, cleaner life. Intertek Malaysia is committed to supporting the elderly community and will continue to help through various CSR projects to show that WE CARE.



Sustainability performance Continued

In action

Intertek People Assurance working for social good

Colleagues across Intertek Wisetail, Intertek Catalyst and Intertek Alchemy have all been engaged in work this year to improve the environment and improve people's lives.

Many of our Intertek Wisetail employees have spent some of their time volunteering to support local conservation projects, or simply picking up trash in their local parks. At Intertek Catalyst, we held our 8th annual Creative Day for Social Good, where almost 100 volunteers and design students gathered to provide 11 charities from across the country with professional marketing materials at no cost to them. During the year, the Intertek Catalyst Leadership Team were all certified in Mental Health First Aid through the Mental Health Commission of Canada to help them better support our people.

And our Intertek Alchemy team in Austin, Texas, demonstrated that green business is good business. They took part in the Austin Green Business Leaders Program, which helps businesses get recognised for their contribution to the community, addressing the climate crisis and protecting the environment. Businesses that excel in the programme are formally recognised as Silver, Gold, or Platinum Green Business Leaders, giving them a competitive edge with customers. We were delighted that Intertek Alchemy achieved a Gold rating in this year's programme.

In action

Turning electronic waste into social good

Intertek France's IT department has set up a partnership with the French charitable association Les Restos du Coeur to help us dismantle and reprocess our IT waste.

Les Restos du Coeur is dedicated to fighting against poverty and all forms of exclusion in France. The association looks to help and assist the most impoverished in society, but in broader terms, they are there to help everyone in need. We are working with them to help turn our electronic waste into social good. That's why in 2022 we sent our old mobile phones to the Yvelines Integration Centre managed by Les Restos du Coeur. The old phones will be reprocessed and recycled where possible, making a contribution to the work done by Les Restos du Coeur. We are now looking to extend this approach to electronic waste reprocessing across all our French offices and to other equipment.



In action

UK colleagues participate in Ever Better Day

This year, our colleague volunteering days in the UK (known as Ever Better Days) have supported various Science, Technology, Engineering and Mathematics ('STEM') initiatives, community regeneration and community groups.

Across our 50+ sites in the UK, our colleagues have always been passionate about supporting their local communities and making them a better place. That's why we introduced the Ever Better Day in 2020, giving each of our UK colleagues the opportunity to spend a day volunteering and giving back to a cause or community that's important to them.

Jonathan Berry, Marketing Business Partner, Transportation Technologies, used his Ever Better Day to be the live sound engineer for Sutton's Trinity Scout and Guide Group's 'Trinity Gang Show' performance. The show raises money for the local Guiding and Scouting groups, funding minibuses which take the children to camps and residential weekends throughout the year. Over three performances, the show generated £3,700 from ticket sales, refreshments and video sales.

Alana Milne, Key Account Manager in our E&P team, spent her Ever Better Day supporting TechFest, a Scottish charity that runs STEM events and activities for young people and the wider community. Alana was proud to volunteer to help with TechFest's annual festival of Science, Technology, Engineering and Mathematics. The week-long event included a diverse range of interactive activities and events with presentations, workshops and speakers covering topics from 'how to make ice-cream' to 'who polluted the river.'

Joyce Moore, PPE Technical Manager in our Softlines team, recently completed her Ever Better Day volunteering with her local Girl Guides. Along with two other adults, Joyce took a group of 15 girls aged between ten and 13 on a water camp at Leicester Outdoors Pursuit Centre. There were around 220 girls there, taking part in a range of activities including raft building, canoeing, bell boating, kayaking, bushcraft, climbing, high ropes, archery and crafts.



Responsible Business Practices

To deliver long-term sustainable success we strive for the highest standard of corporate governance, conduct and integrity.

Our entrepreneurial culture and Values to make the world better, safer and more sustainable are at the core of everything we do.

Our responsible business practices – protecting human rights, ‘Doing Business the Right Way’, ensuring data privacy and good information governance and operating sustainable procurement practices – underpin our focus areas and the commitments we have made.

Human rights

Within our business, respecting human rights is core to our responsible business practices and is implemented through our Labour and Human Rights policy, Code of Ethics and Sustainable Procurement policy. Intertek’s policies and codes are based on and fully respect the International Bill of Human Rights and the International Labour Organization’s declaration on Fundamental Principles and Rights at Work and the Children’s Rights and Business Principles.

We are committed to ensuring that our employees are subject to fair working practices and are treated with respect. We continually review our approach to human rights to reflect legal developments, emerging issues and to meet societal expectations.

We uphold and respect human rights in many ways, including:

- **Working conditions:** We comply with all applicable labour and human rights laws and industry standards on working hours, paid annual vacation, rest periods and statutory minimum wages.

- **Indigenous rights:** We respect the rights of indigenous people. Our goal is to support our leaders, our people and our communities to develop respectful relationships and create meaningful opportunities with indigenous people.

- **Forced labour:** We do not tolerate any form of forced labour, child labour, slavery, human trafficking, physical punishment or other abuse. Our Modern Slavery Act Statement, outlining the steps we are taking internally, in our supply chain and through partnerships and advocacy to avert modern slavery and human trafficking is available on our website.

- **Child labour:** We do not employ people below the age of 15 or below the local minimum employment/ mandatory school age – whichever is higher and relevant to the particular country. Where we provide apprenticeships for young people, we put special protections in place and ensure they are not exposed to hazardous work.

- **Collective bargaining:** We respect the rights of our employees to form and join trade unions and take part in collective bargaining where this is accepted by local law. We also take care that employee representatives do not suffer discrimination and that they have open access to members in the workplace. We strictly adhere to tariff structures and arrangements negotiated with trade unions, while we also inform and consult employees on relevant business activities, for example, we respect statutory minimum notice periods and give reasonable notice of any significant operational changes in-line with local practices and labour markets. Our affiliates’ communication and consultation processes are tailored to local needs.

Our Code of Ethics training aims to educate all employees about potential integrity issues, including human rights, bribery, corruption, non-discrimination and employee relations. The Code of Ethics contains clear guidance on the grievance mechanisms and whistleblowing procedures that we have in place.

[Read more on our whistleblowing procedure](#)
on pages 34 and 76

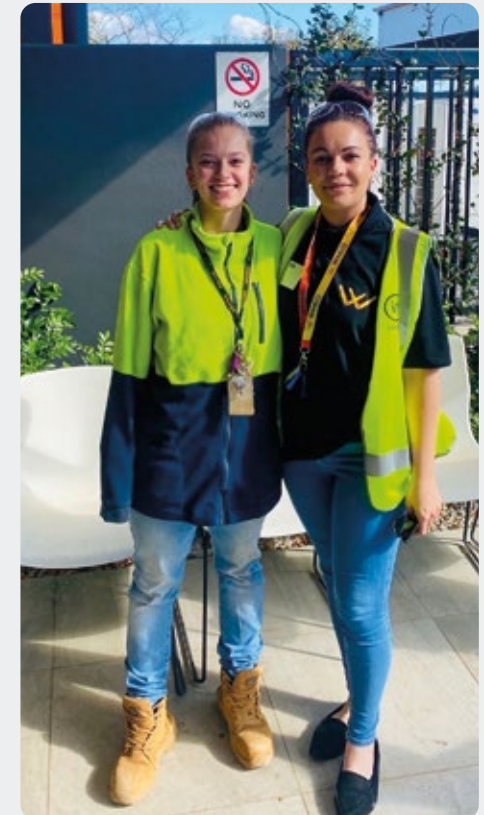
In action

Intertek Australia’s Reconciliation Action Plan

At its heart, reconciliation is about strengthening relationships between Aboriginal and Torres Strait Islander peoples and non-Indigenous peoples, for the benefit of all Australians.

As a leader in our field of industry, in Australia, Intertek acknowledges and accepts the role we should and must play in working towards Reconciliation in Australia. We also have a role to play in protecting and promoting the human rights of Aboriginal and Torres Strait Islander people and ensuring they are treated fairly and equitably before the law. We as an organisation are committed to ensuring, our Reconciliation Action Plan (‘RAP’) is a meaningful and living document that guides and informs our organisational governance, processes, and work. It provides us with a strategic, clear and measurable framework for translating our commitment into action.

Since the adoption of our RAP, we are proud of the contribution to reconciliation both internally and in the communities in which we operate that we have made so far. This includes employment outcomes for indigenous Australians, youth engagement in STEM programmes and Intertek facility tours, face-to-face and online cultural learning, increased expenditure to indigenous owned organisations, formal and informal partnerships and endorsing other RAP organisations.



Responsible Business Practices Continued

Doing Business the Right Way

We continue to develop a best practice compliance programme to ensure Intertek operates with the highest standards of compliance and ethical business practices, including through our supply chain partners.

We are committed to maintaining the total confidence of our stakeholders. One of the Group's primary business objectives is to help our customers meet quality standards for virtually any market in the world and protect them against risk by ensuring compliance with local, national and international laws.

The accuracy and validity of reports and certificates that we provide are therefore important factors which contribute to our success. Integral to this is 'Doing Business the Right Way'; our internal risk, control, compliance and quality programme.

Our compliance programme ensures:

- that our people have the processes, tools and training they need, and work to ensure a safe and inclusive environment;
- the services we provide and the contracts we enter into are delivered with integrity and in line with our commitment to Total Quality;
- every colleague commits to the highest standards of professional conduct; and
- we deliver sustainable growth by managing our risks and doing the right thing for the longer term.

Internal Audit is responsible for reviewing and assessing Intertek's business processes and provides independent and objective assurance and advice that adds value and improves our internal control systems and operations.

Public policy

We interact with trade associations and governmental authorities to provide input into industry and regulatory improvements in product safety, quality and risk assurance. Any interactions with governments, governmental authorities or regulators are reviewed by our Group Legal & Risk functions to ensure that we comply fully with all laws and regulations.

Ethics, integrity and professional conduct

Our commitment to the highest standards of integrity and professional ethics is embedded in the Group's culture through the integrity principles set out in our Code of Ethics ('Code'). It sets clear expectations that people working for our business must act at all times with integrity and in an open, honest, ethical and socially responsible manner. The Code also covers health and safety, anti-bribery, anti-competitive practices, labour and human rights. The Board, as a whole, oversees the implementation of human rights commitments and supports human rights as defined in the Code.

We have a culture in which all issues relevant to our professional conduct and the Code can be raised and discussed openly without recrimination. We operate a strict zero-tolerance policy regarding any breach of our Code and any behaviour that fails to meet our expected standards of integrity as a trusted leader in the Quality Assurance industry.

To support this policy in action, all people working for, or on behalf of, Intertek are required to sign the Code upon joining the Group or before commencing work on our behalf. This confirms their acceptance of the high standards expected of them in all business dealings.

Intertek employees or people acting on Intertek's behalf are responsible for applying the Code in their own job role, their part of the business and location. Every year, to support the continuing understanding in this area, all of our people are required to complete our comprehensive training course.

This training covers the Code and other important professional conduct areas, such as data security and operational controls. When completing the training, all employees are required to sign a certificate confirming their understanding that any breaches of the Code will result in disciplinary action that may include summary dismissal of the employee concerned.

Whistleblowing hotline

To empower our people and stakeholders to voice any concerns about breaches of the Code or any of our policies (including our Labour and Human Rights Policy and Modern Slavery Policy), we have a well-publicised hotline which can be used by all employees, contractors and others representing Intertek, or by third parties such as our customers or people who are affected by our operations.

This whistleblowing hotline is run by an independent, external provider. It is multi-language and is accessible by phone and by email 24 hours a day. Those concerned are encouraged to report any conduct, compliance, integrity or ethical concerns using the hotline. Information posters are present in all of our sites.

If a report is made to the hotline, it is followed up by Intertek's Compliance officers. Our Group Compliance function, which is independent of our operational businesses and reports directly to our Group General Counsel, fully investigates all reports received.

Provided there is no conflict of interest, all reports are also notified immediately to our Group Ethics & Compliance Committee, which consists of our CEO, CFO, EVP for HR and Group General Counsel. This ensures the effective resolution both of individual issues and of any systemic or process improvements that can be made to address them.

During 2022, 91 reports of non-compliance with the Code were made to our hotline. Of those reports, 24 were substantiated or partially substantiated and required remedial action. Of those substantiated claims:

- there were no substantiated grievances relating to human rights, labour practices or societal impact breaches;
- there were no environmental incidents;
- there were no anti-trust incidents reported;
- there were no reported violations of the rights of indigenous people; and
- there were no cases of discrimination.

Six confirmed incidents were identified through our hotline where employees were disciplined or dismissed due to non-compliance with our anti-corruption policy.

100%

**of our colleagues are required to
complete our Code of Ethics training**

Responsible Business Practices Continued

Sustainable procurement

We are deeply committed to operating with integrity by 'Doing Business the Right Way' and to pursuing our corporate social responsibility activities through living our strong Values. Our suppliers have an important part to play in contributing to our sustainability.

Our sourcing approach

We work with thousands of suppliers around the world. We expect all suppliers to meet the same internationally recognised human rights, environmental and quality standards that we expect of our own businesses. These include meeting local legislative requirements but also applicable international requirements for workers' welfare and conditions of employment, such as those set by the International Labour Organization ('ILO') and the Ethical Trading Initiative.

Large global suppliers offer stability in terms of financial resilience, delivery capacity and pricing structures, potentially coupled with better pricing and improved margins. However, our supply chain is quite diverse and geographically dispersed, and our procurement teams need to find regional and local suppliers. Through structured sourcing processes, we select the best option for us while continuing to support local suppliers that meet our business and sustainability requirements. Selecting regional and local suppliers, where appropriate, demonstrates our commitment to supporting the communities in which we operate.



Evaluation of suppliers

Our corporate procedures govern our purchasing and evaluation of vendors and sub-contractors supplying Intertek with goods and services.

Approval and evaluation may be based on quality, health and safety, environmental performance and delivery. Performance is also measured, recorded and benchmarked against established objectives as part of our disciplined performance management principles, supported by our Quality Management System.

To strengthen our supplier sustainability programme, during 2022, new paths were laid out to broaden our approach to one that manages sustainability in a more integrated fashion with a supplier life cycle perspective and incorporating sustainability criteria at procurement category level. We aim to integrate sustainability criteria into more phases of the supplier engagement life cycle including positive supplier screening and preferring suppliers with above average sustainability credentials.

As a step in this direction, we launched a pilot programme in 2022 conducting sustainability specific due diligence through a self-assessment and documentation review.

Going forward we will be looking at the environmental attributes of different procurement categories and investigating if we can already take steps to choose our suppliers based on their environmental and climate performance.

Our Sustainable Procurement policy is available at [intertek.com/about/our-responsibility](https://www.intertek.com/about/our-responsibility)

Enterprise Security

At Intertek we have adopted a risk-based security framework, based on international best practice, NIST CyberSecurity Framework. Our framework guides clear policies, standards and supporting guidelines, controls and hiring. We continue to innovate, enhancing service delivery and strengthening internal and external customer relationships to protect customer, employee and Intertek data.

There is regular reporting on progress of the security programmes to governance and oversight committees by our dedicated Chief Information Security Officer, who leads a global team.



Identify

We develop a clear organisational understanding of risks to our systems, people and data, enabling us to prioritise efforts that are consistent with our risk management strategy and business needs.

Protect

We put in place appropriate safeguards to ensure delivery of critical services, including access control, staff awareness and training, and data security. These safeguards support our ability to limit or contain the impact of potential events.

Detect

We define the appropriate activities for the timely discovery of the occurrence of security events. We monitor continuously and verify the effectiveness of protective measures including network and physical activities.

Respond

We ensure response planning processes are executed during and after an incident, so that we take appropriate action regarding situations and contain their impact. We also implement improvements, by incorporating lessons learned from current and previous detection/response activities.

Recover

We undertake appropriate activities to maintain plans for resilience and to restore any capabilities or services that were impaired due to an incident. Our recovery function ensures timely recovery to normal operations to reduce the impact from an incident.

Data protection

We believe that all our people and all our customers have the right to data privacy, and so we have adopted the best practices and standards set out in the General Data Protection Regulation ('GDPR') across all of our markets and operations, and in relation to all individuals whose personal data we obtain and use (not just individuals in the EEA).

Our Group Data Protection Policy is aligned with the GDPR requirements to set out the minimum data protection standards we apply throughout our operations so that we use all personal data transparently, fairly and securely.

To ensure implementation, and to remain uncompromising on Quality and Compliance, our Core Mandatory Controls framework forms the mechanism to define, monitor and achieve consistently high standards. Control and oversight is provided through our CyberSecurity Team, Group Legal & Compliance and the Internal Audit team. We have mandatory training on data privacy for all employees and global data breach response processes.

directors' report

The Directors present their report and the audited consolidated financial statements for the year ended 31 December 2022 in Book two and Book three.



This report has been prepared in order to provide all stakeholders with a comprehensive understanding of how our governance framework supports our Science-based Customer Excellence approach."

Andrew Martin
Chairman

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Board promise

- 1 We recognise our responsibility to all stakeholders and will strive to ask the questions that matter and make the right decisions.
- 2 We will be forward looking and use our diverse perspectives and insights to promote Intertek's Purpose of bringing Quality, Safety and Sustainability to life.
- 3 We will inspire our people to take client relationships and our performance to greater heights and to create sustainable growth for all.

Governance structure

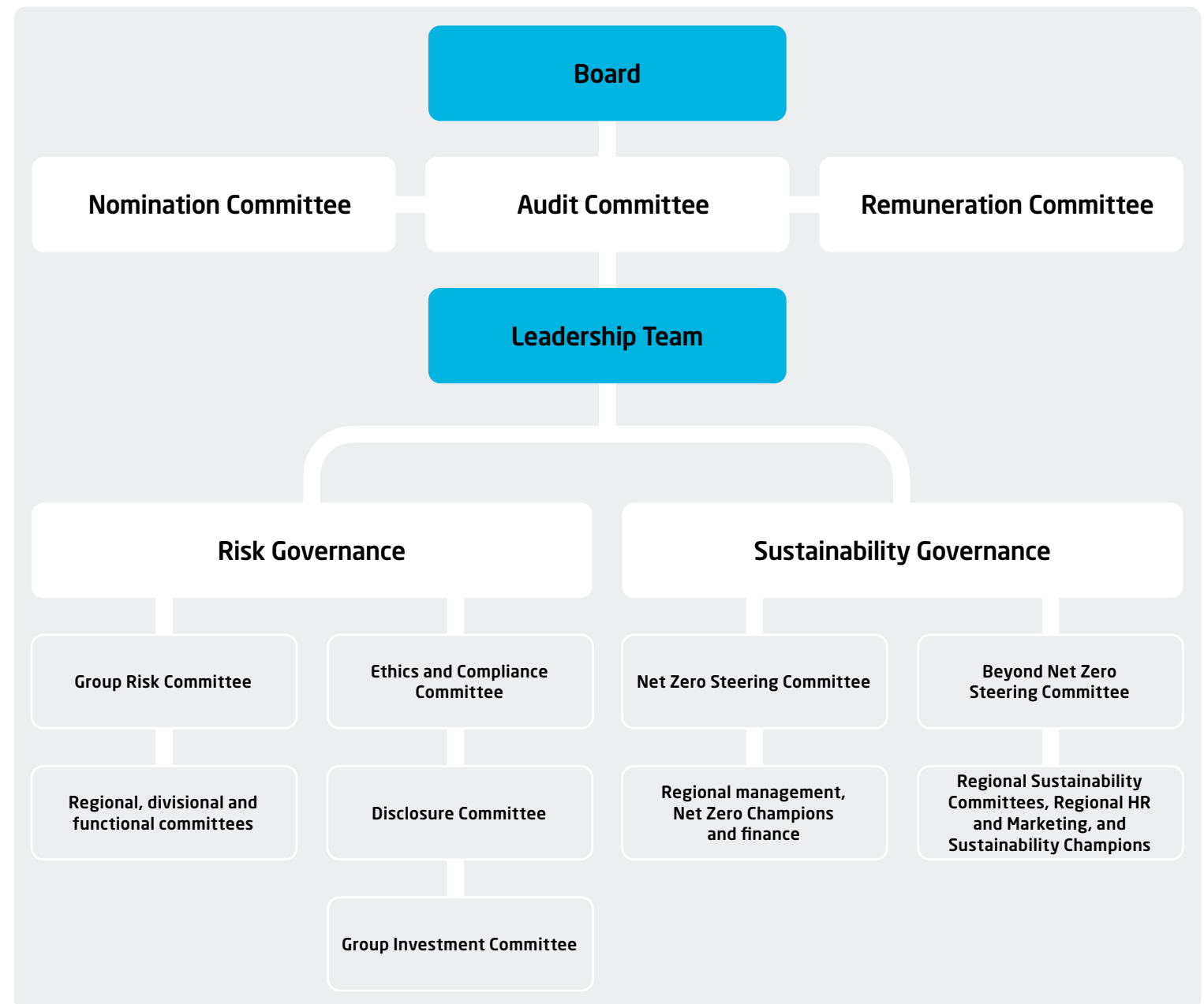
We are deeply committed to our sustainability agenda. Underpinning the delivery of our sustainability strategy is a strong governance structure, to deliver sustainable value for all our stakeholders, in particular our customers, employees, shareholders, regulators and communities.

Our Board of Directors is responsible for the overall stewardship of the Group and delivery against strategy, through our Leadership Team. This includes setting our Purpose, Values and standards.

Sustainability governance is delivered by two workstreams: the Net Zero Steering Committee and the Beyond Net Zero Steering Committee. The Net Zero Steering Committee is chaired by the CEO and comprises the Head of Sustainability, Chief Financial Officer, Head of Finance-Sustainability and the Group General Counsel. It focuses on the development, implementation and performance of our net zero roadmap and our science-based emission reduction targets to get us to net zero by 2050.

The Beyond Net Zero Steering Committee, which is also chaired by the CEO, comprises the Head of Sustainability, SVP Corporate Development Group, EVP Marketing and Communications, Director Group Corporate Communications and the Group General Counsel. This Committee focuses on the overall delivery against our sustainability strategy.

Both Committees meet on a bi-monthly basis. To support the efforts of the Steering Committees, formal and informal committees led by regional management across the Group help to disseminate and drive our sustainability strategy across the regions for our people, the communities in which we operate, the environment and our customers.



Chairman's introduction



On behalf of the Board, I would like to express our appreciation to the entire workforce. The strength of the business reflects their incredible hard work and commitment."

Andrew Martin
Chairman

Dear shareholder

We began 2022 looking forward to a period of recovery as we emerged from the worst of the pandemic. However, it turned out to be a year of considerable instability with continuing reverberations from Covid-19, particularly in China, economic headwinds, conflict in Ukraine and unprecedented levels of inflation.

Against this challenging backdrop, my Board colleagues and I are very proud of what our people have achieved. With a culture focused on our Purpose of 'Bringing quality, safety and sustainability to life' and led by a management team dedicated to growth and strategic execution in a market with attractive fundamentals, our proven business model delivered 2022 revenues of £3.2bn, up 14.6% at actual rates on 2021 and higher than pre-Covid levels recorded in 2019.

During and since the pandemic, we have been very cognisant of the importance of supporting our great people and, in turn, continuing to provide best-in-class services to our clients. Although we saw some pressure on margins because of the rapid increase in inflation and the Covid-induced shutdown of our Chinese business, we are delighted at how the business has performed.

Our cash performance remained strong enabling us to invest in growth initiatives and respond to client demands. We continued to devote funds to innovation and I would like to highlight three that once again demonstrate our focus on sustainability and how we are developing services aligned with our Purpose and mission. First, CircularAssure, a programme of assurance, testing and certification services helping plastics companies move towards a circular economy; second, the Think Green Initiative audit programme that is part of our commitment to assisting companies to tackle climate change; and third, Intertek Hydrogen, which provides end-to-end quality, safety and sustainability assurance across the entire hydrogen value chain.

SAI Global Assurance, the leading provider of assurance services acquired in 2021, is now fully integrated and made a significant contribution to performance. In 2022, we were pleased to welcome Clean Energy Associates, which brings important new capabilities and additional capacity providing assurance services in the solar energy and energy storage markets to support our customer offering in the World of Energy.

We have retained our financial discipline: our balance sheet remains strong with net debt of £738m while our return on capital for 2022 was 18%.

In line with our dividend policy, the Board is proposing a final dividend of 71.6p, making an unchanged full-year dividend of 105.8p and a dividend payout ratio of 50%.



Chairman's introduction Continued

People

I have already referred to our culture which I see as crucial to accelerating the delivery of our strategy and providing competitive advantage. Despite facing continuing challenges from Covid-19, I am constantly impressed by our people's energy, enthusiasm and commitment to our Values.

As a customer focused business, our people are key. I am convinced that we have the best people in the industry, delivering our mission through exemplary service to our customers and producing the best results for our shareholders. I have been particularly impressed by our ability to leverage the scale and capabilities of the Group whilst ensuring local agility to remain able to meet the demands and requirements of our customers. Local knowledge and proximity to our customers is key, and the leadership of most of our businesses around the world, is largely comprised of people from the respective regions or countries. Business line leadership is strongly influenced by expert knowledge of the relevant business line.

On behalf of the Board, I would like to express our appreciation to the entire workforce. The strength of the business reflects their incredible hard work and commitment. Their efforts have and will continue to underpin our performance as we manage the current market conditions and grasp the significant growth opportunities we see.

Governance and the Board

One of my key responsibilities as Chairman is to ensure good corporate governance, which I firmly believe underpins the sustainability of our business and delivery of our strategy. In this regard, I would like to thank my fellow Board members for their unstinting support.

The pandemic saw the Board learn to operate differently and although we recognise the benefits from the use of technology to enable virtual meetings, we all agree that it is no substitute for face-to-face engagement. Alongside our scheduled Board meetings, for the first time since 2019 we held a physical Board meeting overseas in Delhi where we met senior management from South Asia, the Middle East and sub-Saharan Africa and visited important

customers. The Board felt the enthusiasm of our colleagues in India for the tremendous opportunities for the future. I also visited operations in the UK, Italy, Canada and the USA and had a virtual meeting with the team in Dubai.

The Board received regular feedback on meetings with investors throughout the year and last Spring I met with a number of leading institutional shareholders.

Diversity in all forms leads to more productive and balanced discussion. I am pleased that today, the Board complies with the provisions of both the FTSE Women Leaders Review on gender diversity and the Parker Review on ethnic diversity. Half of the Board's Non-Executive Directors are women and two identify as non-white. And we are making encouraging progress on equity, diversity and inclusion through the organisation.

I am delighted Jez Maiden joined the Board on 26 May 2022. Jez brings significant experience as an international public company CFO across different industries and has also joined the Audit Committee. We welcomed Kawal Preet, with her 25 years of experience as a leader and senior executive in Asia Pacific, the Middle East and Africa, to the Board on 31 December 2022. Both Jez and Kawal are strong additions to the Board and bring important new skills and knowledge.

As Chairman, I am responsible for ensuring the effectiveness of the Board, its Committees and individual Directors. The evaluation and performance review of the Board was internal this year. The evaluation concluded that the Board and its Committees are performing effectively, with clear and appropriate terms of reference, policies and processes; have the necessary information and resources provided and time allocated for discussions to function effectively; and have an appropriate balance of skills, experience and knowledge to encourage challenge and debate.

Outlook

As we look to the future, I am confident that Intertek is in a strong position given the increased demand for our ATIC solutions. We have aligned our clear Purpose and strong culture to leverage the capabilities and expertise of our great people in order to take advantage of the significant structural growth opportunities we see globally in the assurance, testing, inspection and certification industry. This will enable us to continue to deliver sustainable growth and value for all stakeholders.



As we look to the future, I am confident that Intertek is in a strong position given the increased demand for our ATIC solutions."

Compliance with the 2018 UK Corporate Governance Code ('Code')

This report has been prepared in order to provide stakeholders with a comprehensive understanding of our governance framework and to meet the requirements of the Code, the Listing Rules ('LR') and the Disclosure Guidance and Transparency Rules ('DTR'). A copy of the Code is publicly available at www.frc.org.uk.

Page 36 sets out how this section has been structured around the Code Principles.

The Board confirms that during 2022, the Company has consistently applied the principles of good corporate governance contained in the Code and has complied with the provisions apart from Provision 38. Provision 38 stipulates that the pension contribution rates for Executive Directors should be aligned with that of the workforce. The pension contribution for all new Executive Directors appointed to the Board since 2018 has been aligned with that of the workforce. However, when the current CEO joined Intertek in 2015, and prior to the introduction of provision 38 in the Code issued in 2018, his contract stipulated a pension contribution of 30% of base salary per annum.

This is more than the pension contribution of the majority of the UK workforce. Regardless of the obligations outlined in the CEO's contract, agreement was reached with the CEO to reduce his pension from 30% of base salary to 5% over a period of five years starting from 2021, and from 1 June 2023, the pension contribution will reduce to 1.5% of base salary. More information on the engagement with shareholders on this issue is outlined in the letter from the Chair of the Remuneration Committee in the 2021 Annual Report & Accounts.

A more detailed explanation of our compliance can also be found on our website at intertek.com. The information required to be disclosed in accordance with DTR 7.2.6 can be found in the Other Statutory Information section on pages 104 to 107.

Board of Directors (Tenure is given as at 31 December 2022)

Former Directors who served during the year

No Directors left the Board during 2022.



1 Andrew Martin Chairman

Appointed to the Board in May 2016;
appointed Chairman in January 2021

Committee: N

Nationality:

Ethnicity: White

Tenure: 6.5 years

Independent: Yes

Current principal external appointments:

Non-Executive Chairman of Hays plc and a Non-Executive Director of the John Lewis Partnership Board.

Key strengths:

- Wide-ranging and extensive financial background.
- Extensive experience of the travel, hospitality and support services sectors.

Experience:

Andrew was Group Chief Operating Officer for Compass Group plc until 2015, and prior to that, he served as their Group Finance Director for eight years until 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 (now ITV plc) and was a partner at Arthur Andersen.

He was previously a Non-Executive Director of easyJet plc and Chair of their Finance Committee until August 2020.



2 André Lacroix Chief Executive Officer

Appointed to the Board in May 2015

Committee: N/A

Nationality:

Ethnicity: White

Tenure: 7.5 years

Independent: N/A

Current principal external appointments:

None.

Key strengths:

- Excellent track record of delivering long-term growth strategies and shareholder value globally across diverse territories.
- Strong leadership skills.

Experience:

From 2005 to 2015, André was Group CEO of Inchcape plc, during which time he 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.

He was previously Chairman and Chief Executive Officer of Euro Disney S.C.A., President of Burger King International operations and formerly the Senior Independent Director of Reckitt Benckiser Group plc from October 2008 to December 2018.



3 Jonathan Timmis Chief Financial Officer

Appointed to the Board in April 2021

Committee: N/A

Nationality:

Ethnicity: White

Tenure: 1.75 years

Independent: N/A

Current principal external appointments:

None.

Key strengths:

- Track record as an experienced finance executive.
- Broad international experience in highly successful companies.

Experience:

Until March 2021, Jonathan was the CFO Health at Reckitt Benckiser Group plc where he also served as the Group Contoller, 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 a Fellow of the Chartered Institute of Management Accounting.

Committees

Audit	
Nomination	
Remuneration	
Committee Chair	

Board of Directors Continued



4 Graham Allan Senior Independent Non-Executive Director

Appointed to the Board in October 2017

Committee: (N) (R)

Nationality:

Ethnicity: White

Tenure: 5 years

Independent: Yes

Current principal external appointments:

Senior Independent Non-Executive Director of InterContinental Hotels Group plc, Non-Executive Director of Associated British Foods plc and Americana Restaurants International PLC and a Director of Ikano Retail Pte Ltd (privately owned). Chairman of Bata International (privately owned) and adviser to Nando's Ltd.

Key strengths:

- Extensive international consumer and retail experience.
- Wide-ranging knowledge of the Asian market.
- Strong management knowledge and extensive board-level experience.

Experience:

Graham was Group Chief Executive of Dairy Farm International Holdings Limited, 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.



5 Gurnek Bains Non-Executive Director

Appointed to the Board in July 2017

Committee: (N) (R)

Nationality:

Ethnicity: Asian

Tenure: 5.5 years

Independent: Yes

Current principal external appointments:

Managing Partner of Global Future Partnership LLP and CEO of Nous Think Tank.

Key strengths:

- Wide-ranging experience working with senior leaders internationally providing an important voice on people.

Experience:

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 and assessment, board development and strategic talent development.

He is Chair of Akram Khan Dance Company.

He has a doctorate in Psychology from Oxford University.



6 Lynda Clarizio Non-Executive Director

Appointed to the Board in March 2021

Committee: (A)

Nationality:

Ethnicity: White

Tenure: 1.75 years

Independent: Yes

Current principal external appointments:

Non-Executive Director of CDW Corporation, Emerald Holding, Inc and Taboola.com Ltd (US listed companies), and Simplifi Holdings, Inc., and Cambri Oy (both privately owned).

Key strengths:

- Strong track record of leadership in complex organisations.
- Significant experience in digital measurement and broader technology.
- Extensive board-level experience.

Experience:

Lynda is the Co-Founder and General Partner of The 98, an early-stage venture fund investing in tech-enabled businesses led by women. Lynda was 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.

She is Vice Chair of Human Rights First, a non-profit international human rights organisation.



7 Tamara Ingram OBE Non-Executive Director

Appointed to the Board in December 2020

Committee: (N) (R)

Nationality:

Ethnicity: White

Tenure: 2 years

Independent: Yes

Current principal external appointments:

Non-Executive Director of Marsh & McLennan Companies, Inc., Marks and Spencer Group plc and Reckitt Benckiser Group plc.

Key strengths:

- A long-standing leadership career in advertising, marketing and digital communication.
- A deep understanding of consumer brands and digital strategy.

Experience:

Tamara held leadership roles within WPP from 2002, and was the Global Chair of Wunderman Thompson (a subsidiary of WPP plc). Her executive experience includes senior roles at Kantar Group, McCann Erickson and Saatchi & Saatchi UK, where she held the roles of CEO and Executive Chair. Tamara was previously a Non-Executive Director of Sage Group plc and Serco Group plc.

She is Chair of Asthma + Lung UK.

Board of Directors Continued



8 Jez Maiden Non-Executive Director

Appointed to the Board in May 2022

Committee: A

Nationality:

Ethnicity: White

Tenure: 0.5 years

Independent: Yes

Current principal external appointments:

Group Finance Director for Croda International Plc and Non-Executive Director of the Centre for Process Innovation Ltd.

Key strengths:

- Wide-ranging and extensive financial background.
- Extensive experience in a diverse range of industries and sectors across all geographies.

Experience:

Jez has been the Group Finance Director for Croda International Plc, the FTSE100 global speciality chemicals company, since 2015. Before he joined Croda International Plc, he was the Group Finance Director at National Express Group PLC from 2008. Jez was also previously the Group Finance Director at Northern Foods Plc and Chief Financial Officer at British Vita Plc. He was previously the Senior Independent Director, Chair of the Audit Committee and a member of the Nomination and Remuneration Committees at Synthomer plc and Chair of the Audit & Risk Committee and a member of the Nomination and Remuneration Committees at PZ Cussons plc. Jez is a Fellow of the Chartered Institute of Management Accountants.



9 Kawal Preet Non-Executive Director

Appointed to the Board in December 2022

Committee: N/A

Nationality:

Ethnicity: Asian

Tenure: –

Independent: Yes

Current principal external appointments:

President, Asia Pacific, Middle East and Africa for FedEx and US-ASEAN Business Council and Junior Achievement, Asia Pacific.

Key strengths:

- Strong executive experience in fast-paced and complex organisations.
- Significant experience in transportation and airline industries.
- Strong regional experience in Asia Pacific, Middle East and Africa.

Experience:

After a career of over 25 years at FedEx Express, Kawal is President, Asia Pacific, Middle East and Africa, a position she has held since 2020. In that role, Kawal has responsibility for a region encompassing 103 countries and territories with nearly 40,000 employees. After working for Tata Motors as a Graduate Engineer Trainee in India, Kawal joined FedEx Express in 1997 as an Associate Engineer in Singapore. She is currently serving on the Boards of US-ASEAN Business Council and Junior Achievement, Asia Pacific. Kawal was previously a Non-Executive Director of Asia Airfreight Terminal Co. Ltd, a private company from 2016 to 2020. Kawal Preet has a degree in Electrical Engineering and an MBA.



10 Gill Rider CB Non-Executive Director

Appointed to the Board in July 2015

Committee: A R

Nationality:

Ethnicity: White

Tenure: 7.5 years

Independent: Yes

Current principal external appointments:

Chair of Pennon Group plc. Chair of South West Water and Bristol Water plc (both subsidiaries of Pennon Group plc) and Pro-Chancellor of the University of Southampton.

Key strengths:

- Successful global experience on the people agenda.
- Extensive experience as a Non-Executive Director.
- Strong experience on remuneration and sustainability issues.

Experience:

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. Previously Gill was a Non-Executive Director of De La Rue plc and, until January 2020, Senior Independent Director of Charles Taylor Plc, where she also chaired their Remuneration Committee.

She is currently President of the Marine Biology Association and was also previously President of the Chartered Institute of Personnel & Development.



11 Jean-Michel Valette Non-Executive Director

Appointed to the Board in July 2017

Committee: A

Nationality:

Ethnicity: White

Tenure: 5.5 years

Independent: Yes

Current principal external appointments:

Non-Executive Director of Sleep Number Corporation and Lead Director (Senior Independent Director) of The Boston Beer Company, both of which are US listed companies and Fine & Rare Wines Ltd.

Key strengths:

- Extensive knowledge of the US market.
- Strong leadership and board-level experience, with purpose-driven companies.

Experience:

Jean-Michel has more than 30 years' experience in management, US public company corporate governance, strategic planning and finance. Previously, he 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 was Chair of Sleep Number Corporation until May 2022.

He currently serves as an independent adviser in the US to select branded consumer companies.

He has an MBA from Harvard Business School.

Direct reports to the CEO (as at 27 February 2023)

Global functions

Tony George

Executive Vice President,
Human Resources


Ken Lee

Executive Vice President,
Marketing and Communications


Julia Thomas

Senior Vice President,
Corporate Development
Group


Mark Thomas

Group General Counsel and
Head of Risk & Compliance
Group


Jonathan Timmis

Group Chief Financial Officer



Geographies

Jon Qin

CEO, Greater China


Sandeep Das

Regional Managing Director,
South Asia and MENAP
Product


Ayush Dhital

Regional Managing Director,
Asia Pacific


Ian Galloway

Executive Vice President,
Middle East and Africa


Ross McCluskey

Executive Vice President,
Europe and Central Asia


Carlos Velasco

President, Latin America



Global business lines

Colm Deasy

President, Transportation
Technologies, Building &
Construction and People
Assurance


John Fowler

Senior Vice President,
Exploration and Production


Ian Galloway

Executive Vice President,
Global Trade


Sandeep Das

President, Global Softlines
and Hardlines


Bertrand Mallet

Executive Vice President,
Industry Services


Calin Moldovean

President, Business
Assurance and Food
Services


Saranpal Rai

President, Electrical and
Connected World



Board Leadership and Company Purpose

Effective and entrepreneurial board

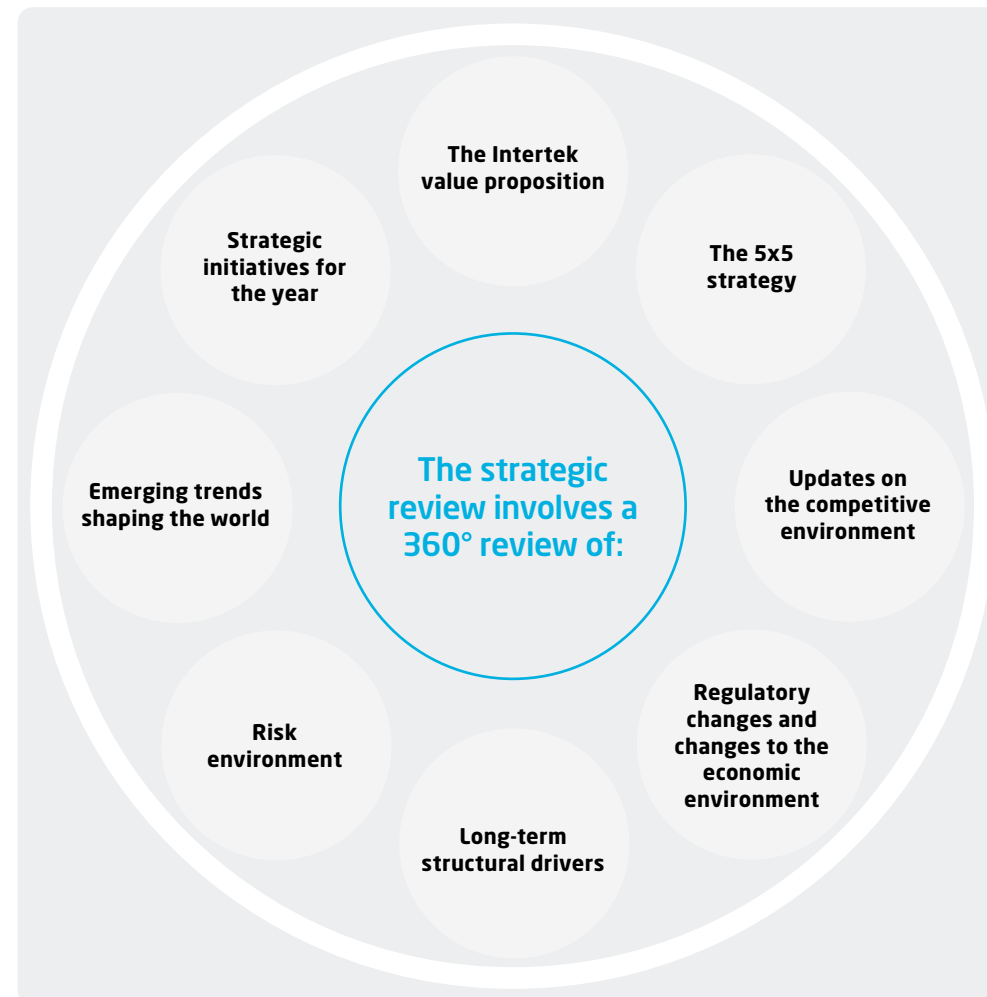
Our Board comprises a Chairman, CEO, CFO and eight independent Non-Executive Directors. We all have differing skills, a wide range of diverse experience and extensive knowledge built up over time in our professional careers, which enables the Board to fully understand the strategic business drivers of Intertek, but also the risks and exposures associated with the multiple sectors and regions in which the Company operates. During the year, we welcomed two new Directors on the Board which brings new skills, views and perspectives as outlined in the Nomination Committee report on pages 67 to 70.

The need for an effective and entrepreneurial Board to provide the right leadership continues to be important; our combined experience of dealing with economic crises over the past 30 years has helped to inform and qualify us to effectively manage the ongoing impact of the pandemic as it went on into the first half of 2022, the changing macro-economic environment and the increasing awareness of the risks associated with climate change, to ensure the long-term sustainable success of the Company is not hindered. As such, our collective experiences have enabled us to preserve the long-term value of the business for our shareholders, our people and our customers, as well as the wider community as a whole for years to come.

The governance of Intertek is the responsibility of the Board, with the support of the Group Company Secretary, and provides the framework of authority and accountability that operates throughout the Company to ensure the needs of all stakeholders are considered and met. Good governance requires the Board to lead, guide and support the business in its quest for long-term sustainability and viability through strategic planning, and part of the governance structure in place is the development, implementation and monitoring of the 5x5 strategic plan for growth throughout the year. This is an ongoing process which is reviewed annually by the Board and involves a thorough review of the progress being made on the implementation of the strategy and the five-year business plan. The strategic review involves a 360° review of the Intertek value proposition, the 5x5 strategy,

updates on the competitive environment and regulatory changes. The changes to the economic environment, the long-term structural drivers and emerging trends shaping the world are discussed, as well as the resulting impact on Intertek, together with the strategic initiatives for the year and ensures alignment with our Purpose of bringing quality, safety and sustainability to life for an ever better world.

We are also responsible for ensuring that the appropriate financial resources and people with the right skills and behaviours are in place to achieve the long-term strategy and deliver long-term sustainable performance. Further information on our strategy and progress towards delivering our strategic aims is set out in the Strategic report in Book one and further information on the activities of the Board is outlined in the table on pages 48 to 49.



The Intertek value proposition and Purpose

For more than 130 years, Intertek's story has always been about innovation. In 1885 we began testing and certifying grain cargoes before they were put to sea, and in 1888 we pioneered the idea of independent testing laboratories. Then in 1896, the greatest inventor of them all became part of our story. When Thomas Edison released the wonders of electricity and the light bulb he wanted to ensure that his products were checked, tested and safe. He established the Lamp Testing Bureau, later to become the Electrical Testing Laboratories.

Today, our superior customer service is based on our Science-based Customer Excellence approach that we have built up over many years, based on three essential components, namely: our science-based technical expertise, our science-based continuous improvement and our science-based innovation.

The foundations and aspirations of our business remain true to those established by our visionary founders, and their innovation and energy continue to be our inspiration. Our passion and entrepreneurial culture will ensure that we deliver for our customers in safety, quality and assurance – today and in the future.

The Board, with the Leadership Team, sets the corporate culture that defines our Purpose and establishes an environment where values are appreciated and respected, encouraging all of our people to 'Do Business the Right Way'. Our culture and Values have been, and remain, the core foundations of Intertek. Our 10X culture is one of entrepreneurial spirit and high performance, where we are totally focused on our customers, as outlined on pages 17 to 23.

Board Leadership and Company Purpose Continued

Board oversight of culture

Our success is based on a culture of trust amongst our colleagues, globally. To support and ensure this trust, we continuously monitor and develop further insights into the culture operating within the business. In doing so, we review the following throughout the year:

Area	Link to culture
View from the top	<p>Town Halls allow the dissemination of information to employees across the Group and enable local leadership to communicate the right behaviours and cultural expectations, as well as give peer nominated awards for demonstrating our 10X Energies. Town Halls occur monthly at every Intertek location globally; they are monitored as it is a Core Mandatory Control. The 10X growth, coaching, training, people planning and the focus on recognition at all levels ensures that the right values and culture are driven throughout the organisation.</p> <p>The Board also reviews voluntary permanent employee turnover and the Group Engagement Index and as outlined on page 11, two of our Beyond Net Zero targets are a voluntary permanent employee turnover rate < 15% (2022: 14%, 2021: 13%) and having a Group Engagement Index of 90 (2022: 80, 2021: 80).</p>
Globally aligned reward and incentive schemes	Our long-term incentive schemes are aligned so as to drive the right behaviours and values of our business, globally, in line with our Purpose right down throughout Intertek. In 2022, following feedback from our shareholders and other stakeholders and in line with the Group's wider Purpose of bringing quality, safety and sustainability to life, we introduced an ESG element into the annual incentive framework. More information is outlined in the Remuneration Committee report.
Health and wellbeing	<p>Due to the importance we place on safety within Intertek, we have updates at every Board meeting on Health and Safety statistics across the Group to monitor trends year-on-year and to ensure that the right practices are being followed.</p> <p>As outlined on page 10, one of our Beyond Net Zero targets is having Total Recordable Incidents < 0.5 per 200,000 hours worked (2022: 0.44, 2021: 0.51).</p> <p>There were regular emails to the Board to closely monitor our people's health and wellbeing as the pandemic continued into 2022.</p>
Ethics and compliance reports	Updates at every Board meeting on all hotline and whistleblowing reports and analysis by issue type. This enables the Board to determine if there are any trends which need further analysis or investigation. For more information see pages 50 and 76.
Training	<p>Everyone in the organisation is asked to complete annual training on the Intertek Code of Ethics to demonstrate our understanding of, and commitment to, the highest standards of business conduct and ensure that we do business the right way. For more information see page 34. As outlined on page 34, one of our Beyond Net Zero targets is having 100% compliance training completion (2022: 97%, 2021: 94%).</p> <p>There is also annual training on the Core Mandatory Controls with further information outlined on page 76.</p>
Key claims reports	Updates at every Board meeting on material legal claims and a review of the significant legal claims by the Audit Committee to monitor the trends and types of claims.
Internal audit reports	Updates at every Audit Committee meeting on internal audit reports, the areas of non-compliance with the Core Mandatory Controls and actions taken to address the non-compliance together with trend analysis to underscore that we are 'Doing Business the Right Way'.
Acquisitions	When the Board is considering acquisitions, one of the factors we consider is the culture of the business being acquired and how it will fit within the Intertek Group. The Board deemed the acquisition of Clean Energy Associates, LLC, a market-leading independent provider of Quality Assurance, supply chain traceability and technical services to the fast-growing solar energy and energy storage sectors, to have a similar culture of high performance and passion for customers.

Employees' perspective on our culture

Visits to locations across the world, both virtual and in-person, provide an opportunity for the Board to see the culture operating in situ. Below are some of our colleagues' views on culture in Latin America.



Intertek's culture is living day by day with new possibilities to improve processes focused on reducing errors and providing customers with quality services, challenging ourselves to grow professionally."



Claudia María Torres
Quality and Compliance Officer,
El Salvador



Intertek's culture focuses on human resources, promoting teamwork, with ideas aimed at continuous improvement, in which we all do our bit to achieve the objectives, to exceed the expectations of our clients and to be their main ally, which makes us continue to be leaders in the market, feeling the pride of belonging to a great family that is governed by very high quality standards and that encourages you to be better day by day."

Veronica Luna
Sustainability Manager, Mexico



Intertek's culture is about passion and purpose; passion in every project and every goal with the clear purpose of helping our clients to position themselves as a benchmark of total quality."

Ilse Peralta
Government Sales Manager, Mexico



The foundations and aspirations of our business remain true to those set by our visionary founders, and innovation continues to be our inspiration. Our passion will ensure that we deliver for our customers safety, quality and sustainability to everyone's lives.

After ten years at Intertek, I realise that not only does the Company have its culture, but it also works and adapts to the culture of customers in different countries."

Joel Silva
Inspector, Brazil



Six years ago, when I joined the Intertek Team, I started as an Operations Assistant. I have always sought to be the best of Intertek's 10X Energy, motivating and engaging myself to always perform my best. I have always been in search of knowledge and experience, by taking internal training and undertaking extracurricular courses together with higher education, to always keep me engaged and have good relationships internally and with customers. Today, I am now an Operational Coordinator due to the 10X Culture."

Alexsandro Ferreira
Operational Coordinator Caleb Brett, Brazil



Intertek's culture is to do our day-to-day work honestly, always doing the right thing with passion and dedication and treating each service as if it were ours; providing our clients with quality services."



Lucina German
Caleb Brett Administrative
Manager, Mexico

Board and Committee framework

Our Board of Directors

The Board has the ultimate and collective responsibility to promote the long-term sustainable success of the Company, ensuring that value is created for shareholders and contributes to wider society through its effective, entrepreneurial and innovative leadership. They ensure that the necessary resources are in place for the Company to meet its objectives and measure performance against them. Our Board consistently acts with integrity, leads by example and promotes the culture to ensure its dissemination throughout the Company. It sets the strategic aims of the Company, its Purpose, customer promise, Vision and Values in alignment with our culture as outlined in Book one, pages 10 to 23.

The Board recognises the importance of its obligations under section 172 of the Companies Act 2006 to engage with, and consider, key and relevant stakeholders as part of its decision-making process. More information on the principal decisions made by the Board are in Book one, page 59.

The activities of the Board during 2022, and how the Board's governance contributes to the delivery of Intertek's strategy, is outlined on pages 48 and 49.

The Board delegates certain matters to its three principal Committees to carry out business as defined in their respective Terms of Reference. The remit, authority and composition of each Committee are clearly laid out and reviewed regularly to ensure that the support provided to the Board is effective. The Board also maintains the Board Approval Matrix which outlines the matters reserved for the Board. When necessary, the Board may delegate very specific matters to ad hoc subcommittees with clearly defined responsibilities and for a limited period of time. The Terms of Reference for each Committee and the Board Approval Matrix are available at [intertek.com](https://www.intertek.com).

Nomination Committee

Ensures the Board and its Committees have the correct balance of skills, experience and knowledge and that adequate and orderly succession plans are in place.

Audit Committee

Oversees the Group's financial reporting, ensuring the effectiveness and independence of the external and internal audit functions and reviews the Group's financial internal controls and risk management systems.

Remuneration Committee

Establishes the Group's Remuneration Policy and ensures that it supports the strategy promoting the long-term sustainable success of the Group and that there is a clear link between performance, remuneration and alignment with our Purpose, Values and strategy.

Leadership Team

The Board delegates specific responsibilities, subject to certain financial limits, to management. This is governed by the Core Mandatory Controls, an annually reviewed and refreshed framework that allows the delivery of the strategic aims and financial performance whilst allowing risk to be assessed and managed.

Biographical details of the Leadership Team can be found at [intertek.com](https://www.intertek.com).

Supporting Committees

The Leadership Team operates a number of supporting committees which provide oversight on key business activities and risks as outlined on page 37.

Board and Committee framework Continued

The following pages give an insight into how we, as a Board, use our meetings as a mechanism for discharging our responsibilities, including how the consideration of stakeholders is embedded into our workings as a Board and the range of matters we considered and discussed throughout the year.






Each Board meeting follows a carefully structured agenda agreed in advance by the Chairman, CEO and Group Company Secretary; this ensures that proper oversight of key areas of responsibility are scheduled regularly, and that adequate time is available for the Board to fully consider strategic matters. Every December, the Board reviews, discusses and agrees the Group's strategic plan and objectives. During the year, the Board then monitors and reviews the performance of the business to ensure that the strategic objectives are being met. The topics in the following table are presented to the Board for review against the 5x5 strategy to ensure that the goals underlying our strategy for growth have been met during the year. The 5x5 strategy and goals are outlined in Book one, page 10 and the outcome of some of the decisions made by the Board during the year in line with the 5x5 strategy are outlined in Book one, page 59.

In addition to regular items, we receive presentations from the Leadership Team and global leaders across the business on their areas of responsibility and expertise. External speakers also present periodically to provide an overview on global or regional matters. One meeting a year is conducted overseas and this year it was held in India.

Principal risks















































- 01** Reputation
- 02** Customer service
- 03** People retention
- 04** Macroeconomic
- 05** Health, safety and wellbeing
- 06** Industry and competitive landscape
- 07** IT systems and data security
- 08** Covid-19
- 09** Contracting
- 10** Regulatory and political landscape
- 11** Business ethics
- 12** Financial risk

Strategic priorities





















































-  Differentiated brand proposition
-  Superior customer service
-  Effective sales strategy
-  Growth and margin-accretive portfolio
-  Operational excellence
































Key to stakeholder groups

- i. Customers
- ii. Communities
- iii. Investors
- iv. People
- v. Other

Topics	Link to strategic priorities	Link to stakeholders
Strategy		
Link to risks: 01 02 03 04 05 06 07 08 09 10 11 12		
2022 Board Strategic Agenda	    	All
Group M&A Strategy		All
Consideration and approval of acquisitions		All
Group Assurance Strategy	    	All
The Intertek World of Energy	    	All
Group Strategy and five-year plan	    	All
Group Portfolio Update		All
Group IT Strategy	 	i. iii. iv.
Topics for the 2022 strategy session	    	All
2023 Annual Budget		All
Financial management and performance		
Link to risks: 01 02 03 04 06 07 08 09 10 11 12		
CEO report	    	All
Finance report		All
Investor Relations report		iii.
Financial forecasts		iii.
Approval of full-year results, Annual Report & Accounts, half-year results and the AGM circular and proxy	    	iii.
Trading Updates shareholder feedback		iii.
Final and interim dividends		All

Board and Committee framework Continued

Topics	Link to strategic priorities	Link to stakeholders
People and culture strategy		
Link to risks: 01 02 03 11 12		
Group Talent Planning	  	iv.
Group People Strategy	  	iv.
Executive Committee succession planning	  	iv.
Sustainability		
Link to risks: 01 02 03 04 05 06 08 10		
Sustainability moments at every Board and Committee meeting	    	All
Group Sustainability Strategy		All
Corporate governance		
Link to risks: 01 02 03 04 05 06 07 08 09 10 11 12		
Reports of the activities of the Audit, Nomination and Remuneration Committees	    	iii. iv. v.
Notice of 2022 AGM and Proxy Form	    	iii
AGM preparation (Chairman's script, Questions & Answers, proxy votes and proxy advisors voting reports)	    	iii.
Chairman's Corporate Governance Shareholder Roadshow Feedback	    	iii.
Re-election of Directors at the 2022 AGM	    	iii. iv.
Directors' conflicts of interest		All
2022 Internal Board, Director and Committee evaluation process	    	All
2021 External Board, Director and Committee effectiveness review	    	All
Purchase of shares by ESOT		iv.

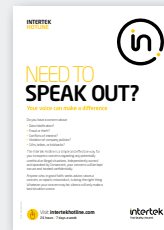
Topics	Link to strategic priorities	Link to stakeholders
Compliance and risk		
Link to risks: 01 02 03 04 05 06 07 08 09 10 11 12		
Quarterly Integrated Risk, Control, Compliance and Quality report	    	All
2021 Modern Slavery Act Statement		All
TCFD risks opportunities and impact	    	All
Customers		
Link to risks: 01 02 03 04 05 06 07 08 09 10 11 12		
Group Innovation Strategy	    	i. iv.
Group Marketing Strategy	    	i. iii.
Other		
Link to risks: 01 02 03 04 05 06 07 08 09 10 11 12		
Overseas Board meeting in Delhi, India	    	All
External speakers	    	All

Board and Committee framework Continued

Compliance, whistleblowing and fraud

Intertek is committed to maintaining a culture where issues of integrity and professional ethics can be raised and discussed, which is aligned to our Values to always do the right thing with precision, pace and passion. This also forms part of our 5x5 strategy for growth. The Group's key ethics and integrity policies are set out in the Code of Ethics and a detailed description of the topics covered by the Code of Ethics, its operation during the year and the outcomes of these policies are contained on page 34. All third parties working are required, as a condition of engagement, to document their acceptance and understanding of the Intertek Code of Ethics and Intertek Anti-Bribery Policy before commencing work on our behalf. It is the responsibility of each third party acting on Intertek's behalf to understand and apply these two Intertek Policies.

Whistleblowing is the responsibility of the Board and the Group has a whistleblowing process which includes a global hotline system enabling all employees, contractors, suppliers and others to confidentially report suspected misconduct or breaches of the Code of Ethics. Hotline posters are required to be displayed in a clearly visible position at each Intertek site and is a Core Mandatory Control. This is supported by dedicated Compliance Officers across the Group's markets who undertake the investigation of any issues arising from reports to the hotline system or from other sources, such as routine compliance questions. The Board receives quarterly reporting on whistleblowing and integrity issues. The Group Compliance function is independent of the Group's operational business and reports directly to the Group General Counsel.



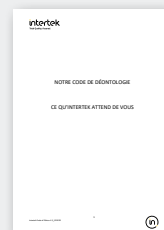
Hotline poster in English



Hotline poster in Indonesian



Hotline poster in Turkish



Code of Ethics booklet in French

Internal control and risk management

Intertek has implemented an end-to-end integrated approach to risk, control and compliance which embeds risk management throughout our business; allows us to dynamically adapt our controls, policies and assurance activities as our risk environment changes; and creates responsibility and oversight of our risk identification and risk mitigation actions to ensure they are effective, relevant and robust.

Our integrated risk management framework

Risk management is embedded throughout our organisation using a framework of divisional, regional and functional risk committees. These committees meet quarterly to identify, monitor and assess the risks within their area of responsibility using tools which include a dashboard of leading and lagging risk indicators and risk mitigation action plans. It is the responsibility of each committee to assess whether its risk environment is changing, whether it has the right mitigation action plans and whether new or different plans are required in response to new or changing risks.

The risk committees report to our Group Risk Committee which in turn provides a report on risk and mitigation actions at each meeting of the Board.

Our integrated approach to identifying and mitigating risks

At Intertek, we view our risk environment as consisting of emerging risks (risks that are potential or future-looking) and systemic risks (risks which are concrete and actually present or inherent in our operations). Emerging risks are assessed by perceived likelihood and impact and addressed using mitigation action plans on a 'three lines of defence' model. Systemic risks are addressed using our internal controls, policies and procedures.

Our risk identification and mitigation approach is integrated and dynamic as our risk committees continually review their emerging risks and, to the extent those risks start to become systemic (or 'real'

rather than 'potential' risks), identify new controls, policies or procedures so that we can put new systemic mitigations in place.

Our integrated approach to risk assurance

We have an integrated approach to getting assurance that our risks are being appropriately and effectively identified and addressed. We use an integrated assurance map, which takes each of our emerging and systemic risks and maps an assurance framework onto them by identifying the roles or functions which are responsible for the management, control and oversight of those risks.

Evidence that this assurance is robust is primarily validated by our Internal Audit function (which audits our financial controls and risks), by our Compliance function (which audits our non-financial, operational controls and risks), and by our CyberSecurity team (which audits our IT controls and risks).

Our integrated approach to risk governance and oversight

The Board ultimately reviews the Group's risks, controls and compliance and mitigation actions. The Audit Committee is responsible for reviewing the adequacy and effectiveness of that risk framework. If this governance and oversight identifies new risks or the need for new controls, policies or procedures, those changes are made and fed back to the framework of risk committees so that governance and oversight results in a dynamic change to our risk identification and mitigation action plans.

At each Board meeting during 2022, the Group General Counsel presented an integrated risk, control, compliance and quality report including a review of:

- the Group's emerging risks, the status of the quarterly emerging risk mitigation action plans and the new quarterly emerging risk mitigation plans;
- the specific systemic risks including quarterly hotline and whistleblowing reports, key claims and authorised unlimited liability contracts; and
- the Group's systemic risk environment, the status of the quarterly systemic risk mitigation action plans and the new quarterly systemic risk mitigation plans.

Governance and Sustainability

Sustainability is central to everything we do at Intertek and, as a Purpose-led Company, it is anchored in our Purpose, Vision and Values. The Board, as part of its overall stewardship of the Company, oversees the Group's sustainability and corporate responsibility, together with any material environmental and social issues.

The Board recognises the importance of sustainability to all our stakeholders, together with the increasing risks associated with climate change and ensures that at every Board and Committee meeting, the first item on every agenda is a 'Sustainability Moment' to demonstrate its importance to the future long-term sustainable success of Intertek.

While the Board as a whole has responsibility for overseeing Intertek's approach to sustainability, the Net Zero Steering Committee and the Beyond Net Zero Steering Committee oversee and monitor our policies, practices and progress against our sustainability commitments and targets. Further information on the composition of these steering committees, together with their remit, is outlined on page 37.

At Intertek, our goal is to deliver sustainability excellence across all operations. Our sustainability agenda concentrates on our four focus areas: People and Culture, Working with our Customers, protecting the Environment and supporting the Communities in which Intertek operates, all whilst applying responsible business practices.

During the year, the Board received a detailed update on the progress of the sustainability strategy, action plans and their effectiveness.

Recognising the importance of bold ambitions, Intertek set new emission reduction targets to improve our environmental performance across our operations. These targets replace those set in 2017 and are aligned to the guidance provided by the Science Based Target initiative for near-term targets as a step on our journey to net zero by 2050.

To read more about the progress against our sustainability commitments and activities throughout the year, see pages 24 to 29.



Stakeholder relations

For more than 130 years, Intertek has understood its role in society as companies around the world have depended on us to help ensure the quality and safety of their products, processes and systems. We are focused on driving long-term sustainable performance and recognise the importance of considering Intertek's responsibilities to our customers, shareholders, and wider stakeholders.

We, as a Board, are clear on our legal duty to act in good faith, to promote the success of the Group for the benefit of shareholders and have regard to the interests of our stakeholders and other factors. These include the likely consequence of any decisions we make in the long term; the interests of employees; the need to foster the relationships we have with all of our stakeholders; the impact of our operations on the community and the environment; the desire to maintain the highest standards of business conduct; and to act fairly between shareholders.

The Directors' duties under section 172 of the Companies Act 2006 help to underpin the good governance which is at the heart of what we do. Details of how we met our obligations during 2022, by taking account of shareholder and wider stakeholder interests in our strategic planning and decision-making processes, are outlined in the section 172 statement in Book one, pages 58 to 64. Today, the expectations of all stakeholders – employees, customers, consumers, investors, communities and wider society, governments and regulators – continue to rise. This statement summarises how we have had regard for the need to foster the Company's business relationships with customers and others, and the effect of that regard, including on the principal decisions taken by us during 2022, more details of which are set out in Book one, page 59, and the value we create for our stakeholders is outlined in Book one, page 21 and 22.

In 2021, we launched our Build Back Ever Better ('BBEB') platform at bbeb.com and by making our Company ever better, and by helping our clients to make their businesses ever better, Intertek is uniquely positioned to inspire our communities and ultimately the world to Build Back Ever Better. With BBEB we continue to inspire everyone within Intertek and beyond – our clients, friends and families, communities and governments – to make a positive difference to society.

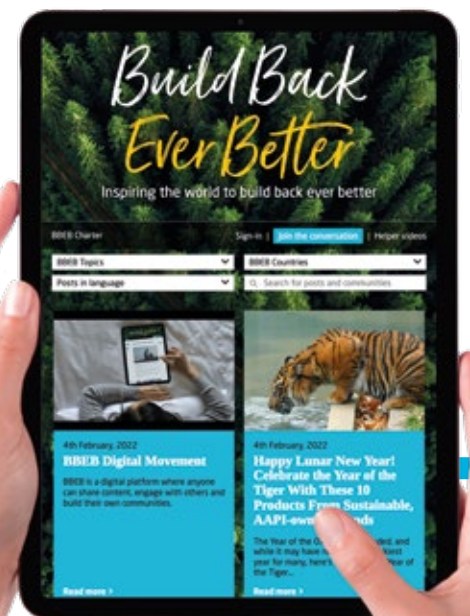
The next section summarises how we have engaged with employees during 2022 and how we have had regard to their interests and the result of that engagement. Our approach to investing in our people to attract, develop, retain and reward our employees is outlined on pages 10 to 16.



“We, as a Board, are clear on our legal duty to act in good faith, to promote the success of the Group for the benefit of shareholders and have regard to the interests of our stakeholders.”

Andrew Martin
Chairman

Join bbeb.com today and help
build an Ever Better World



Workforce engagement

In line with the Code, this section outlines our engagement with our employees.

After extensive discussions when the Code was introduced, we decided not to choose one of the methods suggested in provision 5 of the Code due to the global nature and size of the business, together with the complexity and diverse make-up of the various sectors and regions in which we operate. Instead, we utilise a multi-faceted approach to workforce engagement to make certain that what is in place ensures that we, as a Board, receive 360° multi-source feedback to assist us in evaluating the different views and perspectives from our employees across the Group. We keep our engagement mechanisms under review and continue to believe that this methodology remains effective as it enables us, the Board, to fully understand the views of the workforce when taking such considerations into account as part of our decision-making process. This is vital as our people are core to our business and make it happen 24/7.

The way in which our people combine passion and innovation with customer commitment to create a single unbeatable asset sets us apart and is a vital element of our entrepreneurial, customer-centric culture. The variable remuneration structure and policy for the Executive Directors cascades down to the wider workforce and is communicated throughout the Group, ensuring engagement across Intertek to ensure alignment with our Purpose, to drive the right behaviours and to deliver the 5x5 strategy. We are focused on ensuring that our strategy and culture give our people the right platform to not only grow and develop their careers, but to support our Purpose in making the world a better place by bringing quality, safety and sustainability to life for an ever better world.

We utilised technology to ensure that throughout the uncertain landscape that the pandemic presented, we remained ever connected with our people, globally. During the pandemic, Microsoft Teams was instrumental in providing instant communication between all business lines and functions, and we have continued to utilise technology as we returned to in person meetings as it has enabled the Board to virtually meet and visit far more employees and sites than previously possible.

The way our colleagues have come together to embody our Purpose to bring quality, safety and sustainability to life for an ever better world has been an inspiration to all during the pandemic. Their commitment to our customers to go above and beyond and deliver superior customer service has truly demonstrated the strong customer-centric ethos at the core of Intertek. Our success is based on the energy and enthusiasm with which our people react to our meaningful Purpose.

How did we engage?

The world needs Intertek more than ever, with the unrivalled expertise of our people, our focus on delivering risk-based Total Quality Assurance solutions, and our proven track record of innovating and anticipating the growing needs of our clients as the world around them grows more complex.

On the next few pages, we outline how the Board ensures that it has the right touchpoints across the world for employees, regardless of their country or site, to engage. This ensures that their views are understood to provide the necessary feedback and data that the Board can then incorporate as part of its strategic decision-making process during the year to determine the impact of such decisions on our employees.

18

countries visited by the Directors during 2022



Our Vision

Our vision is to be the world's most trusted partner for Quality Assurance, underpinned by our shared values:

- We are a global family that values diversity.
- We always do the right thing, with precision, pace and passion.
- We trust each other and have fun winning together.
- We own and shape our future.
- We create sustainable growth. For all.



Workforce engagement Continued

our engagement
with our people

2022



As a member of the Valuable 500, Intertek is committed to actioning disability inclusion. We want all our colleagues to feel that they are part of a diverse community, where everyone is included and has access to the tools and resources they need to succeed in their careers.

Thomas Childs, IT Data Assistant at Intertek Cristal, joined Intertek in September 2021 through the UK Government's 'Kickstart' scheme and became a permanent member of the Intertek CSF team in June 2022. He was interviewed by Sally Murtagh, Director Group Internal Communication, and gave his advice on how to understand and support people with Cerebral Palsy. Sally also separately interviewed Tim Dixon, Head of IT Architecture, and Hannah Gibson, Director of Assurance and Training in the UK, both of whom have hereditary eye conditions. The interviews were made available on Intertek's intranet to promote awareness and understanding.



My colleagues have been awesome in supporting me with my work and helping me progress to where I am today. I'm lucky that I've landed in a job that I really like. I'm grateful to work with a team who are so nice and who have accepted me for who I am. They've made me feel included from day one."



Thomas Childs
IT Data Assistant



I have an amazing line manager who has really encouraged me to be more brave and open about my disability and to understand that my disability doesn't define me or make me any less able to do my job. I'm very competitive, like a lot of people are in work, and I like to put in my best performance and operate at my fullest potential, which she's enabled me to do. The management team that I'm on are a fantastic bunch, and we're all really open about my disability. We've incorporated that into the way we work, so they really let me be myself without letting my disability define me, but also taking it into account."



Hannah Gibson
Director of Assurance



Over the last seven years, since initial diagnosis, I've been fortunate to have had several managers who have fully supported me and, with the support of UK HR and a UK government scheme called Access to Work, we've been able to work through technology that will help me remain in work, remain productive and perform at 10X levels."



Tim Dixon
Head of IT Architecture

Workforce engagement Continued

Town Halls were conducted across the world. As an example, in August 2022, as part of their visit to Singapore on 15 August, Intertek CEO, André Lacroix and Regional Managing Director, Asia Pacific, Ayush Dhital, held a Town Hall meeting with all employees of Intertek Singapore and Intertek Malaysia.

André thanked everyone for their contribution to Singapore and Malaysia's excellent financial performance during the first half of 2022. He applauded colleagues' commitment to Intertek and recognised their outstanding performance in achieving sustainable growth and bringing value to all stakeholders.

The Town Hall concluded with a 10X Energies Awards ceremony, with the following performers being recognised in appreciation of their great efforts:

- **Georgina Mendoza Legaspi**
(Caleb Brett – Quality Assurance)
- **Samsudin Bin Mohd Yusoff**
(Caleb Brett – Cargo Inspection Training)
- **Dinesh S/O Shanmuganathan**
(Caleb Brett – Cargo Inspection)
- **Mohammad Nasir Bin Mohamed**
(Caleb Brett – Cargo Inspection)
- **Jammy Tay Siok Hoon** (Agri)
- **Raja Hamidah Bte Ab Kadir**
(Industry Services)
- **Kimmy Chan Yi Cheng**
(Government & Trade Services)
- **Business Assurance - System Certification Team** (Represented by Leonnoel Goh and Desmond Lim)
- **Electrical Team** (Represented by Ong Keng Chuan, James Tan, Yison Ong & Yap FangYu)
- **Hafiza Wati Binti Jusoh** (Agri – Indo Business)
- **Elangovan A/L Krishnan** (Agri)



Question and answer sessions are held at Town Halls to provide two-way communication and a method of further engagement. André Lacroix led 32 Town Halls across the world during 2022.



Our colleagues across the world continue to upload stories about how they or their team are bringing our Purpose to life through their work. The stories are available to view on WhatsApp, our internal communications system.



The October overseas Board trip to India took place in Delhi and enabled the Board to meet colleagues from India, Bangladesh, the Middle East and sub-Saharan Africa and visit the following Intertek laboratories:

- Delhi (India)
- Dhaka (Bangladesh)
- Tirupur (India)



Meetings with colleagues within the business during 2022. The Chairman and Non-Executive Directors have met 35 leaders and subject matter experts across the Group and had presentations on their areas of expertise at Board meetings throughout the year. They have also met many other colleagues visiting sites during the year and on the visit to India in October 2022. Technology has been used to facilitate the attendance of many from overseas without the need for travel to the physical Board meeting. The increased flexibility in how we facilitate the interaction between the Board members and our employees has evolved from changes necessitated during the pandemic. The Board was particularly interested to engage with and hear feedback from our employees across the different locations.



Regular updates on the status of the pandemic across the world and the impact on our colleagues.



The Non-Executive Directors undertook additional visits to our laboratories engaging with our employees across the world as below:

- Austin (US)
- Florence (Italy)
- Dubai (UAE)
- Manchester (UK)
- Melbourne (UK)
- Mississauga (Canada)
- Jurong Island (Singapore)
- Milton Keynes (UK)
- San Antonio (US)



In 2022, Jez Maiden was appointed to the Board. As part of his induction programme, he met with senior colleagues at Intertek and as part of his induction into the business visited seven countries, both virtually and in person, with presentations and tours by 20 senior managers where he was introduced to many other colleagues during the tours. The engagement with the local workforce aided his induction and allowed him to ask questions and understand any issues to then be encapsulated and addressed in future Board discussions.



We had an excellent visit to Milton Keynes. All the teams we met were incredible experts in their fields, professional and passionate about the difference we can make to our clients' development and testing plans. It was exciting to see the investment in EV technology."

Gill Rider
Non-Executive Director



Workforce engagement Continued

Visit to India and stakeholder engagement – October 2022



For the first time in two years, the overseas Board visit was held in person and was truly an exciting event enabling engagement with colleagues and seeing our Science-based Customer Excellence approach in action. Our external speakers provided in-depth analysis of the current geopolitical and economic climate in the region.”

Andrew Martin
Chairman



Communities:

- All presentations had a sustainability moment from the installation of solar panels to improving health and safety statistics.
- Examples of Corporate Social Responsibility initiatives were provided.



Customers:

- Details of major customers and projects.
- How Intertek is viewed as a partner and the value of the services provided.
- The focus of customers on sustainability.



People:

- Headcount and turnover.
- Importance of attracting the best talent.
- Focus on diversity.



Monday

Board members arrived in Delhi, India

Tuesday

Morning	External Speaker
Morning	Intertek Site visit – Gurugram SL – Hardlines & Softlines Laboratory Sandeep Das, President Global Softlines and Hardlines and Regional Managing Director South Asia and MENAP Product, gave an introduction to the laboratory and then gave a tour of the facility.
Afternoon	Meeting with two customers; one of which was Richa Global, one of the oldest garment producers in North India and a customer of Intertek for two decades.
Evening	External Speaker

Wednesday

Presentations	
India Country Presentation	Sandeep Das Ashish Gupta
India Softlines	Sandeep Das
India Business Assurance	Sandeep Vig
India Electrical	Nagendra Bangaragiri
India Caleb Brett	Priyabrata Mohanty
India Food	Prakash Vishnu
India Industry Services	Kamal Deep Dalela
Bangladesh: Country presentation	Sandeep Das Neyamul Hasan
South Asia: People	Smriti Chand
World of Energy – MENAP	Hanna Jabbour & James Ignatovich
MENAP Products	Sandeep Das
Sub-Saharan Africa	Reinhold Gehling
MENAP – People	Sanjay Joshi
Evening	External Speaker
Dinner	Board and local management

Thursday

Board meeting

Workforce engagement Continued

The Board agreed that the commitment and pride of the team working in India, the Middle East and Sub-Saharan Africa shone through and they really appreciated the time taken by our colleagues to demonstrate with passion the services provided. The management team had also provided very clear and detailed analysis of their businesses and future strategy.

What did we learn were the issues for employees during 2022?

The engagement with our colleagues highlighted the main areas of concern in 2022 and these are encapsulated below.



What are the opportunities for training, growth and promotion within Intertek and how is my work recognised at Intertek?"



How do I know what is happening in our business?"



How can we contribute to our communities?"



What help is available to support employees?"

What did we do?

Employee growth and recognition

Our passionate Intertek Total Quality Experts work globally for our customers daily, contributing to the success of our customers' products, services and operations and helping us succeed in our Vision of being 'The world's most trusted partner for Quality Assurance'. Our People Strategy is captured in the sentence:



Energising our colleagues to take the Company to new heights."

Our differentiated TQA value proposition creates incredible growth opportunities for our people. In order to seize these growth opportunities, we want to inspire, engage, grow, develop and retain the best people and ensure they always have the right skills to deliver our TQA Customer Promise and grow our business.

The '10X WAY!' is a suite of interactive training programmes developed in 2017 by our own leadership team, using key tools and best practice. E-learning modules are available to employees via LUCIE. Our performance and growth conversation process, My 10X Journey, enables quality conversations to clarify expectations, foster continual personal growth and development, and inspire people to perform beyond their best. Here follows information on the 10X Leadership and 10X Coaching undertaken during 2022.

10X Leadership

What is 10X Leadership?

10X Leadership is designed as a fully immersive leadership development experience for senior leaders comprising lectures and leadership exchanges on key principles of leadership. Attendance at 10XL events is voluntary and senior leaders are invited to self-nominate, so the impetus to attend is entirely self-motivated. This approach engenders a committed and impactful learning experience for leaders, rather than it being imposed. Events are kept to approximately 100 delegates to allow for intimate group interactions. 10XL events held to date are below:

10XL Events	When
10XL 1.0 2019 – Athens	Nov 2019
10XL 2.0 2022 – Oxford	March 2022
10XL 3.0 2022 – Orlando	Sept 2022



Excellent planning and execution at all levels. Lectures delivered by André were riveting, leadership exchanges were valuable, activities were exciting and fun. Overall, one of the best events I have ever attended."



10XL selected verbatim feedback:

- "Everything AAA++++"
- "First, to be able to hear direct from our CEO for a whole week on his life experiences – absolutely incredible, what an honour. Also, I truly loved the format of lecture for an hour+ and then a totally engaging workshop session. The structure of the workshops was fantastic. Getting to know other colleagues from other business lines was terrific. So well done."
- "I will remember the 10X Leadership event in Florida as one of the best weeks of my life."
- "Enlightening, inspirational, energising and giving me the resources and courage to be an ever better leader!"
- "The lectures delivered by André, along with his personal experiences, felt like I was participating in an MBA course; the fact that a CEO took his time to do this is amazing. It was a very inspiring week."
- "I was honestly overwhelmed by the level of energy and inspiration that I left the event with. I'm hopeful that I can execute on this now that I'm back to Earth. And, I look forward to the next stage of coaching to follow."

We are actively planning future events in 2023 for current and future nominees.

Workforce engagement Continued

10X Coaching

What is 10X Coaching?

We certify our own in-house 10X Coaches through our 10X Coaching programme. To qualify as a 10X Coach, selected leaders attend a rigorous in-house training programme where they develop the skills to have truly transformative conversations which create a culture and environment where people can unleash their full potential. 10X Coaches are required to meet annual re-certification requirements to continue their coaching practice.

In 2022, we recertified eight coaches from our 10XCCP1.0 programme and certified a further ten new coaches in programmes 10XCCP2.0 and 10XCCP3.0. Our next certification programme 10XCCP4.0 is underway.

Our 10X Coaching faculty now has 18 certified 10X Coaches.

A key learning from our 10X Coaching certification programme is that those who are certified as a 10X Coach experience a paradigm shift in how they consider leadership. There is a clear multiplier effect whereby there is an impact on the coach, their team and participating coachees.

10

new 10X Coaches certified in 2022

18

total 10X Coaches certified

10X Coaching selected verbatim feedback

We have received great feedback from participants:

- "For this is an amazing experience. I am learning much more than teaching... this is really an opportunity for my personal/professional development!!! Thank you for this."
- "I am truly excited and grateful for this important training milestone. I think it is a privilege to have someone of such depth available to address topics in such a personal form. Especially thank you also for the choice of coach, it seems amazing how comfortable I feel with her, I could not have had a better person."
- "Each session we've had now has left me bursting with new ideas and insights. ...allows me to navigate through my own thinking, where I am also confronted with some of my own quirks...I am truly loving the experience. I think I have been assigned a great coach that will truly help me become a better leader."
- "It gives me new insights and also confirmation that I am making the right choices."
- "...very open, very clear on the rules of engagement, gives me confidence and creates a safe environment for me to open up and question some of my thinking. I am finding the experience extremely rewarding and energising... It is a true 100% coaching session – all down to me to find my own answers. All in all, a very positive experience."

We continue to build our 10X Coaching faculty and offer the experience of coaching to our leaders.

10X Recognition

10X Recognition

To recognise our colleagues, there is a monthly global awards programme called 'Beyond the Peak' which is about celebrating our top performers across our Business Lines, Regions, Countries and Country/Business Lines for their outstanding achievements across various categories. Each month, we recognise Intertek's fearless 'Summiteers' on our intranet.

On 2 March 2022, a virtual awards 5x5 awards ceremony took place whereby André Lacroix recognised the top performers for 2021 in the following categories:

- The Performance Award
- The Operational Excellence Award
- The Sales Award
- The Brand Award
- The TQA Award
- The Innovation Award
- The Sustainability Award
- The Back to Peak Award

During the year, regular events have taken place at special events and Town Halls to recognise employees. As an example, Intertek UK celebrated its 2021 recognition awards. The event kicked off by celebrating their group 5x5 Award for Sustainability which was a huge achievement and recognised the work the UK had done to reduce emissions. This was followed by the winners of Intertek UK's Energy League – the three performance league tables for the UK country managed business lines and then by the Sales League Awards. There was also a National Ignite Award, where finalists have gone above and beyond in their roles, demonstrating our 10X Energies and supporting colleagues, customers, and the UK business in 2021.

Dominic Holloway, Food Services was recognised as the 2021 National Ignite winner for his winning energy, delivering incredible results for Food Services, the UK business, and for one of our customers. Dom has been truly reliable, always willing to help others, coordinating complex programmes across multiple business lines and has done so with a smile on his face! He has been a standout example for supporting colleagues and delivering exceptional customer service. A Kindness Award was also given to recognise and celebrate our UK colleagues supporting each other and sharing moments of kindness. The 2021 National Kindness Award was given to Olivia Thompson, Chemicals & Pharma Wilton. From an incredibly strong shortlist, Olivia was voted by the UK senior leadership team as the winner thanks to the positive energy, care and consideration for colleagues demonstrated in her nomination. It was clear Olivia has gone out of her way to make Wilton a great place to work, and we were delighted to hear her story.



Workforce engagement Continued

Our Communities

Intertek has a network of more than 1,000 laboratories and offices in more than 100 countries employing more than 43,500 employees, and we have an important part to play in the communities where we are based, not only in terms of providing employment and opportunities but also in providing support for our local communities.

We are a Purpose-led Company bringing quality, safety and sustainability to life, and it is our colleagues who give us the right to call Intertek an "amazing force for good" and make a difference in their communities. Here are some examples of what we do for the communities where we live and operate.

Each spring and fall, Friends of the Grand Rapids Parks rally the community to plant trees. The goal is to plant 10,000 new trees throughout the city as part of an overall goal to have a 40% tree canopy. The benefits of trees include improved mental and physical health of residents and neighbours, decreased utility costs, lower rates of crime and speeding, improved environmental resilience and stormwater management, and a significant decrease in heat islands.

This year, 150 volunteers came together for two days and planted 200 trees in a neighbourhood within the City of Grand Rapids, Michigan. Six of our HR Team in Grand Rapids participated in planting the trees, which, in addition to being a lot of fun, has also made an impact on Grand Rapids' shade equity, tree diversity, and so much more.

In September 2022, members of Intertek's UK-based Energy & Water team and WSP UK Ltd participated in a beach clean event at Yaverland Beach on the Isle of Wight. The event complemented Blue Sea Protection's 'Great Nurdle Hunt', a foreshore survey that is conducted to determine the prevalence of micro-plastics (specifically nurdles) on the beach. Along a 100m stretch of the beach, the team surveyed the various types of rubbish that were found and collected. The resulting information from the 17.8kg collection was uploaded to the Marine Conservation Society's database for their Great British Beach Clean annual event.

The day's social and networking events also proved to be quite educational as participants learned how and where to recognise nurdles – plastic pellets which serve as raw material in the manufacturing of plastic products and bio-beads which are used in the wastewater treatment industry. They also learnt about Mermaids Purses (aka Shark Egg Cases) and the impacts of nurdles/bio-beads on shark and ray populations around the Isle of Wight.

Frank Beiboer, Managing Director of Intertek Energy & Water, said: "Our combined 20+ team enjoyed a great day outdoors with marine conservation, education and team building the key themes."

In October 2022, Intertek Malaysia held a fundraising charity bazaar to support the Rumah Victory home for the elderly and raise funds to expand the home as the rooms are currently fully occupied. The fundraising was successful with over 100 booths selling a variety of food and other items with the Intertek Malaysian team happy to be able to play a part in giving back to society.

In India, they celebrated Kindness Week culminating it through #kindnessincommunity. Employees in the offices of Delhi, Bangalore and Mumbai spent time with children from underprivileged backgrounds whilst sharing a meal. Elsewhere in Intertek, our colleagues participated in various #kindnessincommunity initiatives throughout the week.

In MENAWA, the HR team placed a drop box at reception for colleagues to donate non-perishable food and other items in good condition to the Red Crescent charity.

Intertek Pakistan organised with Indus Hospital a voluntary blood donation drive at Intertek's Baig Tower office to support the hospital's blood bank and blood Cancer Patients.

In China, our colleagues took part in various Kindness initiatives and in the USA, we had a Kindness challenge for each day of the week, culminating in a challenge to think about what your site or team can do this year to give back to your community during Intertek's 'A Season of Giving' challenge.

1,000+
laboratories and offices
in more than 100 countries

43,500+
employees

Our combined 20+ team enjoyed a great day outdoors with marine conservation, education and team building the key themes."

Frank Beiboer
Managing Director of Intertek Energy & Water



Workforce engagement Continued

Employee support

At Intertek, we are mindful of the wellbeing of our colleagues, which is why we encourage them to take a moment to visit our Global Wellbeing programme, Kindness.

Our Intertek Global Wellbeing programme, Kindness, was introduced to support the wellbeing of all employees. Kindness is a personal experience that helps all employees make sure that they do the simple things that help build their own personal strength and resilience – to help re-energise, boost wellbeing and unleash our potential. Six spaces were developed and each of these six spaces of wellbeing are available to all employees as e-learning modules. The ten-minute modules introduce the theory and science behind each area of wellbeing, providing tips and suggestions on how to benefit and improve in that area, exercises and tools to apply, and information on where to find out more.

At Intertek, we are also committed to the safety and wellbeing of our employees and we have an Environment, Safety and Wellbeing (ES&W) Representative for each of our locations globally and an ES&W 'Champion' for each of our Global Business Lines.

In Intertek Thailand, as colleagues returned to work in the New Year, they were given a small token of appreciation in the form of a 'Kindness Box'. At the beginning of 2022, the pandemic situation in Thailand was still uncertain. The number of new confirmed cases had reached over 8,000 and in total there were more than two million cases. The box contained Kindness hand sanitizer gel, spray and Intertek masks.

Yip Yew Joe, Country Managing Director, Intertek Thailand, said: "To support our colleagues' health and wellbeing, we have arranged this small appreciation token, the Kindness Gift box for you to celebrate this festive season with caution, care and responsibility".

As part of the health promotion program at our Fürth site in Germany, our Hardlines & Softlines colleagues in Germany were invited to take part in a step challenge from July 6 to 19. More than 30 colleagues amassed a total of almost five million steps by walking, cycling (converted into steps) and taking part in other sporting activities, totalling 3,485km. For this, the colleagues contributed an average of 10,943 steps per day.

The goal of the competition was to cover enough steps and thus kilometres each day, individually and as a group, to figuratively visit the sites of a total of three Intertek partner laboratories in stages. The destinations were not chosen at random but represented the top three intercompany customers of Hardlines & Softlines Germany: additionally, with an extra 855km collected, the team even covered enough steps for the one-way distance to Hardlines & Softlines in Heudebouville, France.

Holger Breins, General Manager DACH, Hardlines & Softlines, was delighted with the great performance of the participating colleagues who joined him in the campaign. "It's exciting to achieve and exceed a challenging goal with fellow campaigners. With the daily goal and the total distance always in mind, the challenge motivated everyone to (even) more physical activity in everyday life. Combined with lectures and preventive check-ups, our annual program always focuses on wellbeing, this time the importance and positive effect of physical exercise."

In October, a live webinar took place for all our UK colleagues: A conversation for everyone: Menopause. This webinar was for all, because at some point we will all directly or indirectly live with, work with, or socialise with someone going through menopause. Lauren Chiren, founder and CEO of Women of a Certain Stage, is passionate about normalising menopause at work. This webinar was an opportunity to learn from Lauren, and to ask questions about how we can recognise menopause as a workplace topic, support our colleagues and demystify this important subject.

World Kindness Day is celebrated in November and has now evolved into a week-long recognition. Kindness can mean different things to different people. The essence of Kindness is in how we choose to show it. Be it through empathy, acceptance, kind gestures, thoughtfulness, the possibilities are entirely up to us. To celebrate this empathy and thoughtfulness, the South Asia team celebrated Kindness Week through a series of initiatives across all locations and offices from 9 to 14 November. The week started with a fitness challenge on 9 November to do the highest number of push ups and surya namaskar, the longest plank and a plethora of other friendly tests of physical fitness!

This was followed the next day with a session on 'Gratitude'. Through the day, team members shared appreciation cards for 'Moments of Kindness' that they had experienced with colleagues. This was followed by a webinar, and then by a Kindness themed BINGO where everyone practised a moment of kindness and empathy and struck off all that they had done on the Kindness BINGO card.

Through our Kindness programme, we will continue to support our colleagues' wellbeing and ensure a safe and healthy work environment in which they can prosper.



To support our colleagues' health and wellbeing, we have arranged this small appreciation token, the Kindness Gift box for you to celebrate this festive season with caution, care and responsibility."

Yip Yew Joe
Country Managing Director, Intertek Thailand

It's exciting to achieve and exceed a challenging goal with fellow campaigners. With the daily goal and the total distance always in mind, the challenge motivated everyone to (even) more physical activity in everyday life."

Holger Breins
General Manager DACH, Hardlines & Softlines

Workforce engagement Continued

Ongoing communication

This year has been a year full of ups and downs, with the ongoing Covid-19 pandemic impacting the business in Shanghai, China for the first half of the year and other challenges as we navigated through the rest of 2022. In spite of these circumstances, our colleagues continue to be nothing less than extraordinary. An important part of engagement is to ensure that there is ongoing communication with our colleagues throughout the business about Intertek. WhatsIn, our global communication platform, features a mobile app and desktop intranet to help connect with 43,500+ colleagues around the world and keeps everyone updated with the latest news across the world. The WhatsIn mobile app – made by Intertek for Intertek people – puts Intertek news, contacts and ATIC services at our fingertips – especially useful for our colleagues ‘on the go’, on client sites or in remote locations. Everyone can comment on articles and even share their own news, either in a group chat or voice message or via the ‘share your story’ link.

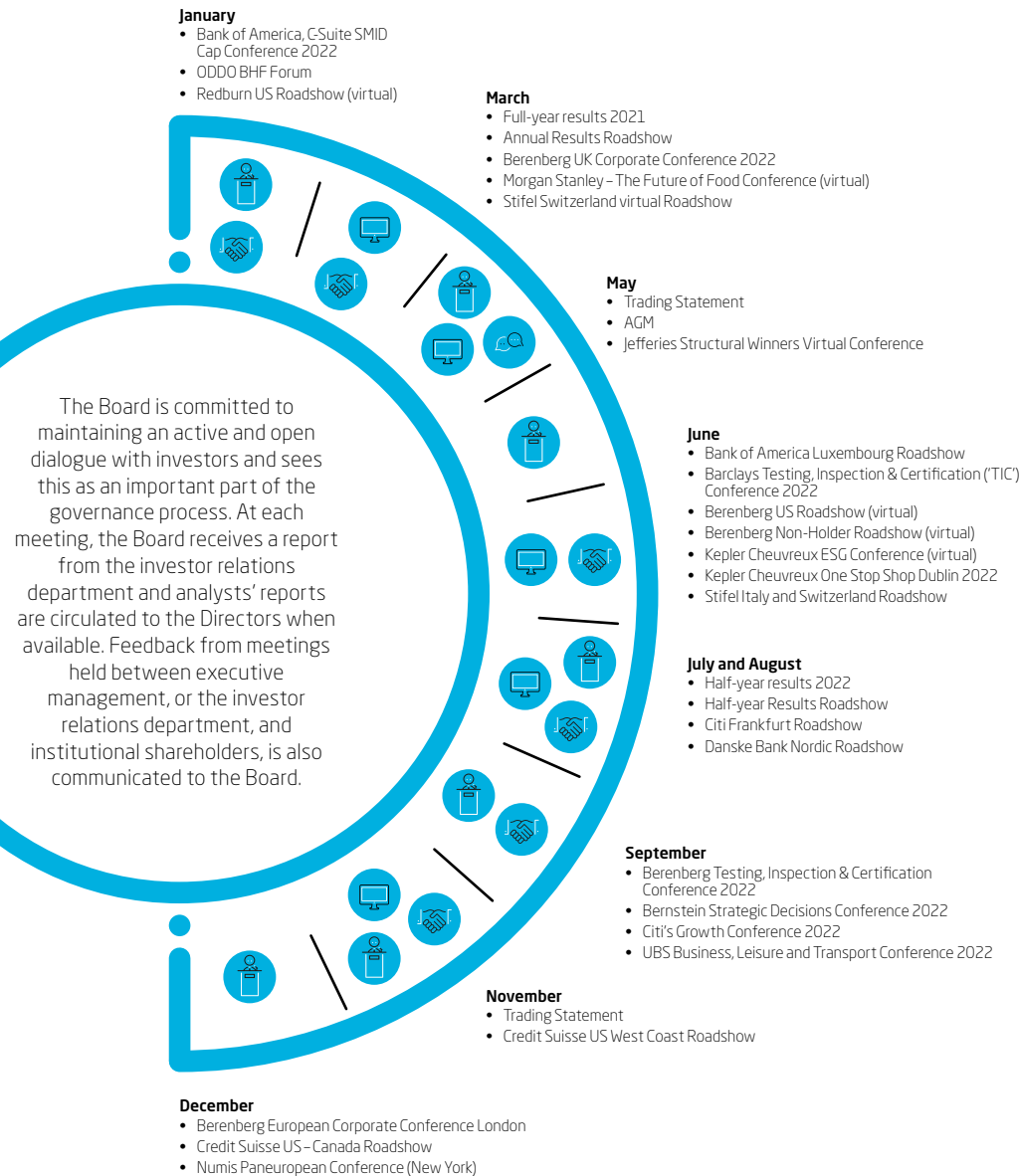
André Lacroix, our CEO, also presented global webcasts on the full-year results, the publication of the 2021 Annual Report & Accounts and the half-year results together with updates on the May and November Trading Updates. There was also a global webcast Town Hall update from André Lacroix in October 2022. André sent a message to everyone in December wishing everyone a Happy Christmas and thanking them for their hard work in 2022.

During 2022, family days have taken place at our laboratories, so that their families also know more about Intertek and what we do as they form part of the larger Intertek family. Below is an example of a family day which took place this year.

In September 2022, a #BBEB Family Day was organised at Intertek LaCoMeD, our analysis laboratory located in Chalon-sur-Saône in France. The site welcomed 12 children of our employees, all aged between four and 11 years old, who began the day learning about their parents’ working environment through a guided tour of the offices. Following the tour, it was time for our apprentice chemists to experiment... an opportunity to let them discover the magic of chemistry! The children took part in different experiments, such as: from the mixture of two ‘transparent’ solutions we obtain a ‘pink’ solution, from the mixture of a ‘yellow’ solution and a ‘transparent’ solution we obtain a ‘blue’ or ‘pink’ solution and ‘Air in all its states’ – to offer an awareness of the different states of matter (liquid—gas—solid). After the experiments, it was time for our budding chemists to rest and enjoy a well-deserved snack. The kids were presented with colouring books and #BBEB goodies as a souvenir of this fun day!



Investor and shareholder engagement



Investor relations programme

Aimed at helping existing and potential investors understand the Group's business model, strategy, financial performance and outlook. The programme is wide-ranging and includes events and roadshows throughout the year to update investors and sell-side analysts on the developments of the Group.



Board shareholder engagement

The Chair, following any engagement with shareholders, ensures that the Board as a whole has a clear understanding of their views. Intertek's largest shareholders, representing more than 50% of the share register, are invited annually to meet with the Chairman to share their views and discuss any corporate governance matters. During April and May 2022, the Chair held four meetings with shareholders and there was an increased focus in the meetings on the business post the pandemic and the opportunities for Intertek in sustainability with fewer questions relating to corporate governance than last year. The feedback received was positive, and the shareholders continue to be very supportive of Intertek's strategy, the management and the Board. The feedback was presented and discussed with the Board at the May Board meeting.

In 2022, there was also further engagement with shareholders on the introduction of an ESG target for the 2022 annual incentive following feedback from shareholders during the shareholder consultation in 2021. Intertek's largest shareholders, representing more than 70% of the share register, were contacted and any questions answered. Three meetings were held with the Chair of the Remuneration Committee, EVP, Human Resources and the Group Company Secretary. The feedback was presented and discussed at the May Remuneration Committee meeting and then at the Board meeting. See Book one, page 62 for further information on the engagement with shareholders.



Resources

A wealth of information is available to investors in our Annual Report & Accounts, half-year announcements and trading updates and Regulatory News Service announcements. These materials are available on our website and are supplemented by videos, webcasts and presentations.



Conferences

Executive Directors and the Investor Relations team attend industry conferences throughout the year, providing the opportunity to meet a large number of investors.



Roadshows

Following the full-year and half-year results announcements, the Executive Directors and Investor Relations team held meetings with the principal shareholders.



Feedback Forum

The Executive Directors and Investor Relations team receive regular feedback from sell-side analysts and investors during the year both directly and through the Group's corporate advisers. The Group Company Secretary also receives feedback on governance matters directly from investors and shareholder bodies.



Annual General Meeting ('AGM')

The Board welcomes the opportunity to meet with both private and institutional investors at the AGM.

The 2023 AGM is currently scheduled to be held on Wednesday, 24 May 2023 at 9.00 a.m. in the Marlborough Theatre, No. 11 Cavendish Square, London, W1G 0AN. The AGM provides the opportunity for all shareholders to ask questions of the full Board on the matters put to the meeting, including the Annual Report & Accounts.

All Board members attend the AGM and, in particular, the Chairs of the Audit, Nomination and Remuneration Committees are available to answer questions. The Board welcomes the opportunity to meet with both private and institutional investors at the AGM. The Company proposes a resolution on each separate issue and does not combine resolutions inappropriately. The Notice of the AGM is sent to shareholders by e-communications or by post and is also available at [intertek.com](https://www.intertek.com).

Division of responsibilities

There is a clear division of responsibilities between the running of the Board (a key responsibility of the Chairman) and the day-to-day running of the Company's business (the responsibility of the CEO). These responsibilities have been formalised in writing. The letters of appointment of the Non-Executive Directors, as well as the service agreements for the Executive Directors, are available for inspection at the Company's registered office and at the Annual General Meeting ('AGM').

Roles and responsibilities

Chairman – Andrew Martin

Key responsibilities

- Leading and governing the Board to ensure its overall effectiveness in directing the Company.
- Assessing and monitoring the culture within the Company and ensuring that it aligns with the Company's Purpose and Values.
- Ensuring that Directors receive accurate, timely and clear information to enable them to discharge their duties to promote the long-term sustainable success of the Company.
- Ensuring effective two-way communication between the Board, shareholders and key stakeholders.
- Communicating to all Directors the views, issues and concerns of major shareholders.
- Promoting a culture of openness and debate and facilitating constructive Board relations and the effective contribution of the Non-Executive Directors.
- Demonstrate objective judgement.

Chief Executive Officer – André Lacroix

Key responsibilities

- Proposing and agreeing the Group Strategy with the Board.
- Leading the day-to-day operations of the Group in line with the agreed strategy and commercial objectives.
- Promoting and conducting the affairs of the Company with the highest standards of ethics, integrity, sustainability and corporate governance.
- Managing the Leadership Team.

Chief Financial Officer – Jonathan Timmis

Key responsibilities

- Managing the financial delivery and performance of the Group.
- Analysing the Company's financial strengths and weaknesses and proposing corrective actions.
- Managing the finance, accounting and IT departments.
- Ensuring that the Company's financial reports are accurate and completed in a timely manner.
- Overseeing the capital structure of the Company, and determining the best mix of debt, equity and internal financing.

Senior Independent Non-Executive Director – Graham Allan

Key responsibilities

- Providing a sounding board for the Chairman.
- Being available as an intermediary between the other Directors and shareholders if necessary.
- Leading the annual performance review of the Chairman.
- Being available to meet with shareholders and other stakeholders should they have any concerns that have not been resolved through the normal channels.

Independent Non-Executive Directors

Key responsibilities

- To constructively debate and add value with respect to the proposals on strategy and risk management and offer specialist advice.
- Scrutinise and hold to account the performance of management and individual Executive Directors against agreed performance objectives.
- Reviewing the appointment and removal of Executive Directors.
- Allocating sufficient time to the Company to discharge their responsibilities.

Group Company Secretary – Fiona Evans

Key responsibilities

- Supporting the Chairman in delivering Board and governance procedures.
- Advising the Board on all governance matters.
- Ensuring good information flows within the Board and its Committees.
- Facilitating induction and assisting with professional development as required.
- Developing and overseeing the systems that ensure that the Company complies with all applicable codes, in addition to its legal and statutory requirements.
- Facilitating access to independent professional advice at the Group's expense.

Division of responsibilities Continued

Independence

On appointment as Chairman of the Company, the Board assessed and agreed that Andrew Martin was independent in accordance with Provisions 9 and 10 of the Code. The Board continues to review the independence of the Non-Executive Directors, other than the Chairman, and considers that all of them continue to demonstrate independence in both character and judgement, are free from any conflicting interests and have independent oversight of governance and compliance. The Chairman is committed to ensuring the Board comprises a majority of independent Non-Executive Directors, who objectively challenge management and monitor performance for the benefit of all stakeholders. The Board determined that Jez Maiden and Kawal Preet were independent in accordance with the Code upon their appointment to the Board during 2022.

In accordance with provision 11 of the Code, at least half of the Board, excluding the Chair, are Non-Executive Directors whom the Board considers to be independent.

The Board recognises the recommended term within the Code for Non-Executive Directors and the Chairman to ensure the progressive refreshing of the Board meets the evolving needs of the Company. More information on the succession plans of the Board, to ensure the appropriate combination of executive and independent Non-Executive Directors on the Board, is outlined in the Nomination Committee report on page 67.

Time commitment of Directors

The Board recognises the importance of all Non-Executive Directors having the necessary time to commit to the business of Intertek and, upon appointment, their letters of appointment stipulate the expected time commitment whilst acknowledging that this may vary depending upon the demands of the business and other events. All Directors make themselves freely available as required, even at short notice, in order to meet the needs of the business.

Procedures have been put in place and the Directors seek approval from the Board before accepting any additional external appointments. When assessing additional directorships, the Board considers the number and nature of external directorships already held by the individual and the expected time commitment for those roles. During 2022, approval was given to Tamara Ingram for a new external appointment.

Prior to joining the Board, Jez Maiden and Kawal Preet disclosed their current commitments and the time commitment involved. The Board was satisfied that Jez and Kawal could provide sufficient time to discharge their duties as Directors of Intertek (see their biographies on page 42). As demonstrated in the Board meeting attendance table, all Directors who were eligible to attend scheduled meetings attended every such meeting. Jez Maiden also spent additional time during 2022 for his induction into the business and more information on this is on page 65 in the Induction, training and development section. As Kawal only joined at the end of 2022, her induction will take place in early 2023.

In addition to the scheduled Board meetings, there was frequent ad hoc contact between Directors to discuss the Group's affairs and the development of its business. When required, the Board also met at short notice on a quorate basis. During 2022, there were no additional Board meetings held whereas in 2021 there were two additional Board meetings held to discuss acquisitions and all Directors were present at these meetings.

Two meetings with the Chairman and the Non-Executive Directors, without the Executive Directors or management being present, are scheduled every year. The Chairman also maintains regular contact with the Senior Independent Non-Executive Director.

Where Directors have concerns about the operation of the Board or the management of the Company that cannot be resolved, the minutes will reflect this. No such concerns were raised during the year.

Directors' conflicts of interest

The Board operates a policy to identify, authorise and manage any conflicts of interest to assist Directors in complying with their duty to avoid actual or potential conflicts. The Directors are advised of the process upon appointment and receive an annual refresher. Whenever any Director considers that he or she is, or may be, interested in any contract or arrangement to which the Company is, or may be, a party, the Director gives due notice to the Board in accordance with the Companies Act 2006 and the Articles.

The Conflicts of Interest Register is maintained by the Group Company Secretary and the Board undertakes an annual review of each Director's interests, if any, including outside the Company. Any conflicts of interests are reviewed when a new Director is appointed, or if and when a new potential conflict arises. A formal process is also in place for managing such conflicts to ensure no conflicted Director is involved in any decision related to their conflict and, during the year, this process operated effectively.

100% attendance from all Board members

Board members and attendance

Board meeting attendance during the year to 31 December 2022

Board members	Scheduled meetings eligible to attend	Meetings attended
Andrew Martin Chairman	5	5
André Lacroix Chief Executive Officer	5	5
Jonathan Timmis Chief Financial Officer	5	5
Graham Allan Senior Independent Non-Executive Director	5	5
Gurnek Bains Non-Executive Director	5	5
Lynda Clarizio Non-Executive Director	5	5
Tamara Ingram Non-Executive Director	5	5
Jez Maiden (appointed 26 May 2022)	3	3
Kawal Preet (appointed 31 December 2022)	0	0
Gill Rider Non-Executive Director	5	5
Jean-Michel Valette Non-Executive Director	5	5

Composition, Succession and Evaluation

Board appointments

The Board is committed to ensuring that it has the right balance of skills, experience, knowledge and diversity, taking into account the targets of the FTSE Women Leaders and Parker Review, to lead Intertek in these complex and fast-moving times and deliver our strategy and TQA customer promise to be a force for good and make the world a better and safer place. More information on the appointment process to ensure that we have the right individuals who can inspire and provide passionate leadership to deliver our 5x5 strategy is outlined in the Nomination Committee report on pages 67 to 70.

Board skills, experience and knowledge Induction, training and development

There is a full, formal and extensive induction programme which is tailored to ensure that Directors joining the Board are provided with the knowledge and materials to add value from an early stage. This is managed by the Chairman and the Group Company Secretary. During the year, Jez Maiden received a wealth of background information on the Company and details of Board procedures, Directors' responsibilities, various governance-related issues and strategic priorities within the Group. The induction also includes a series of meetings with other members of the Board, senior members of management and external advisers and visits to our laboratories and sites. Due to the success of visiting sites virtually during the ongoing pandemic, a comprehensive programme of virtual visits to our operations was put in place but now also includes visits in person to laboratories. This enables our new Directors to meet senior management across the Group and our colleagues working in the labs in China, Italy, Dubai, Germany, Singapore, Turkey, the US and the UK, and is more time and cost effective. The feedback from Jez Maiden was that this was one of the most professional and comprehensive induction programmes that he had received which gave a great insight into the business, operations and people. This process will continue to be kept under review in light of Directors' feedback.

Ongoing and continual development is crucial to our Directors remaining highly engaged, effective and well informed. All Directors are kept up-to-date with information about Intertek's business and there is an ongoing programme of information dissemination throughout the year. It is important that the Directors have an appreciation of the business, both in the UK and overseas. During the year, there were presentations from the Leadership Team to the Board and meetings have been held on regional strategy to increase the understanding of operations, opportunities and risks.

The Company also encourages Directors to attend briefings and seminars offered by professional and commercial bodies in order to keep abreast of current legal and regulatory requirements, especially within their specialist fields such as audit or remuneration.

The effectiveness of the Board, and its Committees, is rigorously reviewed annually and an independent externally facilitated Board review is conducted every three years. The internal questionnaires are reviewed and updated annually to ensure that the right questions are asked and take into account changes in guidance and regulations.

As planned, and recommended by the Code, the 2021 external evaluation process was led by the Chairman, supported by the Group Company Secretary and facilitated by an independent third party, Equity Culture. Equity Culture has no other connection to the Company and was appointed after a review of independent advisers in the field of formal Board evaluations.

The externally facilitated Board evaluation process, which considered the Board composition, diversity and how effectively members worked together to achieve objectives, entailed:

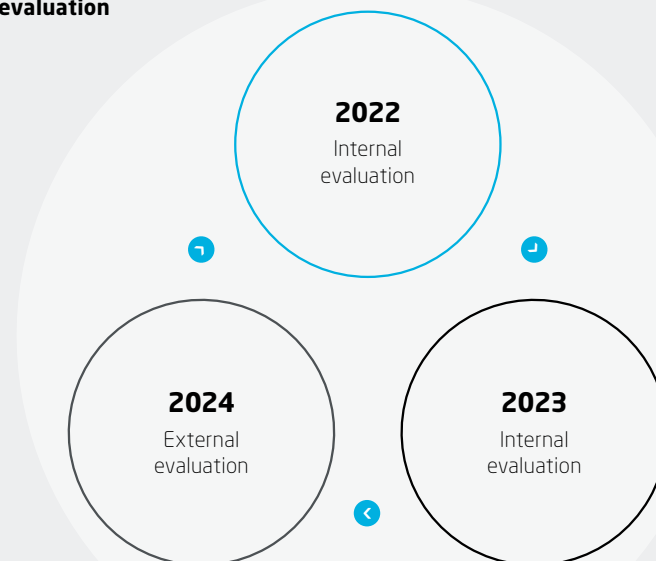
- the review and agreement of a questionnaire to be used at meetings with each Board member;
- one-to-one meetings with each Board member and the external evaluator;
- preparation of a report by the external evaluator;
- discussions on the Board evaluation outcomes and recommendations with the Chairman and CEO;
- discussion of the results of the evaluation with the Board as a whole; and
- the Board identifying and agreeing areas for improvement — the strategy and strategic agenda having already been agreed at the Board meeting in December 2021.

The key findings of the 2021 external evaluation report were very positive as outlined below.

During recent years, a strong culture of high performance and high integrity with a clear sense of purpose has developed on the Board and throughout the Company. Great care has been taken, when adding new Board members, to ensure the right fit, culturally, and in terms of beliefs and outlook to build on the existing excellent chemistry and mutual respect on the Board. Lynda Clarizio and Tamara Ingram, both of whom were on-boarded during 2021, were very positive about the comprehensive induction process, noting the one-to-one meetings held with the CEO, the Board members and the Leadership Team, followed by an around the world tour of Intertek which included two-hour presentations from all the main global leaders, virtual site tours and questions enabling the new Board members to experience the dynamics of the business.

The Board is very experienced, and this collective experience was an important factor in ensuring that the Board continued to be as effective throughout the pandemic as it had been before. This enabled the Board to continue to effectively discharge all of its responsibilities despite only having online meetings between March 2020 and up to December 2021.

Board, Committee and Directors' evaluation



Composition, Succession and Evaluation Continued

The technology employed to hold online meetings is felt to have worked well and, in particular, the online live tours of overseas sites enabled even more sites to be visited than normal. These tours were felt to be so valuable that, although they are not a substitute for in-person visits, they will continue to be used more extensively in future, enabling more sites to be visited.

The mechanics surrounding the Board and Committee meetings works extremely well with well-structured agendas. The clarity of the papers presented enables a complex business to be more easily understood and the papers are of a very high and professional quality. Due to online meetings taking place during the pandemic, there has been a little more emphasis on presentations. As more face to face meetings now take place, there will be a return to a more discursive emphasis.

The Board recognised the importance of the work to create the Board Promise to embody the role and purpose of all Board members in promoting Intertek's Purpose of bringing quality, safety and sustainability to life and which informs the Board's approach to its duties to all stakeholders. Around the Board table there is great pride in what Intertek does across the world for various stakeholders and in the work that our incredible colleagues perform daily to make the world a safer place with precision, pace and passion.

The 'People Agenda', including talent development, retention, succession and employee engagement features high on the agenda, even more so given the importance of the highly qualified employee base to the ongoing success of Intertek. Succession and talent planning is a very thorough and thoughtful process with twice-yearly discussions at the Board.

André continues to bring a real sense of clarity and alignment to Intertek's strategy, and during the year the Board's input and involvement is sought on the areas to be incorporated into the annual strategic review, with the most recent detailed discussion by the Board held last December. Against the backdrop of extensive opportunity for the industry, the discussions included a longer-term horizon, looking forward.

Sustainability is very clearly part of Intertek's DNA and the Board has great confidence in the Company's environmental and social credentials with a sustainability moment now part of every meeting agenda. The Board will continue to consider whether a Board ESG Committee is required, but at present it is considered that the ESG agenda is so important, that it should be the responsibility of all of the Board. Governance overall is seen to be sound.

There is a real sense of community of purpose on the Board with great support and respect for the work André and the management team do in addressing challenges as they arise, most recently with the pandemic, and ensuring that the health and safety of our employees are always the number one priority.

The 2022 Board internal evaluation process was led by Andrew Martin, with the support of the Group Company Secretary, and entailed:

- the completion of detailed questionnaires by each Board member;
- discussions on the outcomes and recommendations with the Chairman and each Board member; and
- following discussion of the results of the evaluation the Board as a whole, identifying and agreeing areas for improvement.

For each Committee of the Board a similar process was undertaken. The Committee evaluations looked at ways in which they could improve their overall effectiveness, their performance and areas of improvement during the year. The outcome from these evaluations confirmed that the Committees were performing well and were appropriately constituted.

Following the 2022 Board evaluation, the findings from the internal review continued to be positive with strong scores in each of the four categories that were evaluated. All Directors agreed that the Board is open and collegiate and has a positive dynamic and feel. The materials presented to the Board are of a very high quality and highly informative. Given the quality of papers is so good, there is a desire to continue to allocate as much time as possible for discussion as part of the meeting agenda.

It was understood that the opportunity to get a good sense of the 'touch and feel' of the operations and culture had been a little more difficult during the pandemic, given the inability to go and visit any of the operations around the world. Everyone fed back that the visit to India had worked extremely well, and it had been very positive to once again meet colleagues in person. With respect to talent mapping and succession, the Board had very much appreciated the increase in the number of senior management presenting to the Board during the year and noted that it would be helpful for the Board to continue to have regular updates from the Regional Executive Vice Presidents and Global Business Line leaders during the year.

An internally facilitated evaluation will also be held for 2023.

Chairman and Director evaluation

The Non-Executive Directors, led by the Senior Independent Non-Executive Director, conducted a performance review of Andrew Martin, who was the Chairman during 2022. They considered his leadership, performance and overall contribution to be of a high standard during the year.

Andrew Martin, the Chairman, met with each Director to discuss their individual contributions and performance, together with any training and development needs. Following these reviews, the Board remains satisfied that, in line with the Code, all Directors are able to allocate sufficient time to the Company to enable them to discharge their responsibilities as Directors effectively and that any current external appointments do not detract from the extent or quality of time which any Director is able to devote to the Company.

The Board recommends that shareholders should be supportive of their election or re-election to the Board at the 2023 AGM.

Group Company Secretary support

The role and responsibilities of the Group Company Secretary are outlined on page 63.

Nomination Committee report

“The need to keep the Board refreshed but at the same time maintain a knowledgeable and experienced team of Non-Executive Directors is crucial and forms a large part of the Committee’s work.”



Dear shareholder,

On behalf of the Nomination Committee ('Committee'), I am pleased, as Chair, to present the Committee's report for the year ended 31 December 2022 which outlines the work of the Committee during the year.

During the year, the Committee continued to focus its discussions on reviewing the current experience and skills on the Board and the likely future needs in order to build up a total skills overview and identify any gaps; the outcome from the Board evaluation is also used to inform these discussions. It is vital that we have the right skills and expertise around the Board table to help support the business to seize the sustained long-term growth opportunities in our industry as stakeholders' expectations in a post Covid-19 world in terms of quality, safety and sustainability are higher, making the case for our Risk Based Quality Assurance solutions stronger.

A priority is Executive and Non-Executive Director succession planning. The need to keep the Board refreshed but at the same time maintain a knowledgeable and experienced team of Non-Executive Directors is crucial and forms a large part of the Committee's work. The Committee continues to demonstrate its ability to successfully identify the key characteristics required on the Board and in May 2022, Jez Maiden was appointed to the Board as a Non-Executive Director. Jez is an experienced international public company CFO with a strong track record, who has worked in a diverse range of industries and sectors, primarily manufacturing, service and finance across all geographies. He is also an experienced Non-Executive Director. His significant experience across different industries will provide a strong addition to the current skills on the Intertek Board.

In April 2022, the Financial Conduct Authority issued the 'Diversity and inclusion on company boards and executive management' Policy Statement which the Committee reviewed and discussed in May 2022. We also looked at the guidance and voting policies of other stakeholders on diversity as well as reviewing the Board composition of similar sized companies. Following this review and considering the views of stakeholders, we agreed further steps to address our diversity agenda and as such Kawal Preet was

appointed to the Board as a Non-Executive Director on 31 December 2022. Kawal is a highly experienced executive who is currently President Asia Pacific, Middle East and Africa for FedEx Express and brings extensive knowledge of the Asia region to the Board as well as additional skill sets in other fast moving industries.

These exciting steps form part of the Intertek Board evolution and will ensure that Intertek is best placed to take advantage of the great opportunities which come with having in place a diverse range of individuals with the right skills around the Board table representing the diverse nature of the Intertek Group itself.

Graham Allan, as the Senior Independent Non-Executive Director, recommended my reappointment as Chair and a Director of the Board. I am delighted to report that I was reappointed for a third term of three years with effect from 26 May 2022. We also welcomed Tamara Ingram as a member of the Committee with effect from 1 June 2022 to add further insights and expertise on the Committee.

During the last few years, the Board and Senior Management team have demonstrated their versatility, adaptability and ability to react quickly to evolving challenges, whilst simultaneously navigating the Group through these uncertain times with the strategy remaining core to the decision-making. Our colleagues at Board and management level have illustrated the defining characteristics we strive for in our Intertek leaders when carrying out succession planning, which in turn exemplifies the successful mechanics of the Committee.

Andrew Martin
Chair of the Nomination Committee

Nomination Committee report Continued

Membership of the Committee

During the year, we held four formal meetings. Attendance of members at formal meetings is shown in the table below. The Group Company Secretary attends all formal meetings of the Committee and the Committee invites the CEO and the EVP, Human Resources to attend meetings when the subject matter deems their presence appropriate.

Committee meeting attendance during the year to 31 December 2022

Committee members	Scheduled meetings eligible to attend	Meetings attended
Andrew Martin (Chair)	4	4
Graham Allan	4	4
Gurnek Bains	4	4
Tamara Ingram (appointed 1 June 2022)	2	2

100% attendance

Role and key responsibilities of the Committee

- Review the structure, size and composition of the Board and its Committees.
- Identify, review and nominate a diverse pipeline of candidates to fill Board vacancies¹.
- Evaluate the balance of skills, independence, knowledge, experience and diversity on the Board and its Committees.
- Review the results of the performance evaluation process that relates to the composition of the Board and its Committees.
- Review the time commitment required from Non-Executive Directors.
- Review succession plans regularly.

1. Neither the Chair nor the CEO participates in the recruitment of their own successor.

The full Terms of Reference of the Committee, which are reviewed annually, can be found on our website.

Committee responsibilities and how we met them in the year Performance evaluation

As part of the annual Board evaluation, the Committee's performance was evaluated by all Committee members and it was shown that the Committee continues to be able and effective in discharging its duties in accordance with its Terms of Reference and the requirements of the Code.

Board and Committee composition

During the year, we continued to monitor the composition of the Board and its principal Committees and the independence of our Non-Executive Directors. We undertook our annual review of the Board's effectiveness and composition. To ensure that the Board comprises a wide range of skills, experience and attributes, the Committee discusses and reviews extensively the experience, skills and behaviours required of future Directors, including the qualities of the individual required to ensure the right fit with the culture and style of Intertek.

The review concluded that the current composition of the Board and each Committee contained a good balance of skills, multi-industry sector and geographic experience, as well as diversity. The Committee also unanimously agreed, following the consideration of the independence of each Non-Executive Director, that each Non-Executive Director continued to be independent in accordance with the criteria set out in the Code. The Chair was independent upon appointment.

Talent mapping, succession planning and senior management succession

We continue to focus our discussions on the different time horizons within our succession planning, including contingency planning for sudden and unforeseen departures, the orderly replacement of current Board members and senior management, and a longer-term view looking at the relationship between the delivery of the Group strategy and objectives and the skills needed on the Board now and in the future.

In 2021 and in 2022, as part of our succession planning, the Committee initiated searches for new Non-Executive Directors. In addition to the specific skills, knowledge and experience deemed necessary, the role specification contained criteria such as competency and personal qualities that would be required for the position. The Committee also paid close attention to ensure that the candidates selected exhibited the right behaviours to fit the culture, Values and ethics of the Group and would also be able to allocate sufficient time to the Company to discharge their responsibilities.

The Committee engaged Spencer Stuart, an external search agency with no other connection to the Company or its individual Directors, to assist with the selection process. For both searches, an initial list of potential candidates was produced and shortlisted. The Committee members and the Chairman met separately with the shortlisted candidates, following which they agreed to recommend to the Board the appointment of Jez Maiden, who was appointed to the Board on 26 May 2022, and then subsequently the appointment of Kawal Preet, who was appointed to the Board on 31 December 2022.

As a consequence of the Board changes previously discussed, there were a number of changes to the composition of the Committees of the Board. With effect from 26 May 2022, Jez Maiden was appointed as a member of the Audit Committee and Tamara Ingram was appointed as a member of the Nomination Committee on 1 June 2022.

Board reappointments

Having come to the end of his second three-year term as Non-Executive Director on our Board on 26 May 2022, Andrew Martin's appointment was reviewed. Following this review, the Board was happy to reappoint Andrew for a final three-year term, until 26 May 2025.

Where the reappointment of a member of the Committee is being discussed, they are precluded from any involvement in the discussions. In the instance where the reappointment of the Chairman is being discussed, the Senior Independent Non-Executive Director would chair the Committee meeting.

Biographies for all the Directors are available on pages 40 to 42, and a resolution for each Director will be proposed at the forthcoming AGM for their election or re-election.

Board evaluation

The process and findings of the external evaluation of the Board and the evaluations of each Committee and Director are outlined on pages 65 to 66. An evaluation can determine whether there are any gaps in the skills and composition of the Board. Following the last evaluation, it was concluded that the Board, each Committee and each Director continue to perform effectively and contribute to the long-term sustainable success of Intertek. The outcomes and the actions taken from the evaluations undertaken in 2021 and 2022 are outlined on pages 65 to 66 and the feedback from the Board evaluation is considered when determining the key skills required for new Directors on the Board for the future.

Nomination Committee report Continued

Diversity Policy

The Board and the Committee are committed to achieving a Board which embraces diversity in culture, gender, skills, background, regional and industry experience and other qualities to truly reflect the diverse nature of our business which operates in more than 100 countries. All of these factors are considered in determining the composition of the Board to ensure that we have the best people to lead Intertek.

In identifying suitable candidates to recommend for appointment to the Board, the Committee considers all candidates on merit, against objective criteria, and with due regard for the benefits of diversity on the Board to achieve the most effective Board possible.

Due to the strategic importance of talent mapping and succession planning to the long-term sustainable success of the Group, the Board, as a whole, discusses and supports succession planning in the Leadership Team and, as part of that discussion, reviews the diversity, as well as talent mapping across the Group in respect to Regional, Country and functional roles.

This has enabled the Board to gather insights on the key success factors desired for senior roles within the Group and support in developing a diverse pipeline in order to drive the Group's 5x5 strategy. The Leadership Team can be found on page 43.

Our policy on Board gender diversity, which is available on our website at [intertek.com](https://www.intertek.com), strongly supports the principle of diversity and continues to be mindful of the recommendations of the FTSE Women Leaders Review and the Parker Review 'Beyond One by 21', which recommended that FTSE 100 Company Boards should have at least one ethnically diverse Director by 2021.

As of 31 December 2022, we had four female Non-Executive Directors representing 36% female membership and two ethnically diverse Directors on the Board and so met the requirements of the Parker Review.

Chairman and Non-Executive Director appointment process

Skills and composition review

The Committee reviews the structure and composition of the Board, in turn considering the balance of skills, experience, industry and geographic experience and knowledge, diversity, independence, and cognitive and personal strengths of the current Board. When considering these factors, the Committee is mindful of attributes that will assist in the delivery of the Group strategy.



Creating the brief

The Committee, following the skills and composition review, compiles a brief for the role which outlines favourable characteristics and attributes that they desire the appointed individual to hold. This brief is then shared with the chosen consultant who will utilise the brief to compile a list of suitable candidates.



Longlist and shortlist review

The appointed consultant presents an initial longlist of candidates. This list is then shortlisted using the brief as a guide to determine suitability.



Due diligence

Once the candidates are shortlisted, initial interviews are held and the shortlist reduced further. The final candidates are invited to separate meetings with the Committee members and the CEO.



Recommendation

Once a preferred candidate is chosen, the Committee makes a recommendation to the Board to appoint the individual.

The gender balance, ethnicity and geographical heritage of the Board as at the date of this report is set out in the diagrams on the next page. Also, one of our key performance indicators is to increase the proportion of women in senior leadership roles to 30% by 2025. Intertek's Inclusion & Diversity policy eliminates discrimination to ensure that employees are treated fairly and feel respected and included in the workplace, which is vital as our people are core to the delivery of the best service to customers and driving the strategy of Intertek. As of 31 December 2022, as per the definition in the Code, the senior management gender balance was 17 male and three female and their direct reports were 197 male and 53 female. Further details regarding gender balance across the Group are outlined on page 13 within this report.

The Committee continues to monitor the overall inclusion and diversity of Intertek's leadership at Board and senior management level, to ensure the broadest range of leaders are considered for new appointments.

Nomination Committee report Continued

Skills and experience on the Board as of 31 December 2022

Director	Consulting	Risk Management	Customer Service/Care	People	Finance	International	Sustainability	Digital/ Technology	UK Listed Company Director	Previous/ Current CEO	UK NED Experience
Andrew Martin	✓	✓	✓	✓	✓	✓	✓		✓		✓
André Lacroix		✓	✓	✓	✓	✓	✓		✓	✓	✓
Jonathan Timmis		✓			✓	✓	✓	✓	✓		
Graham Allan	✓	✓	✓	✓	✓	✓	✓		✓	✓	✓
Gurnek Bains	✓	✓	✓	✓		✓	✓		✓	✓	✓
Lynda Clarizio		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Tamara Ingram		✓	✓		✓	✓	✓	✓	✓	✓	✓
Jez Maiden ¹	✓	✓		✓	✓	✓	✓	✓	✓		✓
Kawal Preet ²		✓	✓	✓	✓	✓	✓				
Gill Rider	✓	✓	✓	✓		✓	✓		✓	✓	✓
Jean-Michel Valette	✓	✓	✓		✓	✓	✓		✓	✓	✓

1. Appointed 26 May 2022.

2. Appointed 31 December 2022.

In the FTSE Women Leaders Review published in 2022, Intertek is ranked:

72/98

FTSE 100 rankings for Women on Boards and in Leadership

Ranked

34/48

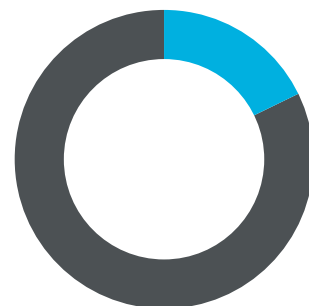
in the Industrial Goods & Services sector across the FTSE 350

Board composition and diversity as of 31 December 2022

Board balance by gender



Board balance by independence



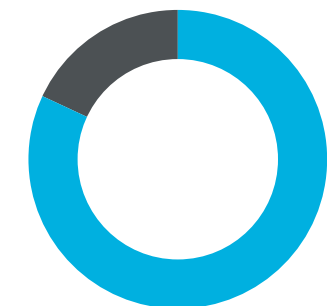
Board tenure



Geographical heritage



Board ethnicity



Audit Committee report



We were delighted to welcome Jez Maiden as a member of the Committee on 26 May 2022. He is an experienced international public company CFO with a strong track record, who has worked in a diverse range of industries and sectors, primarily manufacturing, service and finance across all geographies and has brought invaluable skills and insights to the Committee table."



Dear shareholder,

On behalf of the Audit Committee ('Committee'), I am pleased, as Chair, to present the Committee's report for the year ended 31 December 2022, which outlines the work of the Committee during the year.

This report aims to summarise the activities and the responsibilities of the Committee, and is intended to provide shareholders with an insight into key areas considered in scrutinising the conduct of the business, its management and auditor, to protect the interests of our shareholders, the livelihoods of our employees, and the confidence of our customers and other stakeholders in the long-term financial strength of our Group.

During 2022, whilst the Committee's primary focus centred on the accuracy of the Group's financial reporting, we have applied additional focus to assess the risk management and the framework of internal financial controls, together with the additional work carried out to support the long-term viability statement. Intertek's business model remains resilient, but like other companies operating during these challenging times, we continue to closely monitor the financial results of the Group.

The Committee has also continued to monitor the heightened scrutiny on the external reporting of ESG and, more specifically, sustainability and the effects of climate change on companies. As part of the Task Force on Climate-related Financial Disclosures compliance, we have reviewed and approved management's assessment of the physical and transitional environmental risks and opportunities to the Group.

We advised the Board that we had reviewed the process to ensure the 2022 Annual Report & Accounts are fair, balanced and understandable and provides the necessary information for our shareholders and all stakeholders to assess the Group's position, performance, business model and strategy. The process of review is described in greater detail on page 75.

PricewaterhouseCoopers LLP ('PwC') completed their seventh full audit of the Group for the year ended 31 December 2022. During the year, the Committee reviewed and agreed the independence and effectiveness of the audit process in establishing positive relationships and providing a good level of service to the Group, whilst seeking continual improvements in the audit of Intertek.

Throughout the year, the Committee also ensured that separate meetings with the CFO, Group Audit Director and the external auditor took place without management present in order to provide an open forum for any issues to be raised, and I also held separate meetings, on behalf of the Committee, with senior management within Intertek and with PwC on a regular basis.

During 2022, we were delighted to welcome Jez Maiden as a member of the Committee on 26 May 2022. He is an experienced international public company CFO with a strong track record, who has worked in a diverse range of industries and sectors, primarily manufacturing, service and finance across all geographies and has brought invaluable skills and insights to the Committee table.

An evaluation of the Committee was conducted during the year, and concluded that the Committee continues to be effective in discharging its duties in accordance with its Terms of Reference and the requirements of the Code.

As Chair of the Committee, I shall make myself available to shareholders, especially at the AGM, to facilitate the answering of any questions that they may have around the scope of the Committee's responsibilities as a whole, the Committee's activities throughout the year, and any other questions that may arise from this report.

Jean-Michel Valette
Chair of the Audit Committee

Audit Committee report Continued

Committee composition

The Board is satisfied that the Committee, led by Jean-Michel Valette, has the recent and relevant financial experience and competence relevant to the sectors in which Intertek operates, required by the Code. Jean-Michel, Gill, Jez and Lynda collectively possess the qualities which, when complemented by Jez's current CFO position for Croda International Plc and Jean-Michel's relevant Executive and recent extensive Non-Executive financial experience, including his current role as Chair of the Audit Committee of the Boston Beer Company in the US, enable an effective Committee. The Committee's collective experience in the roles of Chief Executive Officer and Chief Financial Officer, as well as other senior global positions, demonstrates their ability to oversee key risks, not just financial, as well as maintain the intellectual curiosity and the professional challenge needed to operate effectively as a Committee.

During 2022, the composition of the Committee met the requirements of the Code. Jez Maiden joined the Committee on 26 May 2022.

On appointment, new Committee members receive an appropriate induction, consisting of meetings with senior management and the Group's internal and external auditors, a review of the Terms of Reference, previous Committee meeting papers, minutes, and information on the Group's financial and operational risks.

An overview of the background, knowledge and experience of the Committee Chair and each of the Committee members can be found on pages 40 to 42 and in the Notice of the AGM.

During the year, the Committee held four formal meetings. Attendance of members at meetings is shown in the following table.

Committee meeting attendance during the year to 31 December 2022

Committee members	Scheduled meetings eligible to attend	Meetings attended
Jean-Michel Valette (Chair)	4	4
Lynda Clarizio	4	4
Jez Maiden (appointed 26 May 2022)	2	2
Gill Rider	4	4

100% attendance

Performance evaluation

The internal evaluation of the performance of the Committee was conducted during the year and entailed the completion of a detailed questionnaire by each of the Committee members, review and discussion of the results of the evaluation and identifying and agreeing areas for improvement. The Committee reviewed their functionality, members' individual strengths and identified any additional training that may be beneficial. The review concluded that this was a well run and supported Committee with very good quality meeting materials. It was noted that there is a good balance of current financial knowledge and knowledgeable and inquisitive Committee members with a broad range of experience. It was highlighted that it would be helpful if Internal Audit reflected and reported on trends/bigger picture conclusions. It was shown that the Committee is able and effective in discharging its duties in accordance with its Terms of Reference and the requirements of the Code.

Committee responsibilities and how we met them in the year

The Committee has specific responsibilities delegated to it by the Board and the full Terms of Reference of the Committee can be found at [intertek.com](https://www.intertek.com). The terms of reference are reviewed annually. The Group Company Secretary, the audit partner and members of his team attended all meetings held during the year. At the invitation of the Committee, the Chairman, CEO, CFO, Group Director of Financial Reporting and the Group Audit Director attended meetings. Other members of senior management were invited to attend the meetings as necessary.

The business of the Committee is linked to the Group's financial calendar of events and the timetable for the annual audit. The table overleaf outlines what the Committee considered during 2022.

Financial Reporting

A principal responsibility of the Committee is to monitor the integrity of the financial statements of the Group, having regard to the matters communicated to us by the external auditor, and to measure the performance of the Group against the financial goals of our strategy. This is key for our shareholders and other stakeholders in order for them to understand the financial strength of the business.

In order to fulfil this responsibility, we reviewed the full-year and half-year results, as well as any formal announcements relating to the Group's financial performance, prior to release. We also reviewed significant accounting policies and confirmed that it remains appropriate to report as a going concern.

Going concern

We received a detailed report from management with the approach taken to the going concern statement and viability statement which included the projected funding requirements, the facilities available to the Group, the sensitivity models used including an illustrative severe yet plausible downside scenario of a reduction of 30% to the base profit forecasts and the corresponding impact to cash flow forecasts in both 2023 and 2024, and the review of principal risks and uncertainties undertaken.

The Committee reviewed the paper and challenged the assumptions with management and after making diligent enquiries, the Directors have a reasonable expectation, based upon current financial projections and bank facilities available, that the Group has adequate resources to continue in operation and meet its liabilities as they fall due over the period. This conclusion is based on a review and an assessment of the levels of facilities expected to be available to the Group, based on levels of cash held, Group Treasury funding projections, and the Group's financial projections for a period to 31 December 2024.

The undrawn headroom on the Group's committed borrowing facilities at 31 December 2022 was £707.3m (2021: £564.2m). The maturity of our borrowing facilities is disclosed in note 14 of the financial statements in Book three with repayment of the Acquisition facilities of £130m and US\$160m of senior notes required by 31 December 2023. The Group Treasury funding projections forecast these to be repaid using existing facilities following the issuance of £640m of senior notes issued in 2022.

Following the recommendation of the Committee, the Board continues to consider it appropriate to adopt the going concern basis in preparing the Group's financial statements (as disclosed in note 1 of the financial statements in Book three, page 7) and has approved the long-term viability statement as set out in Book one, pages 43 and 44.

Audit Committee report Continued

External auditor

The appointment, review and relationship with the external audit firm and the annual review of the effectiveness of the external audit is a responsibility that is delegated to the Committee.

The Committee monitors and reviews the independence and objectivity of the external auditor and reviews the effectiveness of the external audit process. The Committee also considers and makes recommendations to the Board, to be put to shareholders for approval at the AGM, in relation to the appointment, reappointment and removal of the Group's external auditor. It ensures that at least once every ten years the audit services contract is put out to tender to enable us to compare the quality and effectiveness of the services provided by the incumbent auditor with those of other audit firms.

A transparent and independent audit tender process was completed in 2015 and PwC have been the Group's auditors since May 2016. In line with current regulation, the Group is required to put its external audit process out to tender again in 2025–2026. In May 2021, Ian Chambers stepped down from his role as the Audit Partner after serving as the Audit Partner since May 2016, and Graham Parsons was appointed as the new Audit Partner. Graham attended his first Committee meeting in May 2021, and an extensive induction took place to ensure a smooth uninterrupted handover from Ian Chambers. The induction included visits to Intertek locations both in person and virtually.

The independence of the external auditor is critical for the integrity of the audit. The Committee sought confirmation from the auditor that they are fully independent from the Group's management, are free from conflicts of interest and have assessed the nature and level of non-audit fees paid to PwC and have determined that PwC are fully independent.

Committee's activities during 2022

February	May	July	December
Management Highlights Memorandum for the year ended 31 December 2021	Intertek Assessment of PwC Effectiveness	Management Highlights Memorandum for the period ended 30 June 2022	Accounting update paper for the year ended 31 December 2022
Viability Statement	PwC Audit Plan and strategy for the year ended 31 December 2022	Going Concern assessment	Intercompany update
Going Concern assessment	PwC Full-year 2021 views on the control environment	PwC Interim review findings for the period ended 30 June 2022	Group Risk Process and Viability Statement basis of preparation for the year ended 31 December 2022
Climate Change/TCFD reporting	Internal Audit Report Q1 2022	Letter of Representation and Statement of Directors' Responsibilities for the period ended 30 June 2022	Core Mandatory Controls and Assurance Map update
Letter of Representation to PwC and Statement of Directors' Responsibilities for the year ended 31 December 2021	Private meeting without management with the Group Audit Director	Draft 2022 Half-Year Results	Non-audit fee update
PwC report to the Committee for the year ended 31 December 2021 and independence confirmation		Internal Audit Q2 2022 update, draft 2023 audit plan and organisation update	PwC pre-year-end accounting and controls update
Draft 2021 Full-Year Results		Private meetings without management with (i) PwC and then (ii) the CFO	Internal Assessment of Internal Audit effectiveness
Policy for engagement of External Auditors, spend for 2021 and pre-approval of non-audit activities for the year ended 31 December 2022			Internal Audit Report H2 2022
Internal Audit Report Q4 2021			Internal Audit Plan for 2023 and Internal Audit Charter
2022 Rolling Committee Agenda			Private meetings without management with Group Audit Director
2021 Evaluation of the Committee			
Committee Terms of Reference			
Private meetings without management with (i) PwC and then (ii) the CFO			

Audit Committee report Continued

Effectiveness of the external audit process

The Committee conducts an annual review to assess the independence and objectivity of the external auditor and the effectiveness of the audit as part of the year-end process. This process is conducted in three parts as outlined below:

1. PwC presents to the Committee its approach to safeguarding and maintaining the quality and independence of their audit of the Group and their auditors, including addressing any risks they face in maintaining audit quality across their network. This is an extensive report covering all aspects of the audit from the scope of work, reporting the outcomes of findings, the key audit matters, fraud and investigations, intercompany transactions, treasury, key risks, going concern and the IT environment. Each aspect is reviewed and debated with the auditors. The Committee was satisfied that the audit was extensive, sufficiently challenging and robust.

Following the completion of PwC's 2021 audit, the Chair was informed that the Supervision Committee of the Financial Reporting Council ('FRC') had chosen to undertake a thematic review of Intertek's judgements and estimates in the 2021 Annual Report & Accounts. The review stated that there were no questions or queries raised, noting that the FRC's role is not to verify the information provided but to consider compliance with the reporting requirements.
2. The views of management and the Directors on PwC's service, level of challenge, and application of professional judgement are obtained via a questionnaire, and subsequent follow up as necessary. The feedback is then presented to the Committee.
3. The key findings and recommendations from both processes, together with any form of appropriate external evaluation such as feedback from shareholders and the FRC Audit Quality Inspection Report then form the basis of the assessment of PwC's effectiveness, together with the Committee's experience of dealing with PwC during the year.

The responses to the annual appraisal questionnaire were collated and incorporated into the planning process for the following areas: Planning, Fieldwork and Reporting.

Following this review, the Committee considered in detail the feedback received from a selection of Intertek personnel, including Committee members, Group functions, regional finance teams and country finance managers. The feedback scores from the survey demonstrated an increase in the score compared with the prior year for one of the three sub-categories, namely reporting. The overall perception of PwC's effectiveness remains positive, with 97% of respondents either agreeing or mostly agreeing with the statements outlined in the questionnaire, in line with prior year.

Overall, the audit went smoothly particularly given the continuing challenge of performing the audit remotely in many locations. Indeed, several respondents commented that there were efficiencies gained from this approach at Group-level with meetings becoming more targeted and focused. There is a good collaborative approach ensuring year-round communication and engagement with opportunity to better integrate Tax, IT and other workstreams. The audit findings and the areas to improve were discussed at the May 2022 Committee meeting and PwC effectively addressed questions and challenges provided by Committee members.

The Committee concluded, at the meeting held in May 2022, that PwC remained independent and that, overall, PwC had completed a robust and fit-for-purpose audit process across the Group with a satisfactory level of resources.

The effectiveness of the 2022 audit of the Group will be reviewed by the Committee in May 2023.

Audit and non-audit fees

The Terms of Reference of the Committee include ensuring the continued independence and objectivity of the Group's external auditors. This is achieved through:

- the annual approval of the policy for the engagement of external auditors for audit and non-audit services;
- setting limits for non-audit spend for the external auditors;
- an annual review of the Group Auditor's performance in conducting the external audit (presented at the May 2022 Audit Committee meeting);
- a five-year maximum tenure period for the external audit partner; and
- where appropriate, audit tendering and rotation.

The Group has set out a policy on the provision of non-audit work by the external auditor consistent with the 2019 Ethical Standard issued by the FRC, and it is designed to ensure that the provision of such services does not create a threat or compromise the external auditor's independence and objectivity. The policy outlines in detail the services that the external auditor cannot provide including tax services and services that involve playing any part in the management or decision-making of the audited entity amongst others. It identifies certain types of engagement that the external auditor shall, subject to the audit cap, be permitted to undertake, including with respect to audit-related services such as reporting required by law or regulation to be provided by an auditor, reviewing interim financial information, reporting on regulatory returns, reporting to a regulator on client assets and reporting on government grants. With respect to non-audit services, the policy outlines the services that can be provided by the external auditor as required by law or regulation and are exempt from the non-audit fee cap.

In the event that an engagement for non-audit services arises, the policy is designed to ensure that the external auditor is only appointed where it is considered to be the most suitable supplier of the service and the necessary prior approvals have been given in accordance with the policy.

The Committee annually reviews and re-approves the framework of permitted non-audit services as set out in the policy, taking into account any changes in legislation and best practice. The Committee reviewed the policy in 2022 and no major changes were made. PwC also provides an update on the spend for non-audit services twice a year. For 2022, the Committee pre-approved a total non-audit spend of £234,000 (2021: £250,000).

As per the policy, all non-audit services must be approved by the CFO, and in the event that the pre-approved limit is exceeded, the Committee Chair and the CFO have to approve an increase to the pre-approved limit. In 2022, this process operated effectively.

A summary of the fees paid for non-audit services is set out on the next page. The majority of the non-audit fees related to a review by PwC of the Interim Results announcement, which is deemed a non-audit service. This was considered appropriate as PwC also audit the full-year results.

Further information is contained in note 4 to the financial statements in Book three, page 12.

Audit Committee report Continued

Audit fee breakdown for services provided by PwC in 2022

	2022 £m	2021 £m
Total non-audit fees	0.2	0.1
– audit-related services	0.2	0.1
– tax services	–	–
– other non-audit services	–	–
Audit fee	5.9	4.7
% of audit fee	3%	2%

The Statutory Audit Services for Large Companies Market Investigation (Mandatory Use of Competitive Tender Processes and Audit Committee Responsibilities) Order 2014 ('CMA Order') – Statement of compliance

The Group confirms that it complied with the provisions of the CMA Order for the financial year under review.

Internal audit

The Group has an Internal Audit function, whose activities are overseen by the Committee, which provides assurance over compliance with the Group's framework of financial Core Mandatory Controls ('CMCs').

The Committee monitors and reviews the effectiveness and resources of the Internal Audit function. To this end, the Committee approves the Internal Audit programme and charter for the year. The Committee reviews the internal audit reports and monitors management's responsiveness to the findings and recommendations of the Group Audit Director, as well as approving the appointment and removal of the Group Audit Director as appropriate. The Committee noted that, despite the ongoing pandemic extending into 2022, the Internal Audit team had completed one more report than had been issued in 2021. When reviewing the summary findings, management responses, progress against audit recommended improvement plans and average compliance scores, the Committee were satisfied that the Internal Audit function continued to work effectively and focus its activities in the areas with most need.

Independent review of effectiveness

An independent review of effectiveness, which is generally carried out every three years, was undertaken by Grant Thornton in 2019. Their approach considered four key areas: Performance, Planning, People and Positioning. The review concluded that Internal Audit is a valued function of the business and that their role in defining expectations and improving compliance with the financial CMCs is widely acknowledged. They further concluded that the function exhibits a number of areas of good practice, in particular in the continuous improvement agenda of the team, as well as their innovative processes and reporting. The report also highlighted that the remit of the Internal Audit role could evolve and expand in the future. Given dislocations due to Covid-19, the next review of effectiveness will be in 2023.

In 2022, the Committee:

- Oversaw the independence of Internal Audit by maintaining a direct independent reporting line between the Group Audit Director and the Committee Chair, and by meeting with the Group Audit Director without the presence of management.
- Approved the 2023 audit plan which is determined using a risk assessment of the existing methodology and audit frequency standards taking into account the results of 2022 audit activity.
- Reviewed reports on internal audit activities including overall progress in delivering the plan and summaries of each audit performed, with commentary on compliance with the financial controls framework, areas of good practice and areas for improvement.
- Reviewed the financial CMCs trend data from 2018 to 2022. The Committee has noted a steady improvement in audit scores over the period since the introduction of the CMCs framework.
- Monitored management progress on addressing open audit actions.
- Reviewed the annual assessment on the effectiveness of the Group Internal Audit function which included feedback from key business stakeholders. An action plan for areas of improvement was approved.

The Committee satisfied itself that the quality, experience and expertise of the function is appropriate for the business.

Fair, balanced and understandable assessment

The Code states that through its financial reporting, the Board should provide a fair, balanced and understandable assessment of the Group's position and prospects. We, at the Board's request, reviewed the process for determining whether, when taken as a whole, the 2022 Annual Report & Accounts meets the standard prescribed.

In justifying this statement, the Committee has considered the robust process that underpins it, which includes:

- clear guidance and instruction given to all contributors, including at business line level;
- revisions as a result of regulatory requirements monitored on a regular basis;
- pre-year-end discussions held with the external auditor in advance of the year-end reporting process;
- pre-year-end input provided by the senior management team and from corporate functions;
- a verification process dealing with the factual content of the reports to ensure accuracy and consistency;
- comprehensive review by the senior management team to ensure overall consistency and balance;
- review conducted by external advisers and the external auditor on best practice regarding the content and structure of the Annual Report & Accounts;
- review and consideration of the financial statements by the Committee; and
- final sign-off by the Board.

The Board determined that the 2022 Annual Report & Accounts, when taken as a whole, provides a fair, balanced and understandable assessment of the Group's position and prospects, whilst simultaneously providing shareholders with the necessary information to facilitate their assessment of the Group's position, performance, business model and strategy.

Audit Committee report Continued

Internal control and risk management systems

The Board ultimately reviews the Group's risks, controls and compliance and mitigation actions. The Committee is responsible for reviewing the adequacy and effectiveness of that risk framework. We have an integrated approach to getting assurance that our risks are being appropriately and effectively identified and addressed. Further information on how Intertek has implemented an end-to-end integrated approach to risk, control and compliance is outlined on page 50.

'Doing Business the Right Way' is at the heart of what we do and is a key enabler of our 5x5 strategy for growth. The Intertek CMCs are an integral part of 'Doing Business the Right Way', and provide the mechanism by which we define, monitor and achieve consistently high standards in our control environment throughout the whole organisation. At the end of the year, the Committee undertook a review of the effectiveness of the CMCs and Assurance Map to ensure that they continued to be fit for purpose. Where non-compliances with the current CMCs were identified in the 2022 internal audit review process, remediation plans have been put in place. For 2023, the effectiveness of the process was reviewed and there were additional controls introduced to address the areas for improvement identified in 2022.

The new controls for 2023 relate to the collection and reporting of GHG, commuting, net zero and other environmental/sustainability data. Training on the financial CMCs is mandatory for all finance team members, with certification for successful completion of scenario-based test questions. The training is available in multiple languages.

In order to provide assurance that the Intertek controls and policy framework is being adhered to, a self-assessment exercise is undertaken across the Group's global operations. This exercise is reviewed and refreshed each year to align with the updated control framework and to support the continued development of the Group's control environment.

An online questionnaire requesting confirmation of adherence to controls: financial, operational, HR and IT is sent to all Intertek operations. Where corrective actions are needed, the country is required to provide an outline and a confirmed timeline. The results are used as an input for the Internal Audit and Compliance Audit assurance work for 2023.

Self-assessment responses are consolidated for review at a regional level, with further review and sign-off of the consolidated self-assessments in the regional risk committees, before a final consolidated CEO and CFO review. A final summary assessment is provided to the Committee. The self-assessment exercise has been reviewed during the year to ensure global coverage and to reflect Intertek's operational and financial structure, and in order to enhance the alignment of the self-assessment to the assurance process.

We annually review and approve the statements to be included in the Annual Report & Accounts to ensure they remain relevant to the Group's strategy and operations as well as complying with any regulatory requirements. A detailed verification programme also provides assurance to the Committee and the Board when checking that all the statements made in the Annual Report & Accounts are accurate. Intertek's Manual of Accounting Policies and Procedures is issued to all finance staff giving instructions and guidance on all aspects of accounting and reporting that apply to the Group. The Committee can confirm that it reviewed the Group's internal controls and risk management systems and concluded that there was an effective control environment in place across the Group during 2022, and up to the date on which these financial statements were approved. No significant failings or weaknesses were identified.

Whistleblowing and fraud

We reviewed the adequacy and security of the Group's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters ensuring that these arrangements allow proportionate and independent investigation of such matters and appropriate follow-up action.

The whistleblowing hotline is well-publicised and can be used by all employees, contractors and others representing Intertek, or by third parties such as our customers or people who are affected by our operations. This whistleblowing hotline is run by an independent, external provider. It is multi-language and is accessible by phone and by email 24 hours a day. Further information on the whistleblowing hotline can be found on page 50.

In addition, we review the Group's systems and procedures for detecting fraud and the prevention of bribery and receive regular reports on non-compliance and keep under review the adequacy and effectiveness of the Group Compliance function.

Significant issues considered by the Committee

In preparation for each year-end, the Committee reviews the significant accounting policies, estimates and judgements to be applied in the financial statements and discusses their application with management. The external auditor also considers the appropriateness of these assessments as part of the external audit. The Committee's views, comments and their insights are used to inform the processes and approach taken by management in all areas of significant risk, thus facilitating a Group-wide consistent and prudent approach.

In accordance with the Code, the external auditor prepares a report for the Committee on both the half-year and full-year results, which summarises the approach to key risks in the external audit and highlights any issues arising out of their work on those risks, or any other work undertaken on the audit.

During the year, the Committee reviewed and considered the following estimates and areas of judgement to be exercised in the application of the accounting policies:

Audit Committee report Continued

Area of Judgement	Committee comment
Claims	<p>From time to time, the Group is involved in various claims and lawsuits incidental to the ordinary course of business. The Committee considered the claims provision which reflects the estimates of amounts payable in connection with identified claims from customers, former employees and others. The Committee noted that once claims have been notified, the finance teams liaise with the business to determine whether a provision is required, based on IAS 37 <i>Provisions, Contingent liabilities and Contingent assets</i> ('IAS 37').</p> <p>The level of provision is subsequently reviewed on a regular basis with the Group General Counsel, taking into account the advice of external legal counsel. The Committee, following assurance from management and review of the position by the external auditors, considered and agreed that the claims provision, and associated disclosures, were appropriate given the size and status of claims reported.</p>
Taxation	<p>The determination of profits subject to tax is calculated according to complex laws and regulations, the interpretation and application of which can be uncertain. In addition, deferred tax assets and liabilities require judgement in determining the amounts to be recognised, with consideration given to the timing and level of future taxable income. The main areas of judgement in the Group tax calculation are the expected central tax provisions for the full year, including provisions related to transfer pricing risk, and the recognition of the UK deferred tax asset.</p> <p>Twice a year, the Committee receives a report from management providing an evaluation of existing risks and tax provisions which is reviewed by the Committee. The Committee also considered reports presented by the external auditors before determining that the levels of tax provisioning were appropriate.</p>
Revenue Recognition	<p>IFRS 15 <i>Revenue from Contracts with Customers</i> requires an entity to recognise revenue in a way that shows the transfer of goods/services promised to customers is an amount that reflects the expected consideration in return for transferring control of those goods or services to the customer.</p> <p>The Committee reviewed the work completed regarding revenue and, taking into account the views of the external auditors, agreed that the treatment was appropriate.</p>
Acquisitions and fair value accounting	<p>The Committee was advised of the approach taken to the acquisition made in 2022 where the related fair value was recognised on a provisional basis. Such provisional amount is subsequently finalised within the 12-month measurement period, as permitted by IFRS 3. Details of the acquisition in 2022 are set out in note 10 in Book three, page 21.</p> <p>The Committee, following assurance from management and review of the position by the external auditors, was satisfied that the treatment was appropriate.</p>
Impairment of Goodwill and other acquired intangible assets	<p>The Group is required to make judgements to estimate the fair value of assets and liabilities acquired; in particular, the amounts attributed to intangible assets such as titles, brands, acquired customer lists and associated customer relationships. These judgements impact the amount of goodwill recognised on acquisitions. As outlined in note 9 the Group has £1,418.4m of Goodwill which has arisen on acquisitions. An impairment assessment is required at least annually in respect of this amount.</p> <p>The Committee noted the update as at the year-end and, taking into account the acquisition made during the year, and after seeking views from the external auditors, agreed the disclosure in note 9 in Book three, pages 18 to 21.</p>
Accounts receivable and accrued income	<p>The Group takes a prudent approach to provisioning of accounts receivable and accrued income balances in line with IFRS 9 <i>Financial Instruments</i>.</p> <p>The Committee noted the update as at the year-end and, considering the views of the external auditors, agreed that the Group's provision was appropriate.</p>
Consideration of Climate Change	<p>Mandatory TCFD reporting for premium listed entities has driven significant momentum regarding climate change related disclosures. The Group has set out its consideration of climate change in respect of an impact on the financial reporting judgements and estimates arising from our assessment of climate change on the Group as a whole.</p> <p>The Committee reviewed the approach taken to consider the impact of climate change and the disclosures in Book one, pages 49 to 57 and taking into account the feedback from the external auditors agreed the approach taken and the related disclosures.</p>
Pensions	<p>The Group operates a number of post-employment plans. In most locations, these are defined contribution arrangements. However, there are material defined benefit schemes in the United Kingdom and Switzerland.</p> <p>Having considered advice from external actuaries and assumptions used by companies with comparator plans, the Committee agreed that the assumptions used to calculate the income statement and balance sheet assets and liabilities for post-employment plans were appropriate (see note 16 in Book three, page 33).</p>

Following reviews and discussions throughout the year of all the relevant papers presented and after considered discussion with management and the external auditors, the Committee had an understanding of the business rationale for transactions and how they were being recorded and disclosed in the financial statements, and therefore agreed that the estimates and areas of judgement exercised by management were appropriate.

Remuneration Committee report



2022 was more challenging than expected. The Board is confident that our Remuneration Policy and rewards reflect the performance of the Company for all stakeholders in a fair and consistent manner."



Dear shareholder,

I am delighted to present our Remuneration Report for the year ended 31 December 2022.

Business context

2022 was more challenging than expected with the global economy being impacted by the compounding effect of three consecutive shocks: a global pandemic in 2020, a major disruption of the world's supply chains in 2021 and the return of inflation in 2022.

Despite this challenging backdrop, we saw higher demand for our industry-leading ATIC solutions enabling us to deliver strong like-for-like revenue growth and our acquisitions of JLA, SAI and CEA performed well. We continue to provide sustainable returns for our shareholders and believe we are well positioned to benefit from the growth acceleration in our end-markets. The key highlights of our 2022 performance are:

- Revenue of £3,192.9m; +8.2% at constant rates; +14.6% at actual rates
- LFL revenue growth of 4.9% at constant rates
- Adjusted operating profit of £520.1m, up 3.8% at constant rates and up 9.7% at actual rates
- Robust adjusted operating margin of 16.3%, (70bps) year-on-year at constant rates and (70bps) at actual rates
- Adjusted diluted EPS of 211.1p: up 4.6% at constant rates and up 10.6% at actual rates
- Good cash conversion of 124% delivers adjusted cash flow from operations of £722m, up £26m on 2021
- Strong balance sheet with 1.1x net debt to EBITDA; weighted average interest rate of 2.7%
- ROIC of 18.0%, up year-on-year by 20bps at constant rates and down 20bps at actual rates
- Sustainable returns to shareholders with full year dividend of 105.8p in line with 2019, 2020, 2021

Pay for performance in 2022

In keeping with our Group's Core Purpose of "Bringing Quality, Safety and Sustainability to life", and following discussions with our shareholders, we introduced an ESG element into the annual incentive framework with a view to further focus the organisation on our priorities and performance in this area. The annual incentive for 2022 was therefore based on: 70% matrix of Revenue and Adjusted Operating Profit Growth, 15% ROIC and 15% Carbon Emissions.

Notwithstanding the strong performance delivered in the year, demonstrated by 4.9% like for like revenue growth at constant rates, 3.8% adjusted operating profit growth at constant rates and robust adjusted operating margin of 16.3%, based on our performance against stretching targets set at the start of the financial year, the Committee approved an annual incentive result of 20.58% of maximum. This was largely as a result of the zero pay-out under the Revenue and Adjusted Operating Profit Matrix which accounts for 70% of the total annual incentive award. Despite our robust revenue performance, operating profit performance was slightly below 2022 budget, which meant zero pay-out under this element. Any pay-out under this element of the award is only achieved if both revenue and operating profit meet the stretching targets set. 50% of the annual incentive award will be deferred into shares for three-years. The majority of our employees have an annual incentive award that is linked to the same metrics that we use throughout the business.

Our 2020 long-term incentive award was based on three equally weighted metrics; Earnings Per Share, Adjusted Free Cash Flow and Return on Invested Capital, aligned with the Group's 5x5 differentiated strategy for sustainable growth. Over the longer term, the three-year performance of the Group has delivered EPS CAGR growth of 1.4%, Adjusted Free Cash Flow of £1,296.4m and Return on Invested Capital of 24.3%. This has resulted in a pay-out under the 2020 long-term incentive award of 66.67% of maximum.

Remuneration Committee report Continued

When determining incentive outcomes the Committee exercised independent judgement, taking into account a number of internal and external considerations to determine whether the results felt appropriate, including:

- The progress delivered by the leadership team on pricing, productivity and cash initiatives to deliver strong returns;
- Overall share price performance in the year and the implementation of our progressive dividend policy, which rewarded our shareholders with a £170.6m pay-out for the full year 2022 dividend;
- The strategic actions taken by the leadership team to position the Group to seize the attractive organic and inorganic growth opportunities ahead; and
- The overall stakeholder experience over the year, including the experience of our clients, employees and communities.

It was the view of the Committee that the incentive outcomes appropriately reflected performance in the period and the wider shareholder experience, and the Remuneration Policy operated as intended and therefore no discretion was applied.

Wider workforce

Across the Group, our employees have shown commitment, innovation, agility and passion to give Intertek a unique advantage in our industry. We truly value our people, and our focus on their health, safety and well-being is critical to our continued success. Intertek is compliant with minimum wage and mandatory social contributions requirements in all jurisdictions where we operate, and, given the geographic spread of the Group's operations, employee reward is managed at local level to enable local management to deliver the right customer and employee experience. In recent years, the Group has put into place a number of programmes to support our employees, including our 'Kindness' global wellbeing programme and our refreshed Employee Safety and Wellbeing Policy. It is our people's unwavering commitment to our customers that has driven Intertek's performance throughout the pandemic and through this economically turbulent period, and we will continue to support them through these challenging times.

With regards to salary budgets, we are acutely aware of the challenges our employees are facing with the current inflationary environment across the world. In making salary budget decisions, the Group balanced the challenges our employees are facing with the wider approach to cost discipline. The overall salary budget for the Group was therefore set with the focus being on providing the largest increases to those on the lowest incomes. Across the UK, the salary budget has been agreed at 2.0%, with the UK representing c.5% of Intertek's employee population.

Implementation of our Remuneration Policy in 2023

The Committee continues to believe that our Remuneration Policy is working well and achieving our business objectives and no major changes are proposed to the implementation of our Policy for 2023. Our Remuneration Policy is delivered consistently at all levels of the wider workforce and the alignment of performance metrics throughout the organisation is one of the key aspects of our Policy.

With regard to salary, the Committee has awarded the CEO and CFO a 2.0% salary increase in line with the wider UK workforce increase of 2.0%.

There will be no change to the CFO's pension contribution of 5% of salary. As reported last year, the CEO's pension contribution will continue to reduce by 5% each year over the next two years until it is in line with the wider UK workforce and the CEO's pension contribution will reduce to 15% with effect from 1 June 2023.

The maximum annual incentive opportunity will remain at 200% of salary for the CEO and CFO, in line with the Policy. The annual incentive will continue to be based 85% on financial metrics and 15% on ESG, with no proposed change to the annual incentive measures which the Committee believes continue to align with our strategy and our Core Purpose.

Long-term incentive awards will be granted to the CEO and CFO in 2023, with no changes to the award sizes (CEO: 300% of salary; CFO: 200% of salary) or performance measures which continue to support the Group's 5x5 differentiated strategy for sustainable

growth. Details of the underlying targets for the 2023 long-term incentive awards are set out on pages 89 to 90.

Alignment with strategy and purpose

Our Core Purpose of "Bringing Quality, Safety and Sustainability to life" continues to be central to everything we do. Across the organisation our people are excited by the opportunity we have to deliver our Purpose every day. Our Purpose is supported by our Values. We pride ourselves in living our Values, with integrity and fairness sitting at the heart of all our decisions. We believe that our Remuneration Policy and its implementation are value-based, and will create sustainable momentum for the business, our people, our customers and our shareholders in the years to come, whilst also supporting the sustainable delivery of Intertek's clear and powerful differentiated 5x5 growth strategy.

Shareholder engagement

I would like to take this opportunity to thank our shareholders for their support for our Directors' Remuneration Report at our 2022 AGM. Shareholders and their representatives have engaged extensively with us in recent years as we have developed our approach to remuneration at Intertek and they have always provided valuable insight and feedback to the Remuneration Committee. The Board is confident that remuneration at Intertek continues to be aligned to our shareholder interests and carefully designed to support our strategy. I look forward to your support at our forthcoming AGM.

Yours sincerely,



Gill Rider
Chair of the Remuneration Committee

Remuneration Committee report Continued

Directors' Remuneration Policy

The section below sets out the Remuneration Policy for Executive and Non-Executive Directors, which was approved by shareholders at the AGM on 26 May 2021. There is no change to the Remuneration Policy this year in line with the normal three-year Policy cycle. The full Policy is set out in the 2020 Annual Report & Accounts which can be found at [intertek.com/investors](https://www.intertek.com/investors). Some sections of the Policy have been updated to reflect how it was applied in 2022 and our proposed implementation of the Policy in 2023.

In determining the Remuneration Policy, which was approved in 2021, the Committee followed a robust process which included discussions on the content of the Policy at two Remuneration Committee meetings. The Committee considered input from management, although conflicts of interest were managed with decisions being taken by the members of the Remuneration Committee and our independent advisers, as well as in the context of best practice and guidance from our major shareholders and the proxy advisory bodies.

Policy overview

We continue to focus on ensuring that our Remuneration Policy is appropriate for the nature, size and complexity of the Group, encourages our employees in the development of their careers, is aligned with the Company's strategy and is in the best interests of the Company and its stakeholders. It is directed to deliver continued sustainable profitable growth.

Our remuneration strategy is to:

- align and recognise the individual's contribution to help us succeed in achieving our 5x5 differentiated strategy for sustainable growth;
- attract, engage, motivate and retain the best available people by positioning total pay and benefits to be competitive in the relevant market and in line with the ability of the business to pay;
- reward people equitably for the size of their responsibilities and performance; and
- motivate high performers to increase shareholder value and share in the Group's success.

Each year the Committee approves the overall reward strategy for the Group and sets the individual remuneration of the Executive Directors and certain senior management. The Committee reviews the balance between base salary and performance-related remuneration against the key objectives and targets so as to ensure performance is appropriately rewarded. This also ensures outcomes are a fair reflection of the underlying performance of the Group.

As a global service business, our success is critically dependent on the performance and retention of our key people around the world. Employment costs represent the major element of Group operating costs. As a global Group, our pay arrangements take into account both local and international markets and we operate a global Remuneration Policy framework to achieve our reward strategy. Our benchmark peer groups for the majority of our employees consist of international industrial or business service organisations and similar-sized businesses. For our more senior executives we base our remuneration comparisons on a blend of factors, including sector, job complexity, location, responsibilities and performance, whilst recognising the Company is listed in the UK.

We believe that a significant proportion of remuneration for senior executives should be related to performance, with part of that remuneration being deferred in the form of shares and subject to continued employment and longer-term performance. We also believe that share-based remuneration should form a significant element of senior executives' compensation, so that there is a strong link to the sustained future success of the Group.

Remuneration Committee report Continued

Remuneration Policy for Directors

The following table sets out the key aspects of the Remuneration Policy for Directors.

Element of pay	Purpose and link to strategy	Operation	Maximum opportunity	Performance measures
Base salary	To attract and retain high performing Executive Directors to lead the Group.	<p>The Committee normally reviews salaries annually, taking account of factors including, but not limited to, the scale of responsibilities, the individual's experience and performance.</p> <p>Whilst the Committee takes benchmarking information into account, its decisions are based primarily on the performance of the individual concerned against the above factors to ensure that there is no unjustified upward ratchet in base salary.</p>	<p>There is no prescribed maximum salary or annual increase.</p> <p>In awarding any salary increases, the Committee is guided by the general increase for the employee population but on occasions may need to recognise other factors including, but not limited to, development in role, change in responsibility and/or variance to market levels of remuneration.</p>	Individual performance is taken into account when salary levels are reviewed.
Benefits	To provide competitive benefits to ensure the wellbeing of employees.	<p>Benefits include, but are not limited to, annual medicals, life assurance cover of up to six times base salary, allowances in lieu of a company car or other benefits, private medical insurance (for the individual and their dependants) and other benefits typically provided to senior executives.</p> <p>Executive Directors can participate in any all-employee share plans operated by the Company on the same basis as all other employees.</p>	<p>The total value of these benefits (excluding the all-employee plans) will not normally exceed 12% of salary.</p> <p>The maximum opportunity under any all-employee share plan is in line with all other employees and is as determined by the prevailing HMRC rules.</p>	n/a
Pension	To provide competitive retirement benefits.	Executive Directors can elect to join the Company's defined contribution pension scheme, receive pension contributions into their personal pension plan or receive a cash sum in lieu of pension contributions.	<p>For new Executive Directors pension provisions will be in line with those of the wider UK workforce (currently 5% of salary).</p> <p>For current Executive Directors – reducing from 30% of salary by 5% each year for five years until it is in line with the wider UK workforce (currently 5% of salary). In line with that commitment, it will reduce to 15% this year.</p>	n/a

Remuneration Committee report Continued

Element of pay	Purpose and link to strategy	Operation	Maximum opportunity	Performance measures
Annual Incentive Plan ('AIP')	To drive the short-term strategy and recognise annual performance against targets which are based on business objectives.	Awards are based on Group annual performance targets, with performance targets normally set annually by the Board.	The maximum opportunity in respect of a financial year is 200% of salary for each Executive Director.	The annual incentive will be measured against a range of key Group financial measures.
		Incentive outturns are normally assessed by the Committee at the year-end, taking into account performance against the targets and the underlying performance of the business.	The Committee has the ability to adjust the performance measures if not appropriate in the context of overall performance.	The current intention is that none of the incentives will be subject to non-financial measures or personal performance measures.
		The payout at below threshold performance is 0% of maximum, with 25% of the maximum bonus normally payable for threshold performance. Payouts between threshold and maximum (100%) are determined on an annual basis. Details of the payout schedule will be disclosed in the relevant Directors' Remuneration report.	The Committee can adjust upwards the incentive outturn (up to the maximum set out above) to recognise very exceptional circumstances or to recognise circumstances that have occurred which were beyond the direct responsibility of the executive and the executive has managed and mitigated the impact of any loss.	The Committee, however, retains the discretion to introduce such measures in the future, up to a maximum of 20% of the incentive.
		Normally, 50% of any incentive is paid in cash and 50% deferred into shares which will vest after a period of three years subject to continued employment.		Were the Committee to introduce such measures, it would normally consult with the Company's largest institutional shareholders.
		Malus and clawback provisions apply.		For 2023, the annual incentive will be based on 70% matrix of revenue and adjusted operating profit growth, 15% ROIC and 15% ESG. The stretch targets, when met, reward exceptional achievement and contribution. There is no incentive payout if threshold targets are not met.
Long Term Incentive Plan ('LTIP')	To retain and reward Executive Directors for the delivery of long-term performance.	Annual grant of conditional shares which vest after three years, subject to Company performance and continued employment.	Up to 300% of salary in respect of any financial year.	LTIP awards are subject to an appropriate balance of earnings, cash and capital efficiency based performance measures.
		Awards may be made in other forms (e.g. nil-cost options) if considered appropriate.		The Committee retains the discretion to introduce another performance metric, with a maximum weighting of up to one-third of the incentive. Were the Committee to introduce such measures, it would normally consult with the Company's largest institutional shareholders.
		The shares will also normally be subject to a two-year holding period after vesting.		
		Performance targets are normally set annually for each three-year performance cycle by the Board.		
	To provide long-term alignment of executives' interests with shareholders by linking rewards to Intertek's performance.	Vesting is normally assessed by the Committee after the end of the performance period, taking into account performance against the targets and the underlying performance of the business. The Committee has the ability to adjust incentive payments if it believes that out-turns are not appropriate in the context of overall performance.		For 2023, the LTIP award will be based on earnings per share, return on invested capital and adjusted free cash flow. Each measure will have an equal weighting.
		Malus and clawback provisions apply.		25% of an award will vest for achieving threshold performance, increasing pro rata to full vesting for the achievement of stretch performance targets.

Remuneration Committee report Continued

Element of pay	Purpose and link to strategy	Operation	Maximum opportunity	Performance measures
Share ownership guidelines	To increase alignment between executives and shareholders.	<p>Executive Directors are expected to retain any vested shares (net of tax) under the Group's share plans until the guideline is met.</p> <p>The guideline should normally be met within five years of the guideline being set.</p> <p>Further details of the share ownership guidelines and the post-cessation shareholding guidelines are set out in the Directors' Remuneration report.</p>	<p>500% of salary for the CEO.</p> <p>300% of salary for the CFO.</p>	n/a
Post-cessation of employment shareholding	To ensure alignment of sustainable performance between executives and shareholders.	Holding and vesting periods for all share awards will be adhered to post-employment.	Executive Directors required to hold shares as per share ownership guidelines for two years post-employment.	n/a
Non-Executive Directors' fees	To attract and retain high-calibre Non-Executive Directors through the provision of market-competitive fees.	<p>A proportion of the fees (at least 50%) are paid in cash, with the remainder used to purchase shares.</p> <p>Fees are primarily determined based on the responsibility and time committed to the Group's affairs and appropriate market comparisons.</p> <p>The Chairman receives an all-inclusive fee. Non-Executive Directors receive a base fee and further fees for additional Board responsibilities. Additional fees may be paid in the exceptional event that Non-Executive Directors are required to commit substantial additional time above that normally expected for the role.</p> <p>With the exception of benefits in kind arising from the performance of duties (and any tax due on those benefits which is reimbursed by the Company), no other benefits are provided.</p>	As for the Executive Directors, there is no prescribed maximum annual increase. The Committee is guided by the general increase for the employee population but on occasions may need to recognise other factors including, but not limited to, change in responsibility and/or variance to market levels of remuneration.	n/a

Remuneration Committee report Continued

Selection of performance metrics

The annual incentive plan is based on performance against a mix of financial and non-financial measures. The mix of financial measures is aligned to the Group's key performance indicators ('KPIs') and is reviewed each year by the Remuneration Committee to ensure that they remain appropriate to reflect the priorities for the business in the year ahead. The targets are set for each KPI to encourage continuous improvement and challenge the delivery of stretch performance.

The 2023 LTIP award is based on earnings per share growth, return on invested capital and adjusted free cash flow. The performance metrics align with Intertek's earnings model, which supports delivery of the Company's differentiated strategy, which aims to move the centre of gravity of the Company towards high-growth, high-margin areas in our industry. Earnings per share ensure that there is a clear focus on margin-accretive revenue growth; adjusted free cash flow ensures focus on strong cash management; and return on invested capital ensures a focus on disciplined capital management.

A sliding scale of challenging performance targets is set for each measure. The Committee reviews the choice of performance measures and the appropriateness of the performance targets prior to each LTIP grant. The Committee reserves the discretion to set different targets for future awards, without consulting with shareholders. When setting the targets for the annual incentive and the LTIP, the Committee takes into account a range of factors, including the business plan, prior-year performance, market conditions and consensus forecasts.

Terms of incentive awards

Deferred Share awards and LTIP awards may include the right to receive (in cash or shares) the value of the dividends that would have been paid on the shares that vest up to the time of vesting (or for LTIP awards, up to the end of the relevant holding period). The Committee's intention is that such dividends would normally be settled in shares.

The Committee will operate the annual incentive plan and LTIP according to the respective rules of the plans. The Committee will retain flexibility in a number of areas regarding the operation and administration of these plans, including (but not limited to) the following:

- how to deal with a change of control or restructuring of the Group, or a demerger or similar event (including how to assess performance conditions and whether to time pro-rate awards); and
- how and whether any award may be adjusted in certain circumstances (including in the event of a variation of share capital, demerger, special dividend, or similar event).

The Committee also retains the discretion within the Remuneration Policy to adjust targets and/or set different measures and weightings if it considers it is required so that the targets or conditions achieve their original purpose. Revised targets/measures will be, in the opinion of the Committee, no less difficult to satisfy than the original conditions. The Committee may accelerate the vesting and/or the release of awards if an Executive Director moves jurisdictions following grant and there would be greater tax or regulatory burdens on the award in the new jurisdiction.

Remuneration scenarios for Executive Directors

The chart on the next page illustrates how the Executive Directors' remuneration packages vary at different levels of performance under the Policy which will apply in 2023 for both the Chief Executive Officer ('CEO') and Chief Financial Officer ('CFO').

Approach to recruitment and promotions

The remuneration package for a new Executive Director – base salary, benefits, pension, annual incentive and long-term incentive awards – would be set in accordance with the terms of the Company's prevailing approved Remuneration Policy at the time of appointment. The Committee may set the base salary at a value to reflect the calibre, experience and earnings potential of a candidate, subject to the Committee's judgement that the level of remuneration is in the Company's best interest.

The maximum level of variable pay (annual incentive and long-term incentive awards, or any combination thereof) which may be awarded to a new Executive Director at or shortly following recruitment shall be limited to 500% of salary. These limits exclude buy-out awards and are in line with the Remuneration Policy for Directors set out previously.

The Committee may offer additional cash and/or share-based elements to take account of remuneration relinquished when leaving the former employer when it considers these buy-outs to be in the best interests of the Company (and therefore shareholders).

Any such awards would reflect the nature, time horizons and performance requirements attaching to the remuneration it is intended to replace. Where appropriate, the Committee retains the flexibility to utilise Listing Rule 9.4.2 for the purpose of making an award to buy-out remuneration relinquished when leaving the former employer. For external and internal appointments, the Committee may agree that the Company will meet certain relocation expenses and continuing allowances as appropriate. Additionally, in the case of any Executive Director being recruited from overseas, or being recruited by the Company to relocate overseas to perform their duties, the Committee may offer expatriate benefits on an ongoing basis subject to their aggregate value to the individual not exceeding 50% of salary per annum.

For an internal Executive Director appointment, any variable pay element awarded in respect of the prior role may be allowed to pay out according to its terms, adjusted as relevant to take into account the appointment. In addition, any other ongoing remuneration obligations existing prior to appointment may continue. If a new Chairman or Non-Executive Director is appointed, remuneration arrangements will be in line with those detailed in the Remuneration Policy for Non-Executive Directors set out in the Remuneration Policy for Directors.

Service contracts for 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. The Committee reviews the contractual terms for new Executive Directors to ensure these reflect best practice.

In summary, the contractual provisions are:

Provision	Detailed terms
Notice period	12 months
Common law and contractual principles	Common law and contractual principles apply
Remuneration entitlements	An incentive may be payable (pro rata where relevant) and outstanding Share Awards may vest (see below)
Change of control	No Executive Director's contract contains provisions or additional payments in respect of change of control. The treatment of annual incentive awards and outstanding Share Awards will be treated in line with the relevant plan rules

There is no automatic entitlement to an annual incentive award in the year of cessation of employment. The Committee may determine however, that for certain leavers an annual incentive award may be payable with respect to the period of the financial year served.

Remuneration Committee report Continued

Any share-based entitlements granted to an Executive Director under the Company's share plans will be determined based on the relevant plan rules.

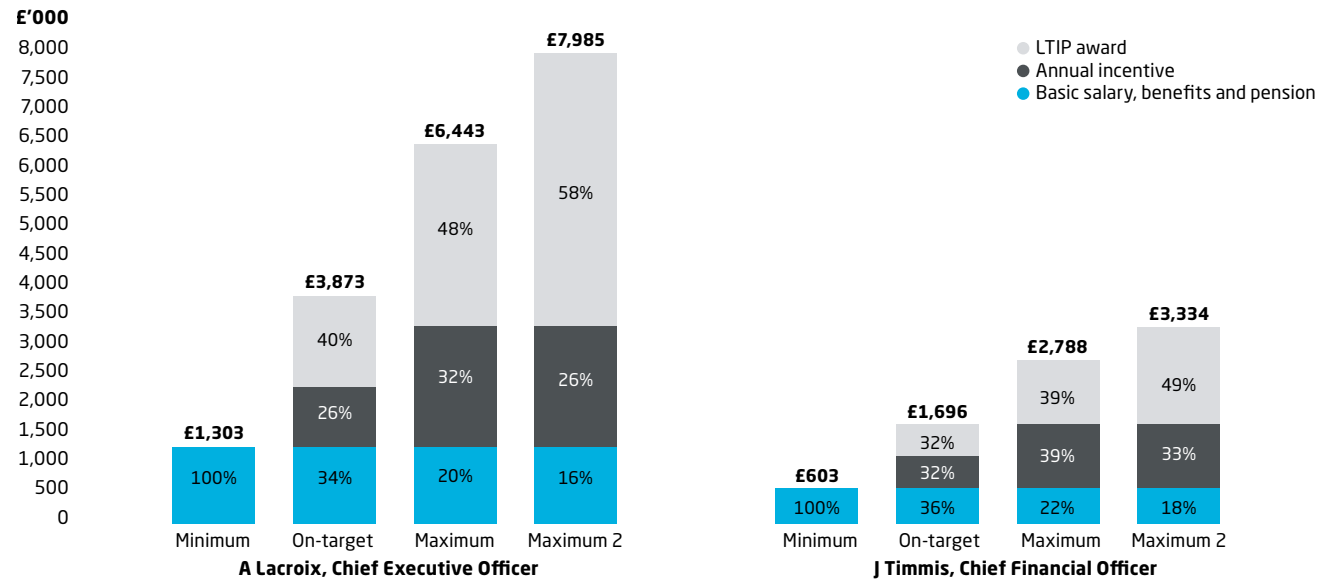
The default treatment under the 2021 LTIP, and previously under the 2011 LTIP, is that any outstanding awards lapse on cessation of employment. However, in certain prescribed circumstances, such as death, ill-health, injury, disability or other circumstances at the discretion of the Committee, 'good leaver' status may be applied.

For good leavers, Deferred Share awards will vest in full on the original vesting date (as permitted under the plan rules), unless the Remuneration Committee determines that awards should vest at an earlier date. LTIP awards will normally vest on the original vesting date (they will normally, where appropriate, be subject to any holding period), and subject to the satisfaction of the relevant performance conditions at that time and reduced pro rata to reflect the proportion of the performance period actually served. However, the Committee has discretion to determine that awards vest at an earlier date and/or to disapply time pro-rating, although it is envisaged that this would only be applied in exceptional circumstances (for example, death). Any such incidents, where discretion is applied by the Committee in relation to Executive Directors, will be disclosed in the following Annual Report & Accounts on Remuneration.

In determining whether an Executive Director should be treated as a good leaver or not, the Committee will take into account the reasons for their departure.

The Committee reserves the right to make any other payments (including appropriate legal fees) in connection with an Executive Director's cessation of office or employment where the payments are made in good faith on discharge of an existing legal obligation (or by way of damages for breach of their obligation) or by way of settlement of any claim arising in contravention with the cessation of an Executive Director's office or employment.

Value of remuneration packages at different levels of performance



Points relating to the above table:

- Salary levels are based on those applying on 1 April 2023.
- The value of taxable benefits is based on the cost of supplying those benefits (as disclosed) for the year ended 31 December 2022.
- The value of pension receivable by the CEO and CFO in 2023 is taken to be 15% of salary and 5% of salary, respectively.
- The on-target level of annual incentive is taken to be 50% of the maximum opportunity.
- The on-target level of the LTIP is taken to be 50% of the face value of the award at grant.
- Share price movement and dividend accrual have not been incorporated into the first three scenarios. Share price growth of 50% has been assumed on the LTIP in the Maximum 2 scenario.

Remuneration Committee report Continued

Letters of appointment for 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.

The table below sets out the terms for all the current Non-Executive Directors of the Board.

	Date of appointment	Notice period/Unexpired term as at 31 December 2022
Andrew Martin	26 May 2016 becoming Chair on 1 January 2021 Reappointed: 26 May 2022	One month/29 months
Graham Allan	1 October 2017 Reappointed: 1 October 2020	One month/nine months
Gurnek Bains	1 July 2017 Reappointed: 1 July 2020	One month/six months
Lynda Clarizio	1 March 2021	One month/14 months
Tamara Ingram	18 December 2020	One month/11 months
Jez Maiden	26 May 2022	One month/29 months
Kawal Preet	31 December 2022	One month/36 months
Gill Rider	1 July 2015 Reappointed: 1 July 2021	One month/18 months
Jean-Michel Valette	1 July 2017 Reappointed: 1 July 2020	One month/six months

Consideration of employment conditions elsewhere within the Group

When setting the Remuneration Policy for Executive Directors, the Remuneration Committee takes into account the pay and employment conditions elsewhere within the Group. When considering the remuneration arrangements for the Executive Directors for the year ahead, the Committee is informed of salary increases across the wider Group. The Committee also approves the overall reward strategy in operation across the Group.

The remuneration strategy set out at the beginning of the Directors' Remuneration Policy report reflects the strategy in place across all employees across the Group. Although this remuneration strategy applies across the Group, given the size of the Group and the geographical spread of its operations, the way in which the Remuneration Policy is implemented varies across the Group. For example, annual incentive deferral applies at the more senior levels within the Group and participation in the LTIP is at the Remuneration Committee's discretion and is typically limited to senior executives employed within the Group.

Given the geographical spread of the Group's operations, the Remuneration Committee does not consider it appropriate to consult employees on the Remuneration Policy in operation for Executive Directors.

Consideration of shareholder views

The Committee values the opportunity to engage in meaningful dialogue with its investors. In April 2022, the Committee consulted with investors on our approach to Executive Director remuneration and further details on the engagement is outlined in the Chair of the Remuneration Committee's letter on pages 78 and 79.

Legacy arrangements

The approved Directors' Remuneration Policy provides authority to the Company to honour any commitments entered into with current or former Directors such as the vesting of outstanding share awards (including exercising any discretions available to it in connection with such commitments) that were agreed:

- before the policy set out above, or any previous policy, came into effect;
- at a time when a previous policy approved by shareholders was in place provided that the payment is in line with the terms of that policy; and
- at a time when the relevant individual was not a Director of the Company and the payment was not in consideration for the individual becoming a Director of the Company.

Remuneration Committee report Continued

Annual Report on Remuneration

Committee membership and meeting attendance

Committee members	Scheduled meetings eligible to attend	Meetings attended
Gill Rider (Chair)	4	4
Graham Allan	4	4
Gurnek Bains	4	4
Tamara Ingram	4	4

100% attendance

The above members were members throughout 2022 and at all times the composition of the Committee was compliant with the Code. All members are independent Non-Executive Directors. Prior to joining Intertek in July 2015, Gill had been Chair of the Remuneration Committee at Charles Taylor plc since January 2012. This enabled the Nomination Committee to recommend her appointment as Chair of the Committee which was then approved by the Board.

On appointment, new Committee members receive an appropriate induction consisting of meetings with senior personnel, advisers and as appropriate, meetings with shareholders and other relevant stakeholders. They also review the Terms of Reference, previous Committee meeting papers and minutes.

The Committee invites the Chairman, CEO and the EVP, Human Resources to attend meetings when it deems appropriate, except when their own remuneration is discussed. No Director is involved in determining his or her own remuneration. None of the Committee members has had any personal financial interest, except as shareholders, in the decisions made by the Committee. The Group Company Secretary acts as Secretary to the Committee.

Committee responsibilities and how we met them in the year

We have specific responsibilities reserved to us by the Board and the full Terms of Reference of the Committee, which were updated in 2019 and are reviewed annually, can be found on our website at [intertek.com](https://www.intertek.com).

Matters delegated to the Committee	Code provision
Determines the Company's policy on remuneration for the Executive Directors and senior executive management.	33, 36–40
Determines the remuneration for the above and the Chair, including any compensation on termination of office.	33
Reviews the remuneration arrangements for the wider employee population and considers issues relating to remuneration that may have a significant impact on the Group.	33
Provides advice to, and consults with, the CEO on major policy issues affecting the remuneration of other executives.	33
Responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee.	35
Keeps the Remuneration Policy under review in light of regulatory and best practice developments and shareholder expectations and ensures that the Remuneration Policy is voted on at least every third year. Due regard is given to the interests of shareholders and the requirements of the Listing Rules and associated guidance.	36–40
Ensures each year that the Annual Directors' Report on Remuneration is put to shareholders for approval at the AGM and includes a description of the work of the Committee.	41

Executive Director remuneration

We are responsible for determining the Company's policy on the remuneration of the Chairman, the Executive Directors and senior executive management. We also determine their remuneration packages, including any compensation on termination of office and review to ensure their alignment with our culture and with those of the workforce as a whole.

In the year, we addressed this by reviewing and agreeing the remuneration of the Executive Directors as well as the Leadership Team. We received advice from Deloitte LLP ('Deloitte') to inform our discussions.

Wider workforce remuneration and engagement

We also review the remuneration and related policies of the wider workforce to ensure that incentives and rewards align to our Purpose, Values and culture. As part of this we receive information on salary increases, the design of the bonus and targets and on the 2021 Long Term Incentive Plan and performance criteria. This is used to inform decisions when setting the policy for Executive Director remuneration and for when we consult with, or provide advice to, the CEO on major policy issues affecting the remuneration of other executives.

The remuneration framework and the incentive structure that we have in place cascades right down through the wider workforce and ensures alignment with executive remuneration and the 5x5 strategy. We also took into account the UK wider workforce salary increase when determining the 2023 salary increase for the Executive Directors.

We ensure that we have effective engagement with the wider workforce on the Group's remuneration and related policies through various escalation processes and communication forums including Town Halls, WhatsIn, emails and leadership briefings. The regular Town Halls that take place across the Group provide an opportunity for our people to raise questions on remuneration which are addressed at the meetings, with feedback directly fed to senior management and then upwards.

During the year, we reviewed the salary levels for senior management and the determination of the annual incentive payments and long-term incentive outcome for 2022. We considered a report on the general market trends that could impact the Group. Further information is provided in the letter from the Chair of the Committee on page 79.

Remuneration Policy and report

It is important that we keep the Remuneration Policy under review in light of regulatory and best practice developments, Listing Rules and Governance Code changes as well as shareholder expectations.

We regularly undertake a review of the Directors' Remuneration report to ensure compliance with Remuneration Reporting Regulations. We also discussed the 2022 proxy voting agencies' reports and their recommendations issued prior to the 2022 AGM.

Remuneration Committee report Continued

Incentives

A key task for us each year is to review the outcomes for the incentive schemes and agree on payment levels taking into account actual performance and any extraordinary events which may have impacted on performance. We will consider if there is a need to apply malus or clawback and, should there be, we would agree the quantum.

We undertook, with external advice, a thorough review of the 2022 annual incentive targets, performance measures and the EPS and TSR results to determine the percentage of incentive awards that would vest in 2022 which was nil.

We also agreed the performance conditions that should apply to the LTIP awards granted in the year to vest based on the performance to the end of 2024. We reviewed the quantum of awards given and were satisfied that they reflected the Remuneration Policy and were appropriate.

Committee review

We undertake an annual review of how effectively we are working as a Committee and take steps to develop any areas identified for improvement.

We also reviewed how we work as a Committee, members' individual strengths and also any additional training that may be beneficial. We received updates on market trends in remuneration from Deloitte and regular updates on corporate governance and policy changes.

Advisers

To ensure that the Group's remuneration practices drive and support achievement of strategies and are market competitive, the Committee obtains advice from various independent sources.

We review the appointment of the remuneration consultant and consider if they remain independent and applicable for the needs of the Committee. In the event that we decide that they are no longer appropriate, we would arrange a review and any subsequent appointment.

In 2022, the Committee received advice from Deloitte, who they appointed in 2015 for their particular expertise both at a local and global level, due to the worldwide operations of the Group and, following review, the Committee remains satisfied that their advice is objective and independent and has sufficient breadth of knowledge to support our deliberations across the diverse Group as a whole. Deloitte are members of the Remuneration Consultants Group and adhere to the voluntary Code of Conduct in relation to executive remuneration consulting in the UK.

The fees paid to Deloitte in the year were £67,930 exclusive of VAT. The charges for services are calculated on the basis of time spent and the seniority of the personnel performing the work at their respective rates.

In addition to the services provided to the Committee, Deloitte provided unrelated tax services to the Group during the year. Deloitte do not have any connection with any Directors of the Company.

External appointments

The Company recognises that, during their employment with the Company, Executive Directors may be invited to become Non-Executive Directors of other companies and that such duties can broaden their experience and knowledge. Executive Directors may, with the written consent of the Company, accept such appointments outside the Company, and the policy is that any fees may be retained by the Director. No Executive Director currently has an external appointment.

Statement of shareholder voting

At the 2021 AGM, a resolution was proposed to shareholders to approve the Remuneration Policy. This resolution received the following votes from shareholders:

	Votes	%
In favour	91,627,222	68.74
Against	41,668,760	31.26
Total	133,295,982	82.59 ¹
Withheld	2,431,490	

1. Percentage of total issued share capital voted.

At the 2022 AGM, a resolution was proposed to shareholders to approve the Directors' Remuneration report for the year ended 31 December 2021. This resolution received the following votes from shareholders:

	Votes	%
In favour	109,326,984	81.81
Against	24,311,895	18.19
Total	133,638,879	82.80 ¹
Withheld	3,831,980	

1. Percentage of total issued share capital voted.

Remuneration Committee report Continued

Directors' Remuneration Policy - implementation in 2023

Elements	Implementation in 2023										
Base salary	<p>Base salary for 2023:</p> <ul style="list-style-type: none">• André Lacroix: £1,028,074.• Jonathan Timmis: £546,210. <p>The UK workforce has been granted an average yearly salary increase of 2%.</p>										
Benefits	<p>Includes, for example, annual medicals, life assurance cover of up to six times base salary, allowances in lieu of a company car or other benefits, private medical insurance and other benefits typically provided to senior executives. Executive Directors can participate in any all-employee share plans operated by the Company on the same basis as all other employees.</p> <p>Total value of benefits (excluding all-employee plans) will not exceed 12% of salary.</p>										
Pension	<p>From 1 June 2023, 15% reducing by 5% each year until it is in line with the wider UK workforce (currently 5% of salary) for the CEO. 5% of base salary for the CFO.</p>										
Annual Incentive Plan ('AIP')	<ul style="list-style-type: none">• Maximum opportunity for the CEO and CFO: 200% of base salary.• 50% of any incentive is paid in cash and 50% is deferred into shares vesting after three years.• Malus and clawback provisions apply.• Performance metrics – 70% will be based on a matrix based on revenue and adjusted operating profit growth, 15% will be based on ROIC and 15% will be based on ESG, which for 2023 will comprise a Carbon Emissions target. Targets are not disclosed prospectively due to commercial sensitivity, however, detailed disclosure of the performance targets and actual outturns will be provided in the following year.• Annual incentive will continue to be subject to a quality of earnings review at the end of the year to ensure that payouts are appropriate based on the underlying performance of the Group and to ensure that any awards are commensurate with the Group's culture and Values.										
Long Term Incentive Plan ('LTIP')	<p>As set out in the table below, the ROIC targets are set taking into account the stretch within the business plan and current ROIC performance. The change in the target range relative to prior years reflects the level of invested capital at work within the business, which has increased in recent years through the Group's strategy of making bolt-on acquisitions which complement the Group's business (including the 2022 acquisition of Clean Energy Associates and the two main acquisitions in 2021 of JLA Brasil Laboratório de Análises de Alimentos and SAI Global Assurance). The Committee believes that the proposed target range for ROIC (and the wider financial metrics in the LTIP) are appropriately stretching relative to the business plan and external forecasts of performance.</p> <ul style="list-style-type: none">• Maximum opportunity for the CEO and CFO: 300% and 200% of base salary, respectively.• Two-year holding period after vesting.• Malus and clawback provisions apply. <p>• Performance metrics for awards being granted in 2023:</p> <table><tr><th>Measures</th><th>Definition</th><th>Threshold (25%)</th><th>Maximum (100%)</th><th>Commentary</th></tr><tr><td>Earnings Per Share ('EPS') (1/3)</td><td><p>Annualised fully diluted, adjusted EPS growth.</p><p>Measured on a constant currency basis.</p><p>Per the definition used for the Group's KPIs in Book one, page 24.</p></td><td>4% p.a.</td><td>10% p.a.</td><td>Compound annual growth rate targets.</td></tr></table>	Measures	Definition	Threshold (25%)	Maximum (100%)	Commentary	Earnings Per Share ('EPS') (1/3)	<p>Annualised fully diluted, adjusted EPS growth.</p> <p>Measured on a constant currency basis.</p> <p>Per the definition used for the Group's KPIs in Book one, page 24.</p>	4% p.a.	10% p.a.	Compound annual growth rate targets.
Measures	Definition	Threshold (25%)	Maximum (100%)	Commentary							
Earnings Per Share ('EPS') (1/3)	<p>Annualised fully diluted, adjusted EPS growth.</p> <p>Measured on a constant currency basis.</p> <p>Per the definition used for the Group's KPIs in Book one, page 24.</p>	4% p.a.	10% p.a.	Compound annual growth rate targets.							

Remuneration Committee report Continued

Elements	Implementation in 2023				
	Measures	Definition	Threshold (25%)	Maximum (100%)	Commentary
	Adjusted Free Cash Flow (1/3)	Free cash flow generated from operations less net capital expenditure, net interest paid and income tax paid. Adjusted for separately disclosed items. Measured on a constant currency basis. Per the definition used in Book one, page 24.	£1,109m	£1,189m	Cumulative targets measured over three years. Targets set taking into account stretch within business plan and expected capital expenditure over the coming three years.
	Return on Invested Capital ('ROIC') (1/3)	Adjusted operating profits less adjusted tax divided by invested capital (net assets excluding tax balances, net financial debt and net pension liabilities). Measured on a constant currency basis. Per the definition used for the Group's KPIs in Book one, page 24.	15.3%	19.3%	Cumulative adjusted operating profits divided by cumulative invested capital in each of the three performance years. Target set taking into account stretch within business plan, current ROIC performance, and reflective of the Group's strategy of making small bolt-on acquisitions which complement the Group's business. The treatment of significant acquisitions would be determined at the time of the transaction.
Share ownership guidelines	Shareholding guidelines are 500% of salary for the CEO and 300% of salary for the CFO. A post-cessation holding equivalent to the lower of the guideline target or the number of shares held at the date of departure will be required to be held for a period of two years from the Executive's departure date.				

Non-Executive Directors' fees

Fees for the Non-Executive Directors are determined by the Board, based on the responsibility and time committed to the Group's affairs and appropriate market comparisons. Individual Non-Executive Directors do not take part in discussions regarding their own fees.

	From 1 January 2023 £'000	From 1 January 2022 £'000
Board membership		
Chairman	350	350
Non-Executive Director	62	62
Senior Independent Non-Executive Director	12	12
Committee membership		
Chair Audit Committee	20	20
Chair Remuneration Committee	15	15
Chair Nomination Committee	-	-
Member Audit Committee	10	10
Member Remuneration Committee	10	10
Member Nomination Committee	5	5

Included in the fees shown in the table above, and pursuant to the policy of aligning Directors' interests with those of shareholders, £10,000 of the fees paid to the Non-Executive Directors and £35,000 of the fees paid to the Chairman are used each year to purchase shares in the Company.

Remuneration Committee report Continued

Remuneration in context

The following section sets out how the Remuneration Committee has addressed the factors in Provision 40, when determining Executive remuneration as set out in the 2018 UK Corporate Governance Code.

Code requirement	Intertek approach
Clarity Remuneration arrangements should be transparent and promote effective engagement with shareholders and the workforce	Variable remuneration arrangements, which are cascaded throughout the workforce, are based on clearly defined financial performance metrics which are aligned with the Group's 5x5 differentiated strategy for sustainable long-term growth.
Simplicity Remuneration structures should avoid complexity and their rationale and operation should be easy to understand	Remuneration arrangements are simple, comprising the following key elements: <ul style="list-style-type: none"> • Fixed element: comprises base salary, benefits and pension, which are aligned to that offered to the majority of the workforce. • Short-term incentive: annual bonus which incentivises the delivery of financial and non-financial performance metrics linked to ESG. Half of the bonus is paid in cash with the balance deferred into shares vesting after a period of three years. • Long-term incentive: LTIP which incentivises financial performance over a three-year period, promoting long-term sustainable value creation for shareholders. Awards are subject to a two-year holding period post-vesting.
Risk Remuneration structures should ensure reputational and other risks from excessive rewards, and behavioural risks that can arise from target-based incentive plans, are identified and mitigated	<p>Performance targets are calibrated to be aligned with the Group's business plan which is set in line with the Group's risk framework.</p> <p>The Remuneration Committee retains the flexibility to review formulaic outcomes to ensure that they are appropriate in the context of overall performance of the Group, including risk.</p>
Predictability The range of possible values of rewards to individual Directors and any other limits or discretions should be identified and explained at the time of approving the Policy	The remuneration scenario charts, set out on page 85, provide estimates on the potential future reward opportunity in a range of scenarios, including below threshold, target and maximum performance (including share price appreciation).
Proportionality The link between individual awards, the delivery of strategy and the long-term performance of the Company should be clear and outcomes should not reward poor performance	<p>Variable remuneration is directly aligned to the Group's strategic priorities (through the selection of key financial performance metrics), with payments calibrated to ensure that payments are only made where strong performance is delivered.</p> <p>As noted above, the Remuneration Committee retains the flexibility to review formulaic outcomes to ensure that they are appropriate in the context of the overall performance of the Group.</p>
Alignment with culture Incentive schemes should drive behaviours consistent with the Company's Purpose, Values and strategy	<p>As set out on page 80, the Remuneration Policy at Intertek has been set to be appropriate for the nature, size and complexity of the Group, encourages our employees in the development of their careers, is aligned with the Company's strategy and is in the best interests of the Company and its stakeholders.</p> <p>It is directed to deliver continued sustainable profitable growth.</p> <p>Our remuneration strategy is to:</p> <ul style="list-style-type: none"> • align and recognise the individual's contribution to help us succeed in achieving our 5x5 differentiated strategy for sustainable growth; • attract, engage, motivate and retain the best available people by positioning total pay and benefits to be competitive in the relevant market and in line with the ability of the business to pay; • reward people equitably for the size of their responsibilities and performance; and • motivate high performers to increase shareholder value and share in the Group's success through well designed and appropriately calibrated incentive schemes.

Remuneration Committee report Continued

The sections that have been audited are indicated as such on pages 92 to 101. The independent auditors' report can be found in Book three, pages 54 to 60.

Directors' remuneration earned in 2022 (audited)

The table below and on the following page summarise Directors' remuneration received for 2022 and the prior year for comparison. Taken in the context of internal and external comparators, the Committee considered the Executives' remuneration to be appropriate.

Executive Directors		Base salary or fees £'000	Benefits ¹ £'000	BIK arising from performance of duties £'000	Annual incentive ² £'000	Long-term incentives £'000	Pension ⁵ £'000	Buyout awards £'000	Total including buyout awards £'000	Total fixed £'000	Total variable £'000
André Lacroix	2022	1,003	118	3	415	1,225³	221	-	2,985	1,345	1,640
	2021	988	109	3	1,680	- ⁴	268	-	3,048	1,368	1,680
Jonathan Timmis	2022	533	29	3	220	-³	27	-⁷	812	592	220
	2021 ⁶	398	24	1	676	-	13	2,187 ⁷	3,299	436	2,863

1. Benefits include allowances in lieu of company car, annual medicals, life assurance, private medical insurance and the use of a car and driver for the CEO (gross £36,255, net £19,940).
2. This relates to the payment of the annual incentive and Deferred Share Award for the financial year-end. Further details of this payment are set out on the following pages.
3. This relates to the 2020 LTIP award due to vest May 2023. Further details on performance are set out on page 95. There was no discretion exercised in respect of the awards.
4. This relates to the 2019 LTIP award which was due to vest in March 2022 where the performance outcome gave rise to nil vesting. There was no discretion exercised in respect of the awards.
5. None of the Executive Directors had a prospective entitlement to a defined benefit pension.
6. This relates to the period from 1 April 2021 when Jonathan Timmis was appointed as a Director.
7. This relates to the buyout awards granted to Jonathan Timmis when he joined the Company on 1 April 2021. Further information on these awards is outlined in our 2020 Directors' Remuneration report.

Remuneration Committee report Continued

Non-Executive Directors		Base salary or fees ¹ £'000	Benefits ² £'000	BIK arising from performance of duties ³ £'000	Total £'000
Andrew Martin (appointed Chair 1 Jan 2021)	2022	350	-	10	360
	2021	350	-	-	350
Graham Allan	2022	89	-	-	89
	2021	89	-	-	89
Gurnek Bains	2022	77	-	-	77
	2021	77	-	-	77
Lynda Clarizio (appointed 1 March 2021)	2022	72	-	5	77
	2021 ⁴	58.5	-	1	59.5
Tamara Ingram	2022	75	-	-	75
	2021	67	-	-	67
Jez Maiden (appointed 26 March 2022)	2022	37⁵	-	3	40
	2021	-	-	-	-
Kawal Preet (appointed 31 December 2022)	2022	-	-	-	-
	2021	-	-	-	-
Gill Rider	2022	87	-	1	88
	2021	86	-	0.5	86.5
Jean-Michel Valette	2022	82	-	4	86
	2021	82	-	1.5	83.5

1. Pursuant to the policy of aligning Directors' interests with those of shareholders, the fees shown as being paid to the Non-Executive Directors include £10,000 used to purchase shares and the fee paid to Chairman includes £35,000 used to purchase shares.
2. With respect to the Non-Executive Directors no other benefits are provided.
3. Certain expenses relating to ensuring that the Directors were in a position to undertake the performance of their duties (not included in the Benefits column above) such as travel to and from Company meetings, related accommodation and completion of UK tax returns for overseas Directors have been classified as taxable. In such cases, the Company will ensure that the Director is not out of pocket by settling the related tax via the PSA. In line with current regulations, these taxable benefits have been disclosed and are shown in the BIK arising from performance of duties column. The figures shown are the cost of the taxable benefit.
4. The 2021 fees for Lynda Clarizio relate to the period from 1 March 2021, the date she was appointed to the Board.
5. The fees shown for Jez Maiden relate to the period from 26 May 2022, the date he was appointed to the Board.

Remuneration Committee report Continued

Annual incentive (audited)

The annual incentive for 2022 was:

- 70% based on a matrix based on revenue and adjusted operating profit growth;
- 15% based on return on invested capital ('ROIC'); and
- 15% based on a carbon emissions target.

Overview of the matrix (70% of the award)

		Adjusted operating profit performance (£m)			
		Below threshold	Threshold	Target	Maximum
Revenue performance (£m)	Maximum	0%	40%	65%	100%
	Target	0%	30%	50%	75%
	Threshold	0%	25%	35%	60%
	Below threshold	0%	0%	0%	0%

Straight-line payouts occur between each of the points above threshold noted above.

The Company's performance resulted in a Group annual incentive payout of 20.58% of maximum opportunity. Performance of individual components is shown below.

2022 Company performance against annual incentive targets (at 2021 constant currency)

Financial measures	% Weighting	2022 Threshold	2022 Target ²	2022 Maximum	2022 Actual	Achieved ³	Weighted achievement
Total external revenue ¹		£2,938.1m	£2,998.1m	£3,058.1m	£3,033.7m		
Adjusted operating profit ¹		£503.1m	£518.7m	£534.3m	£498.1m		
Revenue/profit matrix	70%					0%	0%
Return on invested capital ^{4,5}	15%	18.6%	18.8%	19%	18.7%	37.2%	5.58%
Carbon emissions ^{5,6,7,8}	15%	258,117	253,056	247,995	207,032	100%	15%
Total	100%						20.58%

1. Total External revenue calculated using Lfl Revenue on constant 2021 exchange rates and Adjusted operating profit excludes certain non-budgeted non-recurring items and Separately Disclosed Items.
2. Target is equivalent to 50% payout.
3. Percentage achieved against maximum targets.
4. Return on invested capital as per definition used for the Group's KPIs in Book one, page 24.
5. Emissions are measured in tonnes of carbon dioxide equivalent (tCO₂e).
6. Performance at threshold levels generates 25% outcome for both ROIC and carbon emissions.
7. Emissions from Fuel- and Energy-Related Activities not Included in Scope 1 or Scope 2 are excluded from incentive targets.
8. EY have issued an assurance statement in respect of carbon emissions disclosure that can be found on page 28.

Remuneration Committee report Continued

For 2022, the annual incentive outturn in cash and shares is as follows:

	Payable in cash £'000	Deferred Share Award ¹ £'000	Percentage of Salary %
André Lacroix	2074	2074	20.58
Jonathan Timmis	110.2	110.2	20.58

1. These awards vest three years after the date of grant, subject to continued employment or good leaver status. The deferred award is based on 50% of the annual incentive outturn.

Vesting of LTIP Share Awards (audited)

The LTIP Share Awards granted in 2020 are subject to performance for the three-year period ended 31 December 2022.

The performance conditions attached to this award and actual performance against these conditions are as follows:

Metric	Performance condition	Threshold target ¹	Stretch target ¹	Actual performance	Vesting level
Earnings Per Share (33.3%)	Annualised fully diluted, adjusted EPS growth. Measured on a constant currency basis.	4%	10%	1.4%	0%
Adjusted Free Cash Flow (33.3%)	Free cash flow generated from operations less net capital expenditure, net interest paid and income tax paid. Adjusted for separately disclosed items. Measured on a constant currency basis.	£1,126m	£1,206m	£1,296m	100%
Return on Invested Capital (33.3%)	Adjusted operating profits less adjusted tax, divided by invested capital (net assets excluding tax balances, net financial debt and net pension liabilities). Measured on a constant currency basis.	20%	24%	24.3%	100%
Total vesting					66.67%

1. 25% of the LTIP share awards will vest at the threshold target and 100% will pay out at the stretch target.

Remuneration Committee report Continued

The LTIP Share Awards granted in 2020 to the Executive Directors were as follows:

Executive Director	Number of shares at grant	Number of shares based on accrued dividends	Total number of shares	Number of shares to lapse	Number of shares to vest	Value of vested shares £'000 ¹
André Lacroix	44,900	2,301	47,201	15,733	31,468	1,225
Jonathan Timmis ²	n/a	n/a	n/a	n/a	n/a	n/a
Total	44,900	2,301	47,201	15,733	31,468	1,225

1. The value of shares vested is calculated using the average mid-market share price in the fourth quarter of 2022 which was £38.94.

2. Appointed as a Director on 1 April 2021.

The Committee considered the LTIP outturns in the context of the underlying financial performance of the Group and determined it was appropriate not to exercise its discretion. There was no share appreciation on the shares which vested below their award price.

LTIP Share Awards granted during the year (audited)

The following LTIP Share Awards were granted to the Executive Directors during 2022:

Executive Director	Type of award	Date of award	Basis of award granted	Award price £	Number of shares over which award was granted	Face value of award £'000	% of face value that would vest at threshold performance	Vesting determined by performance over
André Lacroix	LTIP Share Award	11 March 2022	300% of salary	48.762	60,794	2,964	25%	Three years to 31 December 2024
Jonathan Timmis	LTIP Share Award	11 March 2022	200% of salary	48.762	21,533	1,050	25%	

The LTIP Share Awards granted in 2022 are conditional share awards subject to performance for the three-year period ending 31 December 2024. Shares are granted at the average of the mid-market quotation price for the five days up to and including the day immediately before grant.

Remuneration Committee report Continued

The performance conditions attached to this award and the targets are as follows:

Metric	Performance condition	Threshold target	Maximum target
Earnings Per Share (33.3%)	Annualised fully diluted, adjusted EPS growth, calculated on a constant currency basis and per the EPS definition used for the Group KPIs in the 2020 Annual Report & Accounts.	4%	10%
Return on Invested Capital (33.3%)	Adjusted operating profits less adjusted tax, divided by cumulative invested capital (being net assets excluding tax balances, net financial debt and net pension liabilities) in each of the three years, measured on a constant currency basis.	16.5%	20.5%
Adjusted Free Cash Flow (33.3%)	Free cash flow generated from operations less net capital expenditure, net interest paid and income tax paid adjusted for separately disclosed items and is measured on a constant currency basis. Cumulative targets measured over three years.	£899m	£979m

Deferred Share Awards granted during the year (audited)

Executive Director	Type of award	Date of award	Basis of award granted	Award price £	Number of shares over which award was granted	Face value of award £'000	Vesting date ¹
André Lacroix	Deferred Share Award	11 March 2022	Deferral of 2021 bonus	48.762	17,225	840	11 March 2025
Jonathan Timmis	Deferred Share Award	11 March 2022	Deferral of 2021 bonus	48.762	6,930	338	11 March 2025

1. Vesting date subject to continued employment or good leaver status.

Remuneration Committee report Continued

Share Plan Awards (audited)

The table below shows the Directors' interests in the Intertek Share Plans, all of which are restricted stock units ('RSUs'):

	Type of Award	31 December 2021 Number of shares	Granted in 2022 Number of shares	Award price ¹ £	Dividend accrued in 2022 ²	Vested in 2022 Number of shares	Lapsed in 2022 Number of shares	31 December 2022 Number of shares	Date of vesting
André Lacroix									
2019	LTIP Share ^{3,4}	50,117	–	47.378	–	–	(50,117)	–	Mar 2022
	Dividend	2,909	–	–	–	–	(2,909)	–	
	Deferred Share ³	15,135	–	47.378	–	(15,135)	–	–	Mar 2022
	Dividend	876	–	–	–	(876)	–	–	
2020	LTIP Share ^{5,6}	44,900	–	53.94	–	–	–	44,900	May 2023
	Dividend	1,143	–	–	1,158	–	–	2,301	
	Deferred Share ⁷	10,532	–	48.126	–	–	–	10,532	Mar 2023
	Dividend	408	–	–	271	–	–	679	
2021	LTIP Share ^{6,8}	46,296	–	53.36	–	–	–	46,296	Mar 2024
	Dividend	920	–	–	1,193	–	–	2,113	
	LTIP Share ^{6,9}	8,471	–	58.324	–	–	–	8,471	May 2024
	Dividend	168	–	–	218	–	–	386	
2022	LTIP Share ^{6,10}	–	60,794	48.762	–	–	–	60,794	Mar 2025
	Dividend	–	–	–	1,567	–	–	1,567	
	Deferred Share ¹⁰	–	17,225	48.762	–	–	–	17,225	Mar 2025
	Dividend	–	–	–	443	–	–	443	
Total		181,875	78,019		4,850	(16,011)	(53,026)	195,707	

Remuneration Committee report Continued

	Type of Award	31 December 2021 Number of shares	Granted in 2022 Number of shares	Award price ¹ £	Dividend accrued in 2022 ²	Vested in 2022 Number of shares	Lapsed in 2022 Number of shares	31 December 2022 Number of shares	Date of vesting
Jonathan Timmis (appointed as a Director on 1 April 2021)									
2021	Buyout award ¹¹	13,000	–	56.108	–	(13,000)	–	–	April 2022
	Dividend	258	–	–	–	(258)	–	–	
2021	Buyout award ¹²	13,000	–	56.108	–	–	–	13,000	April 2023
	Dividend	258	–	–	335	–	–	593	
2021	Buyout award ¹³	13,000	–	56.108	–	–	–	13,000	April 2024
	Dividend	258	–	–	335	–	–	593	
2021	LTIP Share ¹⁴	18,713	–	56.108	–	–	–	18,713	April 2024
	Dividend	371	–	–	482	–	–	853	
2022	LTIP Share ^{6,10}	–	21,533	48.762	–	–	–	21,533	Mar 2025
	Dividend	–	–	–	555	–	–	555	
	Deferred Share ¹⁰	–	6,930	48.762	–	–	–	6,930	Mar 2025
	Dividend	–	–	–	178	–	–	178	
Total		58,858	28,463		1,885	(13,258)		75,948	

- Awards made are based on a share price obtained by averaging the closing share prices for the five dealing days before the date of grant.
- 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 during the vesting period.
- Awards vested on 21 March 2022, on which date the closing market price of shares was £51.70 having been granted on 21 March 2019 on which date the closing market price was £47.70. Awards were made at a share price of £47.38 being the share price obtained by averaging the closing share prices for the five dealing days before the date of grant.
- One-third of the LTIP Share Awards are subject to EPS, one-third on Return on Invested Capital and one-third on Adjusted Free Cash Flow. In 2022, no LTIP shares vested.
- Awards will vest on 29 May 2023, subject to continued employment or good leaver status, having been granted on 29 May 2020, on which date the closing market price was £55.06. Awards were made at a share price of £53.94 being the share price obtained by averaging the closing share prices for the five dealing days before the date of grant.
- One-third of the LTIP Share Awards are subject to EPS, one-third on Return on Invested Capital and one-third on Adjusted Free Cash Flow. The LTIP shares will be subject to an additional two-year holding period post-vesting.
- Awards will vest on 13 March 2023, subject to continued employment or good leaver status, having been granted on 13 March 2020, on which date the closing market price was £45.36. Awards were made on a share price of £48.126 being the share price obtained by averaging the closing share prices for the five dealing days before the date of grant.
- Awards will vest on 12 March 2024, subject to continued employment or good leaver status, having been granted on 12 March 2021, on which date the closing market price was £53.06. Awards were made at a share price of £53.36 being the share price obtained by averaging the closing share prices for the five dealing days before the date of grant.
- Awards will vest on 27 May 2024, subject to continued employment or good leaver status, having been granted on 27 May 2021 on which date the closing market price was £54.82. Awards were made at a share price of £58.324 being the share price obtained by averaging the closing share prices for the five dealing days before the date of grant.
- Awards will vest on 11 March 2025, subject to continued employment or good leaver status, having been granted on 11 March 2022 on which date the closing market price was £48.56. Awards were made at a share price of £48.762 being the share price obtained by averaging the closing share prices for the five dealing days before the date of grant.
- Awards vested on 1 April 2022, on which date the closing market price of shares was £52.14 having been granted on 1 April 2021 on which date the closing market price was £57.20. Awards were made at a share price of £56.108 being the share price obtained by averaging the closing share prices for the five dealing days before the date of grant.
- Awards will vest on 1 April 2023, subject to continued employment or good leaver status, having been granted on 1 April 2021 on which date the closing market price was £57.20. Awards were made at a share price of £56.108, being the share price obtained by averaging the closing share prices for the five dealing days before the date of grant.
- Awards will vest on 1 April 2024, subject to continued employment or good leaver status, having been granted on 1 April 2021 on which date the closing market price was £57.20. Awards were made at a share price of £56.108, being the share price obtained by averaging the closing share prices for the five dealing days before the date of grant.
- Awards will vest on 1 April 2024, subject to continued employment or good leaver status, having been granted on 1 April 2021 on which date the closing market price was £57.20. Awards were made at a share price of £56.108, being the share price obtained by averaging the closing share prices for the five dealing days before the date of grant. One-third of the LTIP Share Awards are subject to EPS, one-third on Return on Invested Capital and one-third on Adjusted Free Cash Flow. The LTIP shares will be subject to an additional two-year holding period post-vesting.

Remuneration Committee report Continued

Malus and clawback (audited)

Malus and clawback will operate, in respect of the 2011 Long Term Incentive Plan and the 2021 Long Term Incentive Plan, in various circumstances including where there is reasonable evidence of misbehaviour or material error, conduct considered gross misconduct, breach of any restrictive covenants by participants, conduct which resulted in (a) significant loss(es) to the Company, failure to meet appropriate standards of fitness and propriety, a material failure of management in the Company, a discovery of a material misstatement in the audited consolidated accounts or the behaviour of a Director has a significant detrimental impact on the reputation of the Group. Clawback can be applied at any time during the clawback period, which is six years from the date of the award unless extended by the Remuneration Committee prior to the expiry of the initial clawback period.

The Committee has the discretion to reduce annual incentive payments if it believes that short-term performance has been achieved at the expense of the Group's long-term future or vice versa. The Committee also retains the discretion to reduce or reclaim payments if the performance achievements are subsequently found to have been significantly misstated.

Directors' interests in ordinary shares (audited)

The interests of the Directors in the shares of the Company as at the year-end, or date of ceasing to be a Director, are set out below. Save as stated in this report, during the course of the year, no Director or any member of his or her immediate family have any other interest in the ordinary share capital of the Company or any of its subsidiaries. None of the Non-Executive Directors have share options or share awards.

	Beneficially owned at 31 December 2021	Beneficially owned at 31 December 2022 or on ceasing to be a Director ¹	Outstanding LTIP Share Awards ²	Outstanding Deferred Shares ³	Shareholding as a % of salary ⁴	Shareholding Guideline met
André Lacroix ⁵	463,940	472,425	166,828	28,879	1,891	Yes
Jonathan Timmis ⁶	548	7,574	41,654	34,294	57	No
Andrew Martin	7,811	8,165	–	–	n/a	n/a
Graham Allan	460	2,574	–	–	n/a	n/a
Gurnek Bains	462	572	–	–	n/a	n/a
Lynda Clarizio	108	221	–	–	n/a	n/a
Tamara Ingram	105	215	–	–	n/a	n/a
Jez Maiden ⁷	–	250	–	–	n/a	n/a
Kawal Preet ⁸	–	–	–	–	n/a	n/a
Gill Rider	863	977	–	–	n/a	n/a
Jean-Michel Valette	10,479	10,589	–	–	n/a	n/a

1. No changes in the above Directors' interests have taken place between 31 December 2022 and 27 February 2023.
2. Subject to performance conditions.
3. Subject to continued employment or good leaver status.
4. Calculated as the number of shares beneficially owned at 31 December 2022 based on a share price of £40.34 as at 30 December 2022, being the last trading day, and applied to the annual salary for 2022.
5. Appointed 16 May 2015 with the guideline to hold 200% of base salary in shares by 16 May 2020. With effect from the AGM held on 26 May 2021, this was increased to 500% of base salary, which has been exceeded.
6. Appointed 1 April 2021 with a guideline to hold 200% of base salary in shares by 1 April 2026. This was increased to 300% of base salary with effect from the AGM held on 26 May 2021.
7. Appointed 26 May 2022.
8. Appointed 31 December 2022.

Remuneration Committee report Continued

Post-employment share ownership requirements

In line with best practice on the post-cessation of employment shareholding guidelines, Executive Directors are required to retain shares equivalent to the lower of their actual shareholding and in-employment shareholding requirement for two years after ceasing employment with Intertek. These will be held in the Company Nominee account with the date that the holding restriction falls away annotated on the account.

Payments to past Directors (audited)

Edward Leigh received 5,088 shares on 21 March 2022 which vested at a share price of £51.53. This relates to the 2019 LTIP award, where Edward was treated as a good leaver. These vested in line with the LTIP awards vesting for other Executives in respect of the performance period ending on 31 December 2021 (0%) of maximum with only the deferred shares vesting.

Ross McCluskey continues to be employed by the Group, as Executive Vice President Europe and Central Asia, and therefore was not treated as a leaver for the purpose of outstanding incentive awards on ceasing to be a Director.

Payments for loss of office (audited)

No payments for loss of office were made in the year.

Percentage change in remuneration levels

The table below shows the average movement in salary and annual incentive for UK employees between the 2019 and 2020, the 2020 and 2021, and the 2021 and 2022 financial year-ends. The UK total employee population has been chosen as a comparator, as the parent company (Intertek Group plc) does not have any employees apart from the Directors.

	Salary %			Annual Incentive %			Benefits%		
	2019/2020	2020/2021	2021/2022	2019/2020	2020/2021	2021/2022	2019/2020	2020/2021	2021/2022
CEO (André Lacroix ¹)	1.0	1.44	1.5	(24.2)	n/a ³	(75.3)	(12.4)	(2.31)	8.2
CFO (from 1 April 2021) (Jonathan Timmis ²)	n/a	–	33.9	n/a	–	(67.4)	n/a	–	21.9
Average based on Intertek's UK employees ³	3.2		4.1	(9.9)	n/a	n/a	16.45	14.4	5
Chairman (from 1 Jan 2021) (Andrew Martin)	–	280.43	–	n/a	n/a	n/a	n/a	–	n/a
Graham Allan	–	–	–	n/a	n/a	n/a	–	–	n/a
Gurnek Bains	–	–	–	n/a	n/a	n/a	(100)	–	n/a
Lynda Clarizio (from 1 March 2021)	n/a	–	23.1	n/a	n/a	n/a	n/a	–	350
Tamara Ingram (from 18 Dec 2020)	n/a	32.5	11.8	n/a	n/a	n/a	n/a	–	n/a
Jez Maiden (from 26 May 2022)	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Kawal Preet (from 31 December 2022)	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Gill Rider	–	11.69	1.2	n/a	n/a	n/a	(63.5)	n/a	(100)
Jean-Michel Valette	–	13.89	–	n/a	n/a	n/a	(48.9)	(25)	180

1. The percentage change for incentive and benefits for André Lacroix are based on actual amounts earned from 2019, 2020, 2021 and 2022. The overnight increase in April 2022 was 2%.

2. The increases for Jonathan Timmis are also based on actual amounts earned. Their size reflects a comparison of 2022 full-year against 2021 part-year. His overnight salary increase in April 2022 was 2%.

3. The Intertek UK employee group has been selected as the most appropriate comparator group, due to the diverse nature of the Group's global employee population.

Non-Executive Director fees are set in advance for all Non-Executive Directors and any changes in salary percentages reflect that one comparator year was not a full year, or the Non-Executive Director changed Committee roles and there was an adjustment to their fees to reflect this, or a general increase in fees which would be reflected in the table on page 93. Any changes in the Benefits% column would reflect the benefits in kind occurred in the performance of their duties (e.g. expenses for accommodation, travel or meals) – whether there is a claim depends on where the meetings are held in relation to where the Director's place of work is considered to be or where n/a is shown this indicates no payment was received in either period or that the increase cannot be calculated as there was no payment in the preceding period.

Remuneration Committee report Continued

CEO pay ratio

The following table sets out the CEO's pay ratio, comparing the CEO's total remuneration against that of UK employees. The table below shows the required information from 2019 through to 2022.

	Method	25th percentile pay ratio	Median pay ratio	75th percentile pay ratio
2022 CEO	Option B	109:1	86:1	55:1
2021 CEO	Option B	117:1	90:1	56:1
2020 CEO ¹	Option B	94:1	72:1	50:1
2019 CEO	Option B	205:1	152:1	107:1

1. These ratios have been updated to reflect actual LTI vesting value in the single pay figure.

The regulations also require the total pay and benefits and the salary component of total pay to be set out as follows:

	Base salary £	Total pay and benefits £
CEO remuneration	1,002,975	2,985,563
UK employee 25th percentile	24,265	27,481
UK employee median	31,635	34,576
UK employee 75th percentile	49,625	54,400

In terms of reporting options, the Company chose option B, using the most recent gender pay gap information to determine the relevant employees at the 25th, 50th and 75th percentile to compare to CEO pay, as that data was already available and is used for other reporting purposes. It refers to gender pay data as of 1 April 2022 and uses the single total figure methodology for the identified individuals. The pay and benefits for the employees at the quartiles are their total actual annual pay and benefits as of 31 December 2022.

With regards to representativeness of the ratios, Intertek is a very diverse employer and has employees in many UK locations. Our employees have many different qualifications and are working in and serving almost all major industries. As a consequence, it is unlikely that there is any one single individual whose pay and benefits are representative of Intertek UK as a whole. Intertek has therefore also looked at the total pay of the individuals immediately above and below the 25th, 50th and 75th percentile. Looking at the spread of resulting ratios, it was decided that the 'best equivalent' would be the arithmetic mean of the total pay of three individuals around each reporting point:

- For the three employees around the 25th percentile: Ratios ranged from 104:1 to 111:1, with an arithmetic mean of 109:1.
- For the three employees around the 50th percentile: Ratios ranged from 82:1 to 92:1, with an arithmetic mean of 87:1.
- For the three employees around the 75th percentile: Ratios ranged from 53:1 to 58:1, with an arithmetic mean of 55:1.

When calculating total pay and rewards, no pay components were omitted. The Company used the calculation methodology as set out in the relevant regulations (The Companies (Miscellaneous Reporting) Regulations 2018). For part-time employees, their relevant pay and benefit components have been adjusted to the equivalent full-time figure for the relevant business. Full-time equivalent hours can vary across locations and legal entities.

The pay ratio reflects how remuneration arrangements differ as responsibility increases for more senior roles in the organisation, including reflecting that an increased proportion is based on performance-related variable pay and short-term based incentives for more senior executives. The Committee is therefore comfortable that the pay ratio reflects the pay and progression policies at Intertek.

Relative importance of the spend on pay

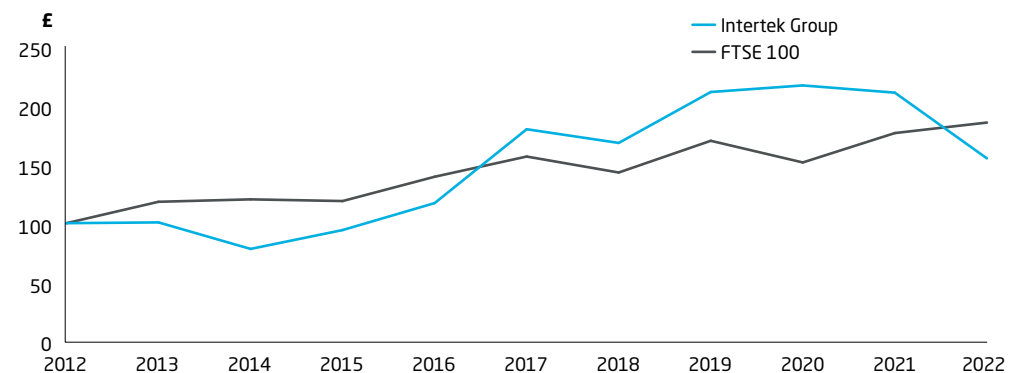
The table below shows the movement in spend on staff costs between the 2021 and 2022 financial years, compared to dividends.

	2022 £m	2021 £m	% change
Staff costs ¹	1,394.7	1,242.6	12.2%
Dividends	170.6	170.6	0%

1. Staff costs are shown at actual rates. At constant currency, staff costs increased by 5.8%, reflecting a 6.4% foreign exchange impact.

Performance graph

Consistent with prior years, the graph alongside shows the TSR in respect of the Company over the last ten financial years, compared with the TSR for the full FTSE 100 Index. The FTSE 100 is selected as the comparator group as it is a good representation of peer group companies and Intertek is a constituent of the FTSE 100. TSR, reflecting the change in the value of a share and dividends paid, can be represented by the value of a notional £100 invested at the beginning of a period and its change over that period.



Remuneration Committee report Continued

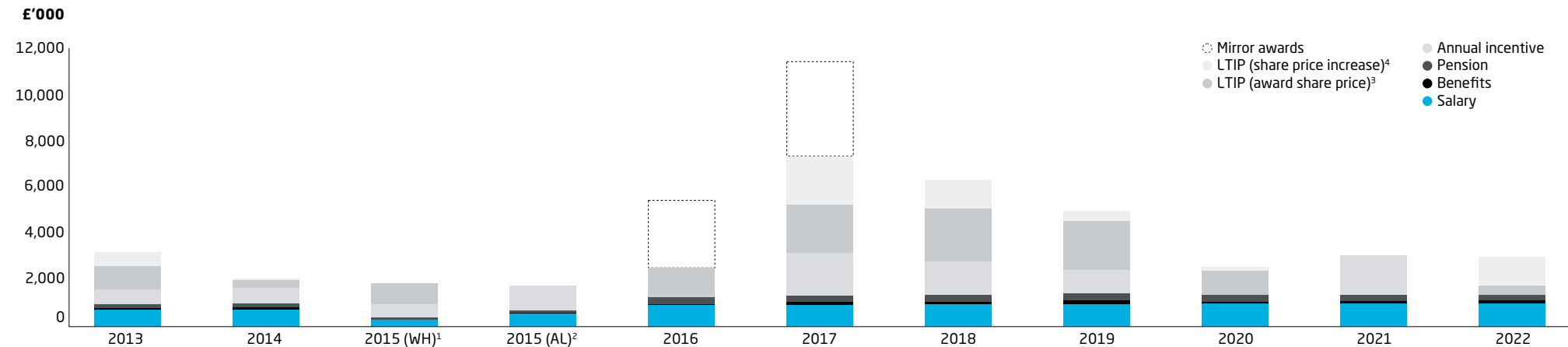
CEO total remuneration

The total remuneration figures for the CEO during each of the past ten financial years are shown in the table below. Consistent with the calculation methodology for the single figure for total remuneration, the total remuneration figure includes the total annual incentive and Deferred Share Award based on that year's performance and LTIP share awards based on the three-year performance period ending in the relevant year. The annual incentive payout and LTIP award vesting level as a percentage of the maximum opportunity are also shown for each of these years.

	2013	2014	W Hauser 2015	A Lacroix 2015	2016	2017	2018	2019	2020	2021	2022
Total remuneration £'000	3,195	2,011	876	1,824	5,452 ¹	11,417 ¹	6,223	4,986	2,470	3,048	2,986
Annual incentive (%)	34.6	38.4	90.6	96.6	70.2	100.0	75.5	52.3	0.0	85.0	20.6
LTIP award vesting (%)	81.8	25.2	–	–	–	90.87	98.32	89.40	41.50	0.0	66.7

1. As reported in previous years, at the time of joining, the Company had bought out André's existing share awards with his previous employer in two tranches of 91,575 and 91,574 shares vesting in 2016 and 2017, each at an award price of £28. The tranche that vested in 2017 vested at a share price of £42.95, which represents an increase in our Company share price over the two years of over 53%. These awards were one-off awards and not part of his ongoing remuneration.

The graph below shows the total remuneration of the Intertek CEO over the ten-year period from 2013 to 2022.



- Shows W Hauser remuneration based on period to 15 May 2015.
- Shows A Lacroix remuneration for the period from appointment as CEO on 16 May 2015.
- LTIP (award share price) shows the proportion of the LTIP value received which resulted from the share price on the award date.
- LTIP (share price increase) shows the proportion of the LTIP value received which resulted from increase in the share price over the vesting period.

Approval of the Directors' Remuneration report

The Directors' Remuneration report, including both the Directors' Remuneration Policy review report and the Annual report on remuneration, was approved by the Board on 27 February 2023.

Gill Rider
Chair of the
Remuneration Committee

Other statutory information

In accordance with the requirements of the Companies Act 2006 ('Act') and the Disclosure Guidance and Transparency Rules ('DTR') of the Financial Conduct Authority ('FCA'), the following section describes the matters that are required for inclusion in the Directors' Report and were approved by the Board. Further details of matters required to be included in the Directors' Report that are incorporated by reference into this report are set out below.

Annual Report & Accounts and compliance with Listing Rule ('LR') 9.8.4 R

The Annual Report & Accounts is in a three book format: Book one – Strategic report; Book two – Sustainability report/Directors' report; and Book three – Financial report. The Board has prepared a Strategic report in Book one which provides an overview of the development and performance of the Company's business together with any research and development activities during the year ended 31 December 2022 and its position at the end of that year. The Strategic report also outlines any important events since the end of the financial year and also likely future developments in the business of the Company and Group.

For the purposes of compliance with DTR 4.1.5 R (2) and DTR 4.1.8 R, the required content of the management report can be found in the Strategic report and this Directors' report in Book two, including the sections of the Annual Report & Accounts, being Books one, two and three, incorporated by reference.

For the purposes of LR 9.8.4C R, the information required to be disclosed by LR 9.8.4 R can be found in the table below.

Topic	Location and page
1. Amount of interest capitalised	Not applicable
2. Any information required by LR 9.2.18 R (Publication of unaudited financial information)	Not applicable
3. Details of long-term incentive schemes	Directors' Remuneration Committee report (pages 78 to 103)
4. Waiver of emoluments by a Director	Not applicable
5. Waiver of future emoluments by a Director	Not applicable
6. Non pre-emptive issues of equity for cash	Not applicable
7. Information required by (6) above for any unlisted major subsidiary undertaking of the Company	Not applicable
8. Company participation in a placing by a listed subsidiary	Not applicable
9. Any contracts of significance	Other statutory information (page 105)
10. Any contracts for the provision of services by a controlling shareholder	Not applicable
11. Shareholder waivers of dividends	Other statutory information (page 105)
12. Shareholder waivers of future dividends	Other statutory information (page 105)
13. Agreements with controlling shareholders	Not applicable

Other statutory information Continued

Directors

The names of the members of the Board, as at the date of this report, and their biographical details are set out on pages 40 to 42. During the year, Jez Maiden and Kawal Preet were appointed as Non-Executive Directors of the Board on 26 May 2022 and 31 December 2022, respectively.

Articles of Association

The Company's Articles of Association contain provisions relating to the retirement, election and re-election of Directors but, in accordance with best practice, all Directors who wish to continue to serve will stand for election and re-election at the Annual General Meeting ('AGM').

The Articles of Association set out the internal regulation of the Company and cover such matters as the rights of shareholders, the appointment or removal of Directors and the conduct of the Board and general meetings. Copies are available upon request from the Group Company Secretary and are available at the Company's AGM. Further powers are granted by members in general meetings and those currently in place are set out in detail on the next page.

Directors' indemnities

The Board believes that it is in the best interests of the Group to attract and retain the services of the most able and experienced Directors by offering competitive terms of engagement, including the granting of indemnities on terms consistent with the applicable statutory provisions. In accordance with the Articles of Association, the Company has executed deed polls of indemnity for the benefit of the Directors of the Company.

These provisions, which are deemed to be qualifying third-party indemnity provisions (as defined by section 234 of the Act), were in force during the financial year ended 31 December 2022, for the benefit of the Directors and, at the date of this report, remain in force in relation to certain losses and liabilities which they may incur (or have incurred) in connection with their duties, powers or office.

Directors' interests

Other than the Directors' service agreements or letters of appointment, none of the Directors of the Company had a personal interest in any business transactions of the Company or its subsidiaries. The terms of the Directors' service agreements or letters of appointment and the Directors' interests in shares and share awards of the Company, in respect of which transactions are notifiable to the Company and the FCA under Article 19 of the UK Market Abuse Regulation, are disclosed in the Directors' Remuneration Committee report.

Directors' powers

The Directors are responsible for the strategic management of the Company and their powers to do so are determined by the provisions of the Act and the Company's Articles of Association.

Dividend

The Directors are recommending a final dividend of 71.6p per ordinary share (2021: 71.6p) making a full-year dividend of 105.8p per ordinary share (2021: 105.8p) which will, if approved at the AGM, be paid on 15 June 2023 to shareholders on the register at the close of business on 26 May 2023.

Share capital

The issued share capital of the Company and the details of the movements in the Company's share capital during the year are shown in note 15 in Book three.

The holders of ordinary shares are entitled to receive dividends when declared, receive the Company's Annual Report & Accounts, attend and speak at general meetings of the Company, appoint proxies and exercise voting rights. A waiver of dividend exists in respect of the 132,407 shares held by the Intertek Group Employee Share Ownership Trust ('Trust') as of 31 December 2022 and with respect to future dividends. Details of the shares purchased by the Trust during the year are outlined in note 15 in Book three. There are no restrictions on the transfer of ordinary shares in the Company.

The rights attached to shares in the Company are provided by the Articles of Association, which may be amended or replaced by means of a special resolution of the Company in a general meeting. The Directors' powers are conferred on them by UK legislation and by the Company's Articles of Association.

No ordinary shares carry any special rights with regard to the control of the Company and there are no restrictions on voting rights except that a shareholder has no right to vote in respect of a share unless all sums due in respect of that share are fully paid. There are no arrangements known to the Company by which financial rights carried by any shares in the Company are held by a person other than the holder of the shares, nor are there any arrangements between holders of securities that may result in restrictions on the transfer of securities or on voting rights known to the Company. All issued shares are fully paid.

Shares are admitted to trading on the London Stock Exchange and may be traded through the CREST system.

Other statutory information Continued

Allotment of shares

At the AGM held in 2022, the shareholders generally and unconditionally authorised the Directors to allot relevant securities up to approximately two-thirds of the nominal amount of issued share capital.

It is the Directors' intention to seek renewal of this authority in line with guidance issued by the Investment Association. The resolution will be set out in the Notice of AGM.

At the AGM held in 2022, the Directors were also empowered by the shareholders to allot equity securities, up to 5% of the Company's issued share capital, for cash under section 570 of the Act. It is intended that this authority be renewed at the forthcoming AGM.

It is the Board's intention to also propose the renewal of the additional special resolution to allow the Company to allot equity securities up to a further 5% of the Company's issued share capital. This is applicable when the Board determines a transaction to be an acquisition or other capital investment and 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.

Purchase of own shares

Shareholders also approved the authority for the Company to buy back up to 10% of its own ordinary shares by market purchase until the conclusion of the AGM to be held this year. The Directors will seek to renew this authority for up to 10% of the Company's issued share capital at the forthcoming AGM. This power will only be exercised 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 accordingly, that the purchase is in the interests of shareholders. The Directors will also give careful consideration to gearing levels of the Company and its general financial position. Any shares purchased in this way may be held in treasury which, the Directors believe, will provide the Company with flexibility in the management of its share capital. Where treasury shares are used to satisfy Share 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 relevant share plan rules. The Company currently holds no shares in treasury.

At date of notification

Shareholder	Direct voting rights	Indirect voting rights	Percentage of voting rights attached to shares	Voting rights through financial instruments	Percentage of voting rights through financial instruments	Total voting rights	Percentage of total voting rights
BlackRock Inc.	–	10,473,019	6.49%	1,392,394	0.85%	11,865,413	7.34%
Fiera Capital Corporation	–	9,553,525	5.92%	–	–	9,553,525	5.92%
Massachusetts Financial Services Company	–	8,004,731	4.96%	–	–	8,004,731	4.96%

These holdings are published on a Regulatory Information Service and on the Company's website.

Significant agreements

The Company is not a party to significant agreements which take effect, alter or terminate upon a change of control following a takeover bid apart from a number of credit facilities with banks together with certain senior notes issued by the Company. The total amount owing under such credit facilities and senior note agreements as of 31 December 2022 is shown in note 14 to the financial statements. These agreements contain clauses such that, in the event of a change of control, the Company can offer to or must repay all such borrowings together with accrued interest, fees and other sums owing as required by the individual agreements.

The rules of the Company's incentive plans contain clauses relating to a change of control resulting from a takeover and, in such an event, awards would vest subject to the satisfaction of any associated performance criteria. The Company is not aware of any other agreements with change of control provisions that are considered to be significant in terms of their potential impact to the business.

There are no significant agreements or contracts in place with any Group Company and a Director of the Company or a major shareholder.

Material interests in shares

Up to 27 February 2023, being the latest practicable date before the publication of this report, the following disclosures of major holdings of voting rights have been made (and have not been amended or withdrawn) to the Company pursuant to the requirements of Rule 5 of the DTR of the FCA ('DTR 5'). The Company is not aware of any changes in the interests disclosed under DTR 5 since the year-end.

Other statutory information Continued

Our people

Information about the Group's employees, employment of disabled persons policies and employment practices is contained within this report on pages 10 to 15. Information on the employee share schemes is in the Directors' Remuneration Committee report and in Book three, page 36. The steps by the Company taken to inform, engage and consult with employees is outlined in pages 53 to 61 and in the Section 172 statement in Book one.

Stakeholders

Information on the steps by the Company taken to inform, engage and consult with our stakeholders is outlined in pages 52 to 61 and in the Section 172 statement in Book one.

Energy Use and Greenhouse Gas emissions ('GHG')

Information about the Group's energy use, GHGs and methodologies used for the calculations are given in this report on pages 24 to 29.

Task Force on Climate-Related Financial Disclosures ('TCFD')

The climate-related financial disclosures consistent with TCFD recommendations are in Book one.

Political donations

At the AGM in 2022, shareholders passed an ordinary resolution, on a precautionary basis, to authorise the Company to make donations to EU political organisations and to incur EU political expenditure (as such items are defined in the Act) not exceeding £90,000.

During the year the Group did not make any such political donations (2021: Enil). It is the Company's policy not, directly or through any subsidiary, to make what are commonly regarded as donations to any political party.

At the forthcoming AGM of the Company, shareholders' approval will again be sought to authorise the Group to make political donations and/or incur political expenditure (as such terms are defined in section 362 to 379 of the Act). Further information is contained in the Notice of AGM.

Branches

The Company, through various subsidiaries, has established branches in a number of different countries in which the business operates. The list of related undertakings is available in note 23 in Book three.

Independent auditors

The auditor, PricewaterhouseCoopers LLP, have expressed their willingness to continue in office. Upon the recommendation of the Audit Committee, a resolution to reappoint them as auditors and to determine their remuneration will be proposed at the forthcoming AGM.

Financial instruments

Details about the Group's use of financial instruments are outlined in note 14 in Book three.

Annual General Meeting

The Notice of AGM, which is to be held on 24 May 2023, is available for download from the Company's website at [intertek.com/investors](https://www.intertek.com/investors). The Notice details the business to be conducted at the meeting and includes information concerning the deadlines for submitting proxy forms and in relation to voting rights.

Statement of disclosure of information to auditors

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are aware, there is no relevant audit information of which the Company's auditors are unaware and each Director has taken all reasonable steps that he or she ought to have taken as a Director of the Company to make themselves aware of any relevant audit information and to establish and ensure that the Company's auditors are aware of that information.

Statement of Directors' responsibilities in respect of the financial statements

The Directors are responsible for preparing the Annual Report & Accounts and the financial statements in accordance with applicable law and regulation.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the Group financial statements in accordance with UK-adopted international accounting standards and the Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 'Reduced Disclosure Framework', and applicable law).

Under company law, Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Company and of the profit or loss of the Group for that period. In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable UK-adopted international accounting standards have been followed for the Group financial statements and United Kingdom Accounting Standards, comprising FRS 101, have been followed for the Company financial statements, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

The Directors are responsible for safeguarding the assets of the Group and Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements and the Directors' Remuneration report comply with the Companies Act 2006.

The Directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Directors' confirmations

The Directors consider that the Annual Report & Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's and Company's position and performance, business model and strategy.

Each of the Directors, whose names and functions are listed in the Directors' Report, confirm that, to the best of their knowledge:

- the Group financial statements, which have been prepared in accordance with UK-adopted international accounting standards, give a true and fair view of the assets, liabilities, financial position and profit of the Group;
- the Company financial statements, which have been prepared in accordance with United Kingdom Accounting Standards, comprising FRS 101, give a true and fair view of the assets, liabilities and financial position of the Company; and
- the Strategic Report includes a fair review of the development and performance of the business and the position of the Group and Company, together with a description of the principal risks and uncertainties that it faces.

In the case of each Director in office at the date the Directors' Report is approved:

- so far as the Director is aware, there is no relevant audit information of which the Group's and Company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Group's and Company's auditors are aware of that information.



André Lacroix
Chief Executive Officer
27 February 2023

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Registered Number: 04267576



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