



NOTICE OF 2018 ANNUAL GENERAL MEETING

**THIS DOCUMENT IS IMPORTANT AND
REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the action you should take, you are advised immediately to consult your stockbroker, solicitor, accountant or other independent professional advisor authorised pursuant to the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all of your shares, please pass this document, together with the accompanying documents, to the purchaser or transferee, or to the person who arranged the sale or transfer, so that they can pass them to the person who now holds the shares.

intertek

Intertek Group plc
(the 'Company')

Registered Office:

33 Cavendish Square
London
W1G 0PS

Incorporated in England and Wales with
Registration Number 4267576

DIRECTORS

Sir David Reid	Chairman
André Lacroix	Chief Executive Officer
Edward Leigh	Chief Financial Officer
Graham Allan	Senior Independent Non-Executive Director
Gurnek Bains	Non-Executive Director
Dame Louise Makin	Non-Executive Director
Andrew Martin	Non-Executive Director
Gill Rider	Non-Executive Director
Jean-Michel Valette	Non-Executive Director
Lena Wilson	Non-Executive Director

NOTICE OF 2018 ANNUAL GENERAL MEETING ('AGM')

4 April 2018

Dear Shareholder

INTRODUCTION

The 2018 AGM will be held in the Marlborough Theatre, No.11 Cavendish Square, London W1G 0AN at 9.00 a.m. on Thursday, 24 May 2018. A location map is provided on the reverse of the accompanying Proxy Form.

This letter is to give you further information about the business to be conducted at the AGM and the resolutions to be proposed at the meeting. Shareholders will be invited to raise any questions they may have relating to the business being dealt with at the meeting. The formal Notice of AGM is set out on pages 6 and 7 of this document.

A copy of the Company's 2017 Annual Report and Accounts accompanies this Notice of AGM.

Resolutions 1 to 18 will be proposed as Ordinary Resolutions.

Resolutions 19 to 22 will be proposed as Special Resolutions.

ORDINARY RESOLUTIONS

Resolution 1 - Annual Report and Accounts for the year ended 31 December 2017

Resolution 1 will be the consideration of the 2017 Annual Report and Accounts (being the audited financial statements for the year ended 31 December 2017, the Strategic report and the Directors' and Auditor's reports). Questions will be taken at the meeting.

Resolution 2 - Directors' Remuneration Report

In accordance with the Companies Act 2006 (the 'Act'), listed companies are required to prepare a Directors' Remuneration Report which must be approved by the shareholders of the Company. The Directors' Remuneration Report provides details of the payments made to Directors during the year ended 31 December 2017.

Resolution 2 is a resolution to approve the Directors' Remuneration Report for the financial year ended 31 December 2017, as set out on pages 81 to 96 of the 2017 Annual Report and Accounts (excluding the Remuneration Policy which is on pages 82 to 87).

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

Resolution 3 - Payment of a final dividend

Resolution 3 is a resolution for the approval of the payment of a final dividend of 478p per ordinary share to shareholders whose names appear on the register at the close of business on 18 May 2018. If approved, the final dividend will be paid on 6 June 2018.

Election of Directors to the Board since the last AGM

Resolution 4 - That Graham Allan be elected as a Director.

Experience: Graham was appointed to the Board as a Non-Executive Director in October 2017. Graham was the Group Chief Executive of Dairy Farm International Holdings Limited, a pan-Asian retailer and a subsidiary of Jardine Matheson, for five years. Prior to this, Graham was President and CEO at Yum! Restaurant International. He has held various senior positions in multinational food and beverage companies operating across the globe. Graham was previously a Non-Executive Director of InterContinental Hotels Group plc and Yonghui Superstores Co. in China, in addition to being a Commissioner of Hero Group, an Indonesian retailer. Graham brings strong management knowledge and experience of the pan-Asian market as well as international experience in consumer and retail business to the Board.

Independent: Yes.

Other current principal external appointments: A Board member of IKANO Pte Ltd.

Committee membership: Nomination and Remuneration Committee.

Resolution 5 - That Gurnek Bains be elected as a Director.

Experience: Gurnek was appointed to the Board as a Non-Executive Director in July 2017. Gurnek has worked extensively with multinational organisations in areas such as culture change, vision and values, executive coaching and assessment, board development and strategic talent development. He has a doctorate in psychology from Oxford University, and was the co-founder of YSC, a premier global business psychology consultancy. He led YSC as the CEO and Chairman for 25 years. Gurnek has worked with senior leaders across a wide range of industries internationally and his thought leadership on culture and leadership development provides a strong addition to the Board.

Independent: Yes.

Other current principal external appointments: Trustee of the School of Social Entrepreneurs.

Committee membership: Nomination and Remuneration Committee.

Resolution 6 - That Jean-Michel Valette be elected as a Director.

Experience: Jean-Michel was appointed to the Board as a Non-Executive Director in July 2017. He has an MBA from Harvard Business School, which complements his extensive experience spanning more than 30 years in management, US public company corporate governance, strategic planning and finance. He was Chairman of Peet's Coffee and Tea, Inc from 2004 to 2012. Jean-Michel brings strong US and global management experience especially in consumer and luxury goods companies, which will broaden the international and customer knowledge on the Board.

Independent: Yes.

Other current principal external appointments: Chairman of Select Comfort Corporation. Lead Director and member of the Audit Committee of The Boston Beer Company. Both US listed companies.

Committee membership: Audit Committee.

Annual Re-election of Directors

In line with the recommendations set out in the UK Corporate Governance Code, all Directors who wish to continue to serve will be subject to re-election. The Directors standing for re-election in light of these provisions are listed in Resolutions 7 to 13 below.

Resolution 7 - That Sir David Reid be re-elected as a Director.

Experience: David was the Chairman of Tesco PLC from April 2004 to November 2011. Prior to this, he was Deputy Chairman of Tesco PLC and had served on the board since 1985. In addition, he was the Senior Independent Non-Executive Director of Reed Elsevier Group PLC, Chairman of Kwik-Fit Group Ltd, Non-Executive Director at Greenalls Group Plc (now De Vere Group), Legal & General Group Plc and Westbury plc. These appointments demonstrate David's extensive board-level experience.

Independent: Yes, on appointment.

Other current principal external appointments: Chairman of the charity Whizz-Kidz. A member of the Global Senior Advisory Board of Jefferies International Limited.

Committee membership: Nomination Committee (Chair).

Resolution 8 - That André Lacroix be re-elected as a Director.

Experience: André was previously Group Chief Executive of Inchcape plc from 2005 to 2015. Prior to this, he was Chairman and Chief Executive Officer of Euro Disney S.C.A. From 1996 to 2003 he was the President of Burger King International. These appointments illustrate André's extensive and varied international business experience.

Other current principal external appointments: Senior Independent Director of Reckitt Benckiser Group plc.

Committee membership: None.

Resolution 9 - That Edward Leigh be re-elected as a Director.

Experience: Edward has extensive experience in finance, including experience gained at Dixons Retail Plc where he held several senior financial management positions including Divisional & Corporate Development Finance Director, UK & Ireland CFO and Group Financial Controller. From 1995 to 2004, he held commercial financial leadership roles at Procter & Gamble Co. where he covered the UK and international markets. Edward joined Intertek in March 2013 as the Group's Financial Controller and was subsequently appointed to the Board as Chief Financial Officer in October 2014.

Other current principal external appointments: None.

Committee membership: None.

Resolution 10 - That Dame Louise Makin be re-elected as a Director.

Experience: Louise is the Chief Executive Officer of BTG plc, a growing international healthcare specialist company. She held the role of Vice President, Strategy & Business Development Europe at Baxter Healthcare from 2000 and from 2001, President of the Biopharmaceuticals division where she was responsible for Europe, Africa and the Middle East. Prior to these positions, Louise was a Director of Global Ceramics at English China Clay. She was also a Non-Executive Director of Premier Foods plc.

Independent: Yes.

Other current principal external appointments: Trustee of The Outward Bound Trust. Non-Executive Director of Woodford Patient Capital Trust plc. Chair of the 1851 Trust.

Committee membership: Audit and Nomination Committee.

Resolution 11 - That Andrew Martin be re-elected as a Director.

Experience: Andrew was the Group Chief Operating Officer for Europe and Japan for Compass Group PLC, following his role as Group Finance Director. Prior to this, he was the Group Finance Director at First Choice Holidays plc.

Independent: Yes.

Other current principal external appointments: Non-Executive Director of easyJet plc and Senior Independent Director of Hays plc.

Committee membership: Audit (Chair) and Remuneration Committee.

Resolution 12 - That Gill Rider be re-elected as a Director.

Experience: Gill was the head of the Civil Service Capability Group in the Cabinet Office reporting to the Cabinet Secretary. Prior to this, she held a number of senior positions with Accenture culminating in the post of Chief Leadership Officer. Gill was previously a Non-Executive Director of De La Rue plc.

Independent: Yes.

Other current principal external appointments:

Non-Executive Director and Senior Independent Director at Pennon Group Plc and Charles Taylor Plc. Chair of the Council (Board) of the University of Southampton.

Committee membership: Remuneration Committee (Chair).

Resolution 13 - That Lena Wilson be re-elected as a Director.

Experience: Lena was the Chief Executive Officer of Scottish Enterprise until October 2017 and a member of Scotland's Financial Services Advisory Board. Prior to this, she was Chief Executive Officer of Scottish Development International. Lena was also a Senior Advisor to The World Bank in Washington DC on private sector development for developing countries.

Independent: Yes.

Other current principal external appointments: Non-Executive Director of the Royal Bank of Scotland Group plc and ScottishPower Renewable Energy Limited. Visiting professor and advisor to the University of Strathclyde Business School. Ambassador for the Prince and Princess of Wales Hospice and the Edinburgh Military Tattoo.

Committee membership: Audit and Nomination Committee.

Each of the Non-Executive Directors being elected or re-elected has given an assurance to the Board that they remain committed to their role as Non-Executive Directors and will ensure that they devote sufficient time to it, including attendance at Board and Committee meetings.

The Board, having completed formal performance evaluations, believes that each Director standing for election or re-election has considerable and extensive experience, which will remain invaluable to the Company, and continues to perform effectively in their role. It is therefore recommended that each of the continuing Directors be elected or re-elected.

Resolutions 14 & 15 - Reappointment and remuneration of Auditor

Under Resolution 14 it is proposed that PricewaterhouseCoopers LLP be reappointed as Auditor for the coming year and under Resolution 15 that the Audit Committee, for and on behalf of the Board, be authorised to determine the Auditor's remuneration.

Resolution 16 – Directors’ authority to allot Relevant Securities

Resolution 16 renews a similar authority given at last year’s AGM and is in two parts.

Part (a) of Resolution 16 will give the Directors authority to allot Relevant Securities (as defined in the Resolution) up to an aggregate nominal amount of £537,977. This amount represents approximately one-third (33.33%) of the nominal amount of the issued share capital of the Company as at 20 March 2018 (being the latest practicable date prior to publication of this Notice of AGM). This limit is in line with the Investment Association Share Capital Management Guidelines (the ‘Guidelines’).

In addition, and also in line with the Guidelines, part (b) of Resolution 16 will give the Directors a further authority to allot equity securities, up to an aggregate nominal amount of £537,977, provided that this additional authority is used only for fully pre-emptive rights issues. This amount represents approximately one-third (33.33%) of the nominal amount of the issued share capital of the Company as at 20 March 2018 (being the latest practicable date prior to publication of this Notice of AGM).

The maximum nominal value of securities which could be allotted if the authority in both part (a) and part (b) of Resolution 16 were used would be £1,075,954, which represents approximately two-thirds (66.66%) of the nominal amount of the issued share capital of the Company as at 20 March 2018 (being the latest practicable date prior to publication of this Notice of AGM).

If given, this authority will expire at the conclusion of the next AGM of the Company or, if earlier, at the close of business on 30 June 2019.

The Directors have no present intention of exercising this authority but consider it desirable that they should have the flexibility to issue shares from time to time to enable the Company to take advantage of general business opportunities as they arise.

The Company currently holds no shares in treasury.

Resolution 17 – Donations to EU political organisations and EU political expenditure

Resolution 17 renews a similar authority given at last year’s AGM.

The Companies Act 2006 (‘Act’) prohibits companies from making any donations to EU political organisations or incurring any political expenditure unless authorised by shareholders in advance. The Company’s policy is that it does not, directly or through any subsidiary, make what are commonly regarded as donations to any political party. However, the legislation includes a wide definition of what constitutes political donations and expenditure: sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling public duties and support for bodies representing the business community in policy review may fall within this. Accordingly, we are seeking shareholder approval on a precautionary basis to allow the Company and its subsidiaries to continue to support the community and put forward views to wider business and Government interests without running the risk of being in breach of the law. The authority in Resolution 17 will cap political spending at £90,000 in aggregate and will be within the terms prescribed by the Act.

Resolution 18 – Amendment to the Articles of Association (‘Articles’)

Resolution 18 will be proposed as an ordinary resolution to allow the Company to pay fees to Directors (other than those Directors of the Company holding executive office) of up to £1,000,000 per annum in aggregate. The Articles currently limit the payments to £850,000 in aggregate per annum. Whilst there are no current intentions to increase the number of Non-Executive Directors on the Board, the Board believes it is appropriate to recommend an increase in this aggregate limit in view of the continuing increase in the scope and nature of the responsibilities of the Chairman and Non-Executive Directors. The revised limit is in line with market practice and any future fee increases will be in accordance with the Remuneration Policy approved by shareholders.

SPECIAL RESOLUTIONS

Resolution 19 – General disapplication of pre-emption rights

Resolution 19 will be proposed as a Special Resolution and, if approved, will authorise the Directors, in line with institutional shareholder guidelines, to allot equity securities or sell treasury shares for cash without first being required to offer such shares to existing shareholders. If approved, the Resolution will authorise the Directors to issue shares in connection with a rights issue or other pre-emptive offer and otherwise to issue shares for cash up to a maximum nominal amount of £80,696, which represents approximately 5% of the issued share capital of the Company as at 20 March 2018 (being the latest practicable date prior to publication of this Notice of AGM).

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

If approved, this authority will expire at the conclusion of the next AGM of the Company or, if earlier, at the close of business on 30 June 2019.

Resolution 20 – Additional disapplication of pre-emption rights

Resolution 20 requests further shareholder approval, by way of a separate Special Resolution in line with the best practice guidance issued by the Pre-Emption Group, for the Directors to allot equity securities or sell treasury shares for cash without first being required to offer such securities to existing shareholders. The proposed resolution reflects the Statement of Principles.

The authority granted by this Resolution, if passed:

- (a) will be limited to the allotment of equity securities and sale of treasury shares for cash up to an aggregate nominal value of £80,696, which represents approximately 5% of the issued share capital of the Company as at 20 March 2018 (being the latest practicable date prior to publication of this Notice of AGM); and
- (b) will only be used in connection with an acquisition or other capital investment of a kind contemplated by the Statement of Principles, and which is announced contemporaneously with the allotment, or has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The authority granted by this Resolution would be in addition to the general authority to disapply pre-emption rights under Resolution 19. The maximum nominal value of equity securities which could be allotted if both authorities were used would be £161,392, which represents approximately 10% of the issued share capital of the Company as at 20 March 2018 (being the latest practicable date prior to publication of this Notice of AGM).

If approved, this authority will expire at the conclusion of the next AGM of the Company or, if earlier, at the close of business on 30 June 2019.

Resolution 21 - Directors' authority to make market purchases of own shares

At the AGM held in May 2017 a Special Resolution was passed empowering the Directors to purchase the Company's shares in the market. Resolution 21 will be proposed as a Special Resolution to renew this authority.

The maximum number of shares which may be purchased under the proposed authority will be 16,139,313 shares, representing approximately 10% of the ordinary share capital of the Company as at 20 March 2018. The price paid for shares (exclusive of expenses) must be:

- (a) not less than the nominal value of 1p per share; and
- (b) not more than the highest of:
 - (i) an amount equal to 5% above the average of the middle-market quotations of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days preceding the day on which the shares are purchased; and
 - (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share at the trading venue where the purchase is carried out.

The power given by this Resolution will be exercised only if the Directors are satisfied that any purchase will increase the earnings per share of the ordinary share capital in issue after the purchase and that the purchase is in the interests of shareholders.

The Directors will also give careful consideration to the gearing levels and general financial position of the Company prior to any decision to purchase. The purchase price would be paid out of distributable profits.

The Company is permitted either to cancel shares it has purchased or hold them in treasury. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share options or awards under share incentive plans. The Company is not entitled to exercise any rights, including the right to attend and vote at meetings, in respect of treasury shares. In addition, no dividend or other distribution of the Company's assets may be made to the Company in respect of such shares.

The Directors believe that holding shares in treasury may provide the Company with greater flexibility in the management of its share capital.

Where treasury shares are used to satisfy share options or awards, they will be classed as new issue shares for the purpose of the 10% limit on the number of shares that may be issued over a 10-year period under the Company's relevant share plan rules. The Board will also have regard to any guidelines issued by investor groups which may be in force at the time of any purchase, holding or resale of treasury shares.

The total number of share incentive awards that were outstanding as at 20 March 2018 was 1,755,423. The proportion of issued share capital that they represented at that time was 1.09% and the proportion of issued share capital that they will represent if the full authority to purchase shares (both the existing and that being sought) is used is 1.36%. No share options were outstanding as at 20 March 2018.

If passed, Resolution 21 will provide the Company with the necessary authority to make market purchases until the conclusion of the next AGM of the Company or, if earlier, at the close of business on 30 June 2019.

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

Resolution 22 - Notice period for general meetings

In accordance with the Directors' intention to seek renewal annually, it is proposed in Resolution 22 to grant the Directors authority to convene general meetings, other than AGMs, on 14 clear days' notice.

The authority will be effective until the Company's next AGM, when it is intended that the approval will again be renewed. It is not intended that the shorter notice period would be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. The Company will also ensure that appropriate arrangements for electronic voting are in place before the Directors convene a general meeting on 14 clear days' notice.

Recommendations

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

Action to be taken

A Proxy Form has been provided to enable you to vote in respect of the Resolutions, if you are unable to attend the AGM in person. Shareholders can appoint multiple proxies if they so wish. Please refer to the Proxy Form for further details. The lodging of a Proxy Form does not preclude you from subsequently attending and voting at the AGM in person if you so wish. Whether or not you are able to attend the meeting, you are requested to complete the Proxy Form and return it to our Registrar, Equiniti, at the address shown, as soon as possible and in any event so as to be received not later than 48 hours before the time of the AGM.

Shareholders may, if they so wish, register the appointment of a proxy electronically by logging on to Equiniti's website at www.sharevote.co.uk where full details of the procedure are given. CREST members who wish to appoint a proxy or proxies through the CREST Electronic Proxy Appointment Service may do so using the procedures described in the CREST Manual (further details of which can be found in the notes to the Notice of AGM). The deadline for receipt of all proxy appointments is 48 hours before the time of the AGM.

Yours faithfully



Sir David Reid
Chairman

Intertek Group plc – Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ('AGM') of the Company will be held in the Marlborough Theatre, No.11 Cavendish Square, London W1G 0AN at 9.00 a.m. on Thursday, 24 May 2018 for the following purposes:

To consider and, if thought fit, pass the following Resolutions. Resolutions 1 to 18 will be proposed as Ordinary Resolutions. Resolutions 19 to 22 will be proposed as Special Resolutions.

ORDINARY RESOLUTIONS

1. To receive the Annual Report and Accounts for the year ended 31 December 2017.
2. To approve the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy, as set out on pages 81 to 96 in the Annual Report and Accounts for the year ended 31 December 2017.
3. To approve the payment of a final dividend of 47.8p per ordinary share to be paid on 6 June 2018 to shareholders whose names appear on the register of members at the close of business on 18 May 2018.
4. To elect Graham Allan as a Director.
5. To elect Gurnek Bains as a Director.
6. To elect Jean-Michel Valette as a Director.
7. To re-elect Sir David Reid as a Director.
8. To re-elect André Lacroix as a Director.
9. To re-elect Edward Leigh as a Director.
10. To re-elect Dame Louise Makin as a Director.
11. To re-elect Andrew Martin as a Director.
12. To re-elect Gill Rider as a Director.
13. To re-elect Lena Wilson as a Director.
14. To reappoint PricewaterhouseCoopers LLP as Auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
15. To authorise the Audit Committee to determine the remuneration of the Auditor.
16. THAT pursuant to section 551 of the Companies Act 2006 (the 'Act') the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot Relevant Securities:
 - (a) up to an aggregate nominal amount of £537,977; and
 - (b) up to a further aggregate nominal amount of £537,977 in a Pre-Emptive Offer provided that: (i) they are equity securities (as defined in section 560(1) of the Act); and (ii) they are allotted in connection with a Rights Issue. For the purposes of this Resolution, a 'Pre-Emptive Offer' means an offer:
 - (i) to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
 - (ii) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

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

the requirements of any regulatory body or stock exchange or any other matter.

For the purposes of this Resolution, a 'Rights Issue' means a Pre-Emptive Offer to subscribe for further equity securities by means of the issue of a renounceable letter (or other negotiable instrument) which may be traded (as 'nil paid rights') for a period before payment for the securities is due.

Unless previously revoked, varied or renewed, these authorities shall expire at the conclusion of the next AGM of the Company after the passing of this Resolution or, if earlier, at the close of business on 30 June 2019, save that, in each case, the Company may make an offer or agreement before the authority expires which would or might require Relevant Securities to be allotted after the authority expires and the Directors may allot Relevant Securities pursuant to any such offer or agreement as if the authority had not expired.

In this Resolution, 'Relevant Securities' means shares in the Company or rights to subscribe for or to convert any security into shares in the Company; a reference to the allotment of Relevant Securities includes the grant of such rights; and a reference to the nominal amount of a Relevant Security is, in the case of a right to subscribe for or to convert any security into shares in the Company, a reference to the nominal amount of the shares which may be allotted pursuant to that right.

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

17. THAT pursuant to section 366 of the Companies Act 2006 (the 'Act'), the Company and all companies that are subsidiaries of the Company at any time during the period for which this Resolution shall have effect, be and are hereby authorised, in aggregate:
 - (a) to make political donations to political parties and/or independent election candidates not exceeding £20,000 in total;
 - (b) to make political donations to political organisations other than political parties not exceeding £20,000 in total; and
 - (c) to incur political expenditure not exceeding £50,000 in total,in each case, during the period beginning with the date on which this Resolution is passed and expiring at the conclusion of the next AGM of the Company held after such date or, if earlier, at the close of business on 30 June 2019, provided that:
 - (i) the aggregate amount of political donations and political expenditure to be made or incurred by the Company and its subsidiaries pursuant to this Resolution shall not exceed £90,000; and
 - (ii) each of the amounts referred to in this Resolution may comprise one or more sums in different currencies which, for the purpose of calculating any such amount, shall be converted at such rate as the Directors may, in their absolute discretion, determine to be appropriate.

In this Resolution the terms 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' have the meanings set out in sections 363 to 365 of the Act.

18. THAT the limit on Non-Executive Directors' fees set out in Article 108 of the Company's Articles of Association be and is hereby amended by ordinary resolution of the Company, as provided for in the terms of the said Article 108, from £850,000 to £1,000,000 per annum.

SPECIAL RESOLUTIONS

19. THAT:

- (a) the Directors be given power:
 - (i) subject to the passing of Resolution 16, to allot equity securities (as defined in section 560 of the Companies Act 2006 (the 'Act')) for cash pursuant to the authority conferred on them by that resolution under section 551 of the Act; and
 - (ii) to allot equity securities as defined in section 560(3) of that Act (sale of treasury shares) for cash,in either case as if section 561 of that Act did not apply to the allotment but this power shall be limited:
 - (A) to the allotment of equity securities in connection with an offer or issue of equity securities to or in favour of:
 - I. holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - II. holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;and so that the Directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter; and
 - (B) to the allotment of equity securities pursuant to the authority granted under Resolution 16 and/or by virtue of section 560(3) of the Act (in each case otherwise than under paragraph (A) above) up to a maximum nominal amount of £80,696;
- (b) this power shall expire at the conclusion of the next AGM of the Company after the passing of this Resolution or, if earlier, at the close of business on 30 June 2019; and
- (c) the Company may, before this power expires, make an offer or agreement which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

20. THAT:

- (a) in addition to any authority granted under Resolution 19, the Directors be given power:
 - (i) subject to the passing of Resolution 16, to allot equity securities (as defined in section 560 of the Companies Act 2006 (the 'Act')) for cash pursuant to the authority conferred on them by that resolution under section 551 of the Act; and
 - (ii) to allot equity securities as defined in section 560(3) of the Act (sale of treasury shares) for cash,in either case as if section 561 of the Act did not apply to the allotment or sale, but this power shall be:
 - (A) limited to the allotment of equity securities up to a maximum nominal amount of £80,696; and
 - (B) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles most recently published by the Pre-Emption Group prior to the date of this Notice;

- (b) this power shall expire at the conclusion of the next AGM of the Company after the passing of this Resolution or, if earlier, at the close of business on 30 June 2019; and
- (c) the Company may, before this power expires, make an offer or enter into an agreement, which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

21. THAT, pursuant to section 701 of the Companies Act 2006 (the 'Act'), the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 1p each in the capital of the Company ('ordinary shares') provided that:

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

in each case exclusive of expenses;

and (unless previously revoked, varied or renewed) the authority hereby conferred shall expire at the conclusion of the next AGM of the Company after the passing of this Resolution or, if earlier, at the close of business on 30 June 2019 save that the Company may make a contract or contracts to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase in pursuance of any such contract.

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

By order of the Board

Fiona Evans
Group Company Secretary
4 April 2018

Registered Office:
33 Cavendish Square
London W1G 0PS

Notes

1. Only persons entered on the register of members not later than 6.30 p.m. on 22 May 2018 are entitled to attend and vote at the meeting or, in the event that the meeting is adjourned, on the register of members not later than 6.30 p.m. on the date which is two working days prior to the reconvened meeting and the number of shares registered in their respective names shall determine the number of votes such persons are entitled to cast at the meeting. Changes to entries in the register of members after 6.30 p.m. on 22 May 2018 or, in the event that the meeting is adjourned, after 6.30 p.m. two working days prior to the reconvened meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, speak and to vote instead of him. A proxy need not also be a member. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy, you will need to complete a separate Proxy Form in relation to each appointment. Additional Proxy Forms may be obtained by photocopying the Proxy Form or by contacting our Registrar, Equiniti. You can appoint a proxy only using the procedures set out in these notes and the notes to the Proxy Form. The right of a member under section 324 of the Companies Act 2006 (the 'Act') to appoint a proxy does not apply to a person nominated to enjoy information rights under section 146 of the Act.
3. As at 20 March 2018 (being the latest practicable business day prior to the publication of this Notice of AGM) the Company's issued share capital consists of 161,393,127 ordinary shares carrying one vote each. The Company does not hold any shares in treasury, therefore the total voting rights in the Company as at 20 March 2018 are 161,393,127.
4. Proxy Forms should be completed in accordance with the notes thereon and to be valid must be received by our Registrar, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA not later than 9.00 a.m. on 22 May 2018 or not later than 48 hours, excluding non-working days, before the time appointed for any adjourned meeting. Shareholders who return a Proxy Form or register the appointment of a proxy electronically will still be able to attend the meeting and vote in person if they so wish. You must inform our Registrar, Equiniti, in writing of any termination of the authority of a proxy.
5. Shareholders may, if they so wish, register the appointment of a proxy electronically by logging on to the Equiniti website at www.sharevote.co.uk where full details of the procedure are given. Before appointing a proxy in this way, shareholders are advised to read the terms and conditions relating to the use of this facility (which may be viewed on that website). Electronic proxy appointments must be received by Equiniti not later than 9.00 a.m. on 22 May 2018. A Proxy Form lodged electronically will be invalid unless it is lodged at the address specified on the Equiniti website.
6. Shareholders whose shares are held in uncertificated form through CREST may also register the appointment of a proxy or proxies through the CREST electronic proxy appointment service. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual which can be viewed at www.euroclear.com. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by not later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
7. CREST members and, where applicable, their CREST sponsors and voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
8. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
9. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, where more than one representative is appointed, those representatives do not do so in relation to the same shares.
10. You may not use any electronic address provided either in this Notice of AGM or any related documents (including the Proxy Form) to communicate with the Company for any purposes other than those expressly stated.
11. The Company cannot accept responsibility for loss or damage arising from the opening or use of any emails or attachments from the Company and recommends that shareholders subject all messages to virus checking procedures prior to opening or use. Any electronic communication received by the Company and/or by Equiniti, including the lodgement of an electronic Proxy Form that is found to contain a computer virus, will not be accepted.
12. Electronic communication facilities are available to all shareholders on equal terms and those who use them will not be disadvantaged in any way.
13. Copies of the service contracts of the Executive Directors and the Non-Executive Directors' terms and conditions of appointment will be available for inspection at the registered office of the Company during normal business hours on any business day from the date of this Notice of AGM and also at the place of the meeting for a period of 15 minutes immediately before the meeting until its conclusion.
14. Where a copy of this Notice of AGM is being received by a person who has been nominated to enjoy information rights under section 146 of the Act ('nominee'):
 - (a) the nominee may have a right under an agreement between the nominee and the member by whom he was appointed, to be appointed, or to have someone else appointed, as a proxy for the meeting; or
 - (b) if the nominee does not have any such right or does not wish to exercise such right, the nominee may have a right under any such agreement to give instructions to the member as to the exercise of voting rights.Nominees are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investment in the Company.
15. Shareholders should note that it is possible, pursuant to requests made by shareholders of the Company under section 527 of the Act, that the Company may be required to publish on its website a statement setting out any matter relating to (i) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the AGM or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which accounts were laid, in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on its website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on its website.
16. Under section 319A of the Act, the Company must cause to be answered any question relating to the business being dealt with at the meeting put by a member attending the meeting unless: (a) answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
17. Under section 338 and 338A of the Act, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person or persons making it, must be received by the Company no later than six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.
18. The time, date and location of the AGM may also be found on our website www.intertek.com together with the information required to be published in advance of the meeting pursuant to section 311(A) of the Act.
19. All resolutions will be put to vote on a poll. This will result in a more accurate reflection of the views of shareholders by ensuring that every vote is recognised, including the votes of all shareholders who are unable to attend the meeting but who appoint a proxy for the meeting. On a poll, each shareholder has one vote for every share held.