



# Intertek Group plc

## NOTICE OF 2025

# 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 recommended to seek your own advice immediately from your stockbroker, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent professional adviser. If you have sold or otherwise transferred all of your shares, please send this document, together with the accompanying documents (except for any personalised Proxy Form), as soon as possible to the purchaser or transferee, or to the stockbroker, banker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding, you should retain these documents.

**intertek**

Intertek Group plc  
(the 'Company')

**Registered Office:**  
33 Cavendish Square  
London  
W1G 0PS

Incorporated in England and Wales with  
Registration Number 4267576

## Notice of 2025 Annual General Meeting ('AGM')

21 March 2025

**Dear Shareholder**

### Introduction

The 2025 AGM will be held in the Marlborough Theatre, No. 11 Cavendish Square, London W1G 0AN at 11.00 a.m. on Thursday, 22 May 2025. A location map is provided on the front of the accompanying proxy form (the 'Proxy Form').

The AGM is an important opportunity for the Board to engage with our shareholders and your vote is, as always, very important to us. I would urge you to vote on each of the resolutions set out in this notice of meeting (the 'Notice') and details of how to do so are included in the notes to this Notice and the accompanying Proxy Form. Appointing a proxy will not prevent you from attending the AGM and voting in person if you so wish.

Voting at the AGM will be on a poll, reflecting all proxy voting instructions duly received.

We are keen to hear all your views, and to answer your questions on the business of the AGM. You can submit your questions relating to the business of the AGM in advance by emailing us at [investor@intertek.com](mailto:investor@intertek.com) or sending questions to the Group Company Secretary, Intertek Group plc, 33 Cavendish Square, London W1G 0PS, as soon as possible and before the close of business on 21 May 2025. If you wish to receive a response before the deadline for appointing proxies so that you can make a fully informed voting decision, please submit your question by the close of business on 15 May 2025.

Please include your full name and your Shareholder Reference Number in your email or letter. We will provide answers to all pre-submitted questions by responding directly to the shareholder who has raised a question.

We encourage you to monitor our website [www.intertek.com/investors/agm-25/](http://www.intertek.com/investors/agm-25/), where we will communicate any additional information relating to the AGM arrangements, should the need arise.

### Explanatory Notes to the AGM Resolutions

This letter is to give you further information about the business to be conducted at the AGM and the resolutions to be proposed.

The formal Notice of the AGM is set out on pages 9 and 10 of this document.

A copy of the Company's 2024 Annual Report and Accounts accompanies this Notice and is available on our website at [www.intertek.com/investors/](http://www.intertek.com/investors/).

Resolutions 1 to 23 will be proposed as ordinary resolutions. Resolutions 24 to 27 will be proposed as special resolutions.

### Ordinary Resolutions

#### **Resolution 1 - Annual Report and Accounts for the year ended 31 December 2024**

Resolution 1 will be the consideration of the 2024 Annual Report and Accounts (being the audited financial statements for the year ended 31 December 2024, the Strategic Report and the Directors' and Auditors' reports).

#### **Resolution 2 - Directors' Remuneration Policy**

Resolution 2 is a resolution to approve the Directors' Remuneration Policy (the 'Policy'), as set out on pages 2.102 to 2.109 of Report 2 of the 2024 Annual Report and Accounts. The Policy provides details in relation to remuneration payments to current, future and former directors of the Company ('Directors'), including the approach to recruitment and termination payments.

As required by the Companies Act 2006 (the 'Act') the Policy is subject to a binding vote at least every three years, or earlier if there is a proposed change to the approved Policy.

The Remuneration Committee recognised that Intertek's Amazing ATIC Advantage ('AAA') differentiated growth strategy, which was announced in 2023, was likely to require a review of the existing remuneration framework but felt it appropriate to delay that review until after the change in Committee Chair. Accordingly, no material changes were made in the 2024 Directors' Remuneration Policy (overwhelmingly approved by shareholders at the 2024 AGM under the normal three-year cycle).

Subsequently, the new Remuneration Committee Chair undertook the task of ensuring that Intertek's remuneration strategy can appropriately support the unprecedented level of returns that the new strategy is targeting, without losing the key elements that have historically driven the strong results of the Company.

The Remuneration Committee conducted a thorough process to ensure that the Policy is appropriate for the nature, size and complexity of Intertek, encourages 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 designed to incentivise delivery of the unprecedented returns the AAA growth strategy is targeting whilst remaining committed to the key financial metrics that have been fundamental to the Company's historic success.

The Remuneration Committee undertook an extensive consultation, engaging with shareholders representing approximately 60% of Intertek's voting rights and leading proxy agencies, to seek feedback on the

Remuneration Committee's proposals for the revised Policy. The feedback received has strongly influenced the proposed amendments to the Policy, and you can find details of the consultation process, the proposed changes and the Policy on pages 2.94 to 2.109 in Report 2 of the 2024 Annual Report and Accounts.

Once the new Policy has been approved, all payments made by the Company to future, current or former Directors, including any recruitment and loss of office payments, must be made in accordance with the Policy. Any proposed payment which is not provided for in the Policy requires a separate shareholder approval or the adoption of a new Policy.

### Resolution 3 - Directors' Remuneration Report

In accordance with the Act, listed companies are required to prepare a Directors' Remuneration Report, which must be approved by shareholders at each annual general meeting (other than the part containing the Policy). The Directors' Remuneration Report provides details of the payments made to Directors during the year ended 31 December 2024.

Resolution 3 is a resolution to approve the Directors' Remuneration Report for the financial year ended 31 December 2024, as set out on pages 2.94 to 2.126 in Report 2 of the 2024 Annual Report and Accounts (excluding the Policy, which is on pages 2.102 to 2.109). In accordance with the Act, the vote on the Directors' Remuneration Report is an advisory vote. This means that the Company can still act in accordance with the Directors' Remuneration Report as proposed if the resolution is not approved.

### Resolution 4 - Payment of a final dividend

Resolution 4 is a resolution for the approval of the payment of a final dividend of 102.6p per ordinary share to shareholders whose names appear on the register of members at the close of business on 30 May 2025. If approved, the final dividend will become payable on 20 June 2025.

Dividends will not be paid to any sanctioned person or to any person who cannot confirm that they have not been sanctioned, if requested to do so.

### Election and 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 are listed in Resolutions 8 to 17 on the following pages. We are also seeking the election of Hilde Merete Aasheim, Robin Freestone and Steve Mogford in Resolutions 5 to 7, who have been appointed to the Board since the date of the last AGM.

When making its decision to recommend the election and re-election of Directors, the Board considered the balance of skills and experience, diversity, external time commitment, tenure and knowledge of each Director on the Board. The Board considers that the independent character and judgement of the Non-Executive Directors and the varied and relevant experience combine to provide an appropriate balance of skills and knowledge. Accordingly, the Board has resolved that each of the Directors continues to be effective and committed to their role and has sufficient time available to perform their duties for the Company and to the Committees on which they sit.

Details of the Board performance review, which this year was externally facilitated, can be found on pages 2.78 to 2.80 in Report 2 of the 2024 Annual Report and Accounts. The interests of the Non-Executive Directors have also been considered and the Board has concluded that they are free from any relationships or circumstances that could affect their judgement and are accordingly considered independent. Andrew Martin was independent on his appointment to the Board, and as Chair. It is the Board's view that the Directors' biographies below illustrate why the contribution of each Director standing for election and re-election is, and continues to be, important to the long-term sustainable success of the Company.

It is therefore recommended that each of the Directors be elected or re-elected by shareholders.

### Directors appointed to the Board since the last AGM Resolution 5 - Election of Hilde Merete Aasheim as a Director

**Role:** Non-Executive Director

**Nationality:** Norwegian

**Ethnicity:** White

**Key strengths:** Strong background in the energy, metals, mining and chemical industries with extensive executive leadership in sustainable business practices and financial management.

**Skills & Experience:** Hilde Merete Aasheim will be appointed to the Board as a Non-Executive Director from 1 April 2025.

Hilde is the former President & CEO of Norsk Hydro ASA, Norway's second largest company, and brings profound executive experience having served in that role from May 2019 to May 2024, and as Executive Vice President from 2008 to 2019. She played a key role in the integration planning between Hydro and Statoil (now Equinor ASA). Prior to that she held senior positions in Elkem ASA from 1986-2005 including Head of the Silicon Division and a member of the Corporate Management Board.

She has previously also served as Non-Executive Director on the Boards of Yara International ASA, Norsk Industri and Veidekke ASA.

Hilde is a Certified Public Accountant and holds a Masters degree in Business Administration from the Norwegian School of Economics.

**Length of service at the AGM:** 1 month

**Independent:** Yes

**Current principal external appointments:** Independent Non-Executive Director at EConnect Energy AS and nominated to become a member of the Board of Outokumpu Oyj at their AGM in April 2025.

**Committee membership:** None

### Resolution 6 - Election of Robin Freestone as a Director

**Role:** Non-Executive Director

**Nationality:** British

**Ethnicity:** White

**Key strengths:** Significant financial, management, business transformation and diversification experience within global businesses. In-depth understanding of governance requirements having served as both an Executive and Non-Executive Director of a number of listed companies.

**Skills & Experience:** Robin Freestone will be appointed to the Board as a Non-Executive Director from 1 April 2025.

Previously, Robin held a number of senior executive finance roles in the industrial sector (1985-2004) with ICI plc, Amersham International plc and Henkel Ltd where he was the Chief Financial Officer. He subsequently joined the publishing company Pearson plc in 2004, the last nine years of which he served as its Chief Financial Officer.

Robin has wide non-executive director experience and was previously a Non-Executive Director at Smith & Nephew plc, eChem Limited, Chair of the 100 Group and Senior Independent Director and Chair of the Audit Committee of Cable & Wireless Communications plc. Until 31 December 2024, Robin led the Board at Mony Group plc (formerly Moneysupermarket.com) where, as Chair of the Board and their Nomination Committee, he brought financial insight as well as an understanding of how to attract and retain talent.

Most recently he was a Non-Executive Director, and Chair of the Audit and Risk Committee, of Aston Martin Lagonda Global Holdings PLC from which he retired in February 2025. Robin is a qualified chartered accountant.

**Length of service at the AGM:** 1 month

**Independent:** Yes

**Current principal external appointments:** Lead Director of Capri Holdings Limited (formerly Michael Kors Holdings Limited).

**Committee membership:** None

## **Resolution 7 - Election of Steve Mogford as a Director**

**Role:** Non-Executive Director

**Nationality:** British

**Ethnicity:** White

**Key strengths:** Extensive public markets experience and a deep understanding of long-term contracting, projects and regulation. Significant experience of utilities and aerospace industries. A firm commitment to sustainability.

**Skills & Experience:** Steve was appointed to the Board as a Non-Executive Director in January 2025.

With a career spanning over four decades, Steve brings extensive experience in senior management roles to the Board. Most recently, he was the Chief Executive Officer of United Utilities Group plc from 2011 until March 2023, leading the company through significant growth. Prior to this, he spent 30 years at BAE Systems plc, where he held various senior positions, including Chief Operating Officer and board member; he then served as Chief Executive of Finmeccanica (now SELEX Galileo), Italy's principal defence and security company. Additionally, Steve has served as the Senior Independent Non-Executive Director of G4S plc.

**Length of service at the AGM:** 4 months

**Independent:** Yes

**Current principal external appointments:** Senior Independent Director of QinetiQ Group plc and a Non-Executive Director and member of the Audit, Nomination and Remuneration Committees of Costain Group plc.

**Committee membership:** None

## **Annual re-election of Directors**

### **Resolution 8 - Re-election of Andrew Martin as a Director**

**Role:** Chair

**Nationality:** British

**Ethnicity:** White

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

**Skills, Experience & Contribution:** Andrew Martin was appointed Chair of the Board in January 2021, having been a Non-Executive Director since May 2016.

From 2012 to 2015, Andrew was the Group Chief Operating Officer for Compass Group plc and prior to that, he served as their Group Finance Director from 2004 to 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.

Andrew was previously a Non-Executive Director of easyJet plc, where he was a member of the Audit, Nomination and Remuneration Committees, and Chair of the Finance Committee. In addition, he was a Non-Executive Director of the John Lewis Partnership Board and sat on their Audit and Risk Committee.

Andrew is a qualified accountant and an Associate of the Chartered Institute of Taxation with wide-ranging experience and an extensive financial background, including within large international organisations. He provides great strength and depth to the Intertek Board. His experience as a Chair and as a Non-Executive Director assists in promoting the long-term sustainable success of the Company for stakeholders and generating value for shareholders.

The Board recognises that, on a strict application of the UK Corporate Governance Code, Andrew would no longer be classed as independent for the purposes of the UK Corporate Governance Code, given that, as at May 2025, he will have served on the Board for more than nine years since the date of his first appointment. The Board has already commenced a process to appoint a successor and, in order to enable an appropriate transition to a new Chair, the Board is proposing that Andrew stand for re-election at this AGM and to continue in his current role and as a member of the Board until no later than the conclusion of the 2026 AGM, at which point he would stand down as Chair and from the Board. The Board considers that Andrew continues to provide invaluable services and that, as a result, his proposed re-election at this AGM is in the best interests of the Company.

This proposal was also discussed with several of the Company's larger shareholders, each of which were understanding of the Board's rationale.

**Length of service at the AGM:** 9 years

**Independent:** Yes, on appointment as Chair

**Current principal external appointments:** Chair of Hays plc and Chair of their Nomination Committee (until 30 April 2025).

**Committee membership:** Nomination Committee (Chair)

### **Resolution 9 - Re-election of André Lacroix as a Director**

**Role:** Chief Executive Officer

**Nationality:** French

**Ethnicity:** White

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

**Skills, Experience & Contribution:** André Lacroix was appointed to the Board as Chief Executive Officer in May 2015.

From 2005 to 2015, André was Group Chief Executive of Inchcape plc, a £9.3 billion revenue global automotive services group operating in 32 countries. Under André's leadership, Inchcape strengthened its position in the global automotive market 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.

André was previously Chair and Chief Executive Officer of Euro Disney S.C.A. from 2003 until 2005. During his tenure he initiated a long-term, customer-oriented growth strategy and completed that company's financial restructuring.

From 1996 to 2003, he held a series of senior international roles at Burger King International whilst part of Diageo. As President of Burger King International's operations from 2001 to 2003, he was responsible for all operations outside North America. In this role, he expanded its geographic footprint to cover some 3,000 sites and 55 countries, improved the operating processes to deliver superior product quality and customer service, upgraded the innovation capability of the organisation and led the transition from Diageo ownership to an international consortium of buyers. From 1988 to 1996, André held several international assignments with PepsiCo, Inc. and previously also worked for Colgate-Palmolive Company.

He was also formerly the Senior Independent Non-Executive Director of Reckitt Benckiser Group plc from 2008 to 2018.

André has consistently succeeded in driving growth and performance in his career and has the requisite qualities to carry on leading Intertek in its continued drive for long-term sustainable value creation.

**Length of service at the AGM:** 10 years

**Current principal external appointments:** None

**Committee membership:** None

### **Resolution 10 - Re-election of Colm Deasy as a Director**

**Role:** Chief Financial Officer

**Nationality:** Irish

**Ethnicity:** White

**Key strengths:** Varied and broad finance experience. Extensive international general management experience in successful companies. Extensive knowledge of Intertek's operations.

**Skills, Experience & Contribution:** Colm Deasy joined the Board of the Company as a Director and Chief Financial Officer in March 2023.

Colm joined Intertek in 2016 as the Group Treasurer and later Tax Director. In 2019 he moved into the role of Regional Managing Director for Asia Pacific, before his promotion to President Global Transportation Technologies, Building & Construction and People Assurance. Prior to joining Intertek, Colm worked in banking and insurance in EMEA, before coming to the UK to take up senior roles in finance and general management.

**Length of service at the AGM:** 2 years

**Current principal external appointments:** None

**Committee membership:** None

### **Resolution 11 - Re-election of Graham Allan as a Director**

**Role:** Senior Independent Non-Executive Director

**Nationality:** Australian/British

**Ethnicity:** White

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

**Skills, Experience & Contribution:** Graham Allan was appointed to the Board as the Senior Independent Non-Executive Director in October 2017.

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

**Length of service at the AGM:** 7.5 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). Chair of Bata International, a private footwear company, and adviser to Nando's Ltd.

**Committee membership:** Nomination Committee and Remuneration Committee (Chair)

### **Resolution 12 - Re-election of Gurnek Bains as a Director**

**Role:** Non-Executive Director

**Nationality:** British

**Ethnicity:** Asian

**Key strengths:** Extensive experience working with senior leaders across a wide range of industries internationally. Thought leader on culture and leadership development, providing an important voice on people.

**Skills, Experience & Contribution:** Gurnek Bains was appointed to the Board as a Non-Executive Director in July 2017.

Gurnek was the co-founder of YSC Ltd, a premier global business psychology consultancy. He led the business as Chief Executive Officer and Chair 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. Gurnek is also a Trustee of the School of Social Entrepreneurs and the Chair of Akram Khan Dance Company. He has a doctorate in psychology from Oxford University.

**Length of service at the AGM:** 8 years

**Independent:** Yes

**Current principal external appointments:** Managing Partner of Global Future Partnership LLP. CEO of Nous Think Tank.

**Committee membership:** Nomination Committee and Remuneration Committee

### **Resolution 13 - Re-election of Tamara Ingram as a Director**

**Role:** Non-Executive Director

**Nationality:** British

**Ethnicity:** White

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

**Skills, Experience & Contribution:** Tamara Ingram was appointed to the Board as a Non-Executive Director in December 2020.

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

Tamara brings a strong track record of outstanding leadership in global marketing services and her experience of branding together with her stakeholder management abilities bring additional skills and expertise to the Board. She is Chair of Asthma + Lung UK, Chair of The 10 Group, Chair of the Almedia Theatre Board of Trustees.

**Length of service at the AGM:** 4.5 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. Deputy Chair of Ofcom.

**Committee membership:** Nomination Committee and Remuneration Committee

#### **Resolution 14 - Re-election of Jez Maiden as a Director**

**Role:** Non-Executive Director

**Nationality:** British

**Ethnicity:** White

**Key strengths:** Wide ranging and extensive financial background. Extensive executive and non-executive experience in a diverse range of industries and sectors across all geographies.

**Skills, Experience & Contribution:** Jez Maiden was appointed to the Board as a Non-Executive Director in May 2022.

Until April 2023, Jez was the Group Finance Director for Croda International plc, the FTSE100 global specialty chemicals company, a position he had held since 2015. Prior to joining Croda, he was the Group Finance Director at National Express Group plc, 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. He is a Fellow of the Chartered Institute of Management Accountants.

**Length of service at the AGM:** 3 years

**Independent:** Yes

**Current principal external appointments:** Senior Independent Director of Travis Perkins plc. Non-Executive Director of Smith & Nephew plc and Chair of their Audit Committee and a member of their Remuneration Committee. Non-Executive Director of the Centre for Process Innovation Ltd.

**Committee membership:** Audit Committee

#### **Resolution 15 - Re-election of Kawal Preet as a Director**

**Role:** Non-Executive Director

**Nationality:** Indian

**Ethnicity:** Asian

**Key strengths:** Strong executive experience in fast-paced and complex organisations. Significant experience in supply chain, transportation and airline industries. Strong regional experience in Asia Pacific.

**Skills, Experience & Contribution:** Kawal Preet was appointed to the Board as a Non-Executive Director in December 2022.

After a career of over 25 years at FedEx Express in various roles spanning service quality assurance, ground operations, and planning and engineering for the air and ground network, Kawal is currently Regional President of the Asia Pacific region for FedEx, a position she has held since June 2024. In that role, Kawal has responsibility for leading the Asia Pacific region with a team of almost 30,000 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. Kawal was previously a Non-Executive Director of Asia Airfreight Terminal Co. Ltd from 2016 to 2020. Kawal has a degree in Electrical Engineering and an MBA.

Kawal is an accomplished senior executive with more than 25 years of extensive experience characterised by cross-functional leadership responsibilities in the fast-paced and dynamic express transportation and airline industry. Her experience of the Asian, Middle East and African market provides strong geographic experience to the current skills on the Intertek Board.

**Length of service at the AGM:** 2.5 years

**Independent:** Yes

**Current principal external appointments:** President of the Asia Pacific region for FedEx and US-ASEAN Business Council and Junior Achievement, Asia Pacific.

**Committee membership:** Remuneration Committee

#### **Resolution 16 - Re-election of Apurvi Sheth as a Director**

**Role:** Non-Executive Director

**Nationality:** Singaporean

**Ethnicity:** Asian

**Key strengths:** Breadth of executive experience and focus on innovation and value creation. Strong knowledge of the Asia and India region and emerging markets.

**Skills, Experience & Contribution:** Apurvi Sheth was appointed to the Board as Non-Executive Director in September 2023.

Apurvi has extensive executive experience spanning over three decades across numerous well-known international consumer brands in the food and beverage industry. Most recently she was the Managing Director, Southeast Asia at Diageo plc.

Apurvi has also served as Marketing Director, APAC at PepsiCo International, and as Marketing Director of India at Coca-Cola and has held various roles at Nestle SA. She previously served as a Non-Executive Director of Heineken Malaysia BHD.

Having spent the majority of her career in Asia and India, Apurvi brings her deep consumer experience across diverse markets including China, Japan, Australia, Southeast Asia and India to the Intertek Board.

**Length of service at the AGM:** 1.5 years

**Independent:** Yes

**Current principal external appointments:** Strategic Advisor to various companies in Southeast Asia and India, across a wide range of sectors including food and beverage, retail and technology. Non-Executive Director of SSP Group plc and a member of their Remuneration and Nomination Committees.

**Committee membership:** Audit Committee

#### **Resolution 17 - Re-election of Jean-Michel Valette as a Director**

**Role:** Non-Executive Director

**Nationality:** American

**Ethnicity:** White

**Key strengths:** Extensive knowledge of the US market. Strong leadership and Board-level experience, with purpose-driven companies.

**Skills, Experience & Contribution:** Jean-Michel Valette was appointed to the Board as a Non-Executive Director in July 2017.

From 2004 to 2012, Jean-Michel was Chair 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 also the Lead Director, Non-Executive Director and Chair of Sleep Number Corporation until 2022.

Jean-Michel serves as an independent adviser in the US to select branded consumer companies and has more than 30 years' experience in management, US public company corporate governance, strategic planning and finance.

He has an MBA from Harvard Business School.

**Length of service at the AGM:** 8 years

**Independent:** Yes

**Current principal external appointments:** Chair of the Audit Committee of The Boston Beer Company. Chair of Huneeus Vintners and DripDrop Hydration Inc (both private US companies).

**Committee membership:** Audit Committee (Chair)

### **Resolution 18 - Reappointment of Auditor**

Under Resolution 18 it is proposed that PricewaterhouseCoopers LLP be reappointed as Auditor for the coming year, following the recommendation of the Audit Committee.

### **Resolution 19 - Remuneration of Auditor**

Under Resolution 19 it is proposed that the Audit Committee, for and on behalf of the Board, be authorised to determine the Auditor's remuneration.

### **Resolution 20 - Directors' authority to allot Relevant Securities**

Resolution 20 renews a similar authority given at last year's AGM and is in two parts: part (a) and part (b).

Part (a) of Resolution 20 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 value of the issued share capital of the Company as at 12 March 2025 (being the latest practicable date prior to publication of this Notice). 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 20 will give the Directors 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 value of the issued share capital of the Company as at 12 March 2025 (being the latest practicable date prior to publication of this Notice).

The maximum nominal value of securities which could be allotted if the authority in both part (a) and part (b) of Resolution 20 were used would be £1,075,954, which represents approximately two-thirds (66.66%) of the nominal value of the issued share capital of the Company as at 12 March 2025 (being the latest practicable date prior to publication of this Notice).

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 22 August 2026.

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 21 - Donations to political organisations and political expenditure**

Resolution 21 renews a similar authority given at last year's AGM.

The Act prohibits companies from making donations to UK 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 21 will cap political spending at £90,000 in aggregate and will be within the terms prescribed by the Act. As required by the Act, the Company will make disclosure in its next annual report of any political donations made, or political expenditure incurred, by it or any of its subsidiaries which is in excess of £2,000. If approved, the authority will expire at the conclusion of the next AGM of the Company or, if earlier, at the close of business on 22 August 2026.

### **Resolution 22 - Amendment to the Articles of Association ("Articles")**

Resolution 22 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 or who are employed by the Company or its subsidiaries) of up to £1,500,000 per annum in aggregate. The Articles were last revised in this respect in 2018 and currently limit such payments to £1,000,000 in aggregate per annum, subject to increase by the Company by ordinary resolution. The Board continues its implementation of succession plans for key roles on the Board to allow for an orderly succession and 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 Chair and the Non-Executive Directors, and to allow the Company to attract and retain the most able candidates. The revised limit is in line with market practice and any future fee increases will be in line with the Policy approved by the shareholders.

### **Resolution 23 - Amendment to the Intertek Group plc Long Term Incentive Plan**

The Company wishes to obtain shareholder approval for an amendment to the Intertek Group plc Long Term Incentive Plan (the 'LTIP').

Currently, rule 4.3 of the LTIP provides that the value of awards granted to participants in the LTIP in any financial year is subject to an individual limit of 300% of the participant's annual base salary. It is proposed that rule 4.3 be amended and the individual limit for awards in any financial year will be such limit as is set out in the approved Policy from time to time.

This amendment ensures that any limits approved by shareholders under the relevant Policy (which are revised at least every three years, in accordance with the requirements of the Act) will automatically apply to awards granted under the LTIP, such that there is full consistency between the LTIP and the approved Policy at all times. As shareholders have a binding vote on any amendments to the Policy, any changes to the individual limits under the LTIP will continue to be subject to shareholder approval.

The amended rules of the LTIP will be on display at the place of the AGM from at least 15 minutes before the meeting until it ends, and on the National Storage Mechanism from the date of this Notice. The principal terms of the amended LTIP are summarised in the Appendix to this Notice.

## Special Resolutions

### Resolution 24 - General disapplication of pre-emption rights

Resolution 24 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 nominal value of the issued share capital of the Company as at 12 March 2025 (being the latest practicable date prior to publication of this Notice).

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 22 August 2026.

### Resolution 25 - Additional disapplication of pre-emption rights

Resolution 25 requests further shareholder approval, by way of a separate special resolution in line with the 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 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 nominal value of the issued share capital of the Company as at 12 March 2025 (being the latest practicable date prior to publication of this Notice); and
- (b) will only be used in connection with an acquisition or other capital investment of a kind contemplated by the Pre-Emption Group's 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 24. The maximum nominal value of equity securities which could be allotted if both authorities were used would be £161,393, which represents approximately 10% of the issued share capital of the Company as at 12 March 2025 (being the latest practicable date prior to publication of this Notice).

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 22 August 2026.

The Directors are aware of the revised Statement of Principles published by the Pre-Emption Group on 4 November 2022, which include an increase in the limit on the disapplication of pre-emption rights. The Directors have decided that they do not wish to increase the disapplication threshold at the current time, but that they will keep evolving market practice under review.

### Resolution 26 - Directors' authority to make market purchases of own shares

The Directors obtained shareholder authority at the 2024 AGM to make market purchases of up to 16,139,312 ordinary shares (the '2024 Buyback Authority'). Since the 2024 AGM, the Directors announced a share buyback programme on 4 March 2025 (the '2025 Buyback Programme'), to be commenced under the 2024 Buyback Authority, further information on which can be found in that announcement. The 2024 Buyback Authority will expire at this AGM but will, subject to shareholder approval, be replaced with a similar authority as set out in this resolution, which it is anticipated will be used to complete the 2025 Buyback Programme.

This resolution gives the Company authority to purchase its own ordinary shares in the market in accordance with the Act on such terms and in such manner as the Directors determine, subject to the following:

- (a) the price which may be paid for each ordinary share must not be less than the nominal value of the share and must not exceed the highest of (i) 5% above the average of the middle-market quotations for prices of the ordinary shares of the Company (as derived from the London Stock Exchange Daily Official List) for the five business days before the purchase is made and (ii) an amount equal to 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 any expenses payable by the Company;
- (b) the maximum aggregate number of shares that may be purchased pursuant to this authority shall be limited to 16,139,312 shares which is equivalent to approximately 10% of the Company's issued share capital, excluding shares held in treasury, as at 12 March 2025 (being the latest practicable date prior to publication of this Notice); and
- (c) the authority will remain in force until the conclusion of the next Annual General Meeting of the Company or, if earlier, the close of business on 22 August 2026.

The Company may agree, before the authority granted by this resolution terminates, to purchase ordinary shares where the purchase(s) will or may be executed after the authority terminates (either in whole or in part). The Company may complete such purchase(s) even though the authority has expired.

The power given by the resolution 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 consider gearing levels of the Company and its general financial position. The purchase price would be paid out of distributable profits.

Following a purchase of own shares by a company in accordance with the Act, a listed company may hold shares in treasury as an alternative to cancelling them. Shares held in treasury in this manner are available for resale by the Company or may be transferred for the purpose of or pursuant to an employees' share scheme.



Although the Company has the option of holding shares in treasury rather than cancelling them, it is the current intention of the Board that any shares purchased under the 2025 Buyback Programme will be cancelled. Should the Board decide that any shares bought back should instead be held in treasury, it would have regard to any guidelines published by any of the investor groups in force at the time of any such purchase, holding or resale of treasury shares.

The total number of shares subject to share incentive awards that were outstanding as at 12 March 2025 (being the latest practicable date prior to publication of this Notice) was 1,298,109. The proportion of the Company's issued share capital that they represented at that time was approximately 0.80% and the proportion of the Company's issued share capital that they will represent if the full authority to purchase shares (both the existing authority and that being sought) is used is approximately 1.01%. No share options were outstanding as at 12 March 2025. The Company currently holds no shares in treasury.

Information on transactions in own shares will be publicly available via the regulatory information service and on Intertek's website at [www.intertek.com/investors/](http://www.intertek.com/investors/).

This resolution will be proposed as a special resolution.

#### **Resolution 27 - Notice period for general meetings**

In accordance with the Directors' intention to seek renewal annually, it is proposed in Resolution 27 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 of 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 that shareholders 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 each of the resolutions, if you are unable to attend the AGM in person. 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.

You are requested to complete the Proxy Form and return it to our Registrar, EQ (Equiniti), at the address shown in note 4, as soon as possible and in any event so as to be received not later than 11.00 a.m. on Tuesday, 20 May 2025 (or, if the AGM is adjourned, not later than 48 hours before the adjourned meeting, excluding any part of a day that is not a working day).

Shareholders may, if they so wish, register the appointment of a proxy electronically by logging on to EQ's website at [www.shareview.co.uk](http://www.shareview.co.uk), and logging in to your Shareview Portfolio. To register for a Shareview Portfolio, go to [www.shareview.co.uk](http://www.shareview.co.uk) and enter the requested information. 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). The deadline for the receipt of all proxy appointments is 11.00 a.m. on Tuesday, 20 May 2025 (or, if the AGM is adjourned, not later than 48 hours before the adjourned meeting, excluding any part of a day that is not a working day).

Yours faithfully



**Andrew Martin**  
Chair

# Intertek Group plc - Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ('AGM') of Intertek Group plc (the 'Company') will be in the Marlborough Theatre, No. 11 Cavendish Square, London W1G 0AN at 11.00 a.m. on Thursday, 22 May 2025, for the following purposes:

To consider and, if thought fit, pass the following resolutions (resolutions 1 to 23 being proposed as ordinary resolutions and resolutions 24 to 27 being proposed as special resolutions), or such other business which may properly be conducted at the meeting:

## Ordinary Resolutions

1. To receive the Annual Report and Accounts for the year ended 31 December 2024.
2. To approve the Directors' Remuneration Policy, as set out on pages 2.102 to 2.109 in Report 2 in the Annual Report and Accounts for the year ended 31 December 2024.
3. To approve the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy, as set out on pages 2.94 to 2.126 in Report 2 in the Annual Report and Accounts for the year ended 31 December 2024.
4. To approve the payment of a final dividend of 102.60p per ordinary share to be paid on 20 June 2025 to shareholders whose names appear on the register of members at the close of business on 30 May 2025.
5. To elect Hilde Merete Aasheim as a Director.
6. To elect Robin Freestone as a Director.
7. To elect Steve Mogford as a Director.
8. To re-elect Andrew Martin as a Director.
9. To re-elect André Lacroix as a Director.
10. To re-elect Colm Deasy as a Director.
11. To re-elect Graham Allan as a Director.
12. To re-elect Gurnek Bains as a Director.
13. To re-elect Tamara Ingram as a Director.
14. To re-elect Jez Maiden as a Director.
15. To re-elect Kawal Preet as a Director.
16. To re-elect Apurvi Sheth as a Director.
17. To re-elect Jean-Michel Valette as a Director.
18. To re-appoint 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.
19. To authorise the Audit Committee to determine the remuneration of the Auditor.
20. THAT, pursuant to section 551 of the Companies Act 2006 (the 'Act') and in substitution for all existing authorities under section 551 of 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, such authorities to expire, unless previously revoked, varied or renewed, 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 22 August 2026, 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.

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 may be practicable) to the respective numbers of ordinary shares held by them; and
- (ii) to holders of other equity securities, 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, regulatory 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.

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.

21. THAT, pursuant to section 366 of 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 22 August 2026, 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.

22. THAT the limit on Director fees (other than those Directors of the Company holding executive office or who are employed by the Company or a subsidiary of the Company) set out in Article 108 of the Company's Articles of Association be and hereby is amended, as provided for in the terms of the said Article 108, from £1,000,000 to £1,500,000 per annum.

23. THAT amendments to the Intertek Group plc Long Term Incentive Plan (the 'LTIP'), the amended draft rules of which are produced to the meeting and initialised by the Chair for the purposes of identification, be approved and adopted and the Directors be authorised to do all acts and things they consider necessary or expedient for the purposes of implementing and giving effect to the amended LTIP.

## Special Resolutions

24. THAT:

- (a) the Directors be given the power pursuant to section 570 and section 573 of the Act:
  - (i) subject to the passing of Resolution 20, to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority conferred on them by that resolution under section 551 of the Act; and/or
  - (ii) to sell ordinary shares held by the Company as treasury shares for cash, in either case as if section 561 of the Act did not apply to the allotment or sale, such power to 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 the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings; and
      - (ii) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary;

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, regulatory 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 and/or sale of treasury shares (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 22 August 2026; 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 (and/or treasury shares to be sold) after it expires and the Directors may allot equity securities (and/or sell treasury shares) in pursuance of such offer or agreement as if this power had not expired.

25. THAT:

- (a) in addition to any authority granted under Resolution 24, the Directors be given the power pursuant to section 570 and section 573 of the Act:
  - (i) subject to the passing of Resolution 20, to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority conferred on them by that resolution under section 551 of the Act; and
  - (ii) to sell ordinary shares held by the Company as treasury shares for cash, in either case as if section 561 of the Act did not apply to the allotment or sale, such power to be:
    - (A) limited to the allotment of equity securities and/or sale of treasury shares 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 22 August 2026; 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 (and/or treasury shares to be sold) after it expires and the Directors may allot equity securities (and/or sell treasury shares) in pursuance of such offer or agreement as if this power had not expired.

26. THAT, pursuant to section 701 of 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 16,139,312;
  - (b) the minimum price 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 venues where the purchase is carried out,
- in each case exclusive of expenses; and

- (d) 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 22 August 2026, 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.

27. 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

**Ida Woodger**  
Group Company Secretary  
Intertek Group plc  
21 March 2025

**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 Tuesday, 20 May 2025 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 Tuesday, 20 May 2025 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, EQ. 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 Act to appoint a proxy does not apply to a person nominated to enjoy information rights under section 146 of the Act (as to which see note 14 below).

3. As at 12 March 2025 (being the latest practicable date prior to publication of this Notice), the Company's issued share capital consisted 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 12 March 2025 were 161,393,127.
4. Proxy Forms should be completed in accordance with the notes thereon and to be valid must be received (together with any power of attorney or other authority pursuant to which the appointment of proxy is made, or a copy of such document certified by a notary or certified in some other way approved by the Board) by our Registrar, EQ, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA not later than 11.00 a.m. on Tuesday, 20 May 2025 (or, if the meeting is adjourned, not later than 48 hours before the adjourned meeting, excluding any part of a day that is not a working day). 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, EQ 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 [www.shareview.co.uk](http://www.shareview.co.uk) and logging in to your Shareview Portfolio. Once you have logged in, simply click 'View' on the 'My Investments' page and then click on the link to vote and follow the on-screen instructions. If you have not yet registered for a Shareview Portfolio, go to [www.shareview.co.uk](http://www.shareview.co.uk) and enter the requested information. It is important that you register for a Shareview Portfolio with enough time to complete the registration and authentication processes.

Electronic proxy appointments, and voting instructions via Shareview, must be received by EQ (together with any power of attorney or other authority pursuant to which the appointment of proxy is made, or a copy of such document certified by a notary or certified in some other way approved by the Board) not later than 11.00 a.m. on Tuesday, 20 May 2025 (or, if the meeting is adjourned, not later than 48 hours before the adjourned meeting, excluding any part of a day that is not a working day). A Proxy Form lodged electronically will be invalid unless it is lodged at the address specified on the EQ 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](http://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) not later than 11.00 a.m. on Tuesday, 20 May 2025 (or, if the meeting is adjourned, not later than 48 hours before the adjourned meeting, excluding any part of a day that is not a working day).

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 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 EQ 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 following documents are at the registered office of the Company during normal business hours on any business day from the date of this Notice until the date of the AGM and also at the place of the meeting for 15 minutes prior to and during the AGM until its conclusion:

- (a) the amended rules of the LTIP, as referred to in Resolution 23 and the explanatory notes to that resolution;
- (b) the executive directors' service contracts; and
- (b) the non-executive directors' terms and conditions of appointment.

14. Where a copy of this Notice is being received by a person who has been nominated to enjoy information rights under section 146 of the Act (a '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. Please refer to the Chair's letter on page 1 of this Notice for information on how to ask a question in advance on the business of the AGM. Shareholders are reminded that unacceptable behaviour will not be tolerated at the meeting and will be dealt with appropriately by the Chair.

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. Members have the right to request information to enable them to determine that their vote was validly recorded and counted. If you wish to receive this information please contact our Registrar, EQ, on +44 (0) 371 384 2653. Please use the country code when calling from outside the UK. Lines are open from 8.30 a.m. to 5.30 p.m. Monday to Friday, excluding bank holidays in England and Wales. Alternatively, you can write to EQ, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.

19. The time, date and location of the AGM may also be found on our website at [www.intertek.com](http://www.intertek.com) together with the information required to be published in advance of the meeting pursuant to section 311(A) of the Act.

20. 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. On a poll, each shareholder has one vote for every share held.

## SUMMARY OF THE PRINCIPAL TERMS OF THE INTERTEK GROUP PLC LONG TERM INCENTIVE PLAN

### 1. Introduction

To give effect to the proposed new Directors' Remuneration Policy and grant of Awards (as defined below) to executive directors set out therein, the Intertek Group plc Long Term Incentive Plan (the 'Plan') has been amended as set out in the explanatory notes to resolution 23 of this Notice. No other changes are proposed to the Plan and the summary of the Plan below is, with the exception of the amendment to the individual limit, identical in all material respects to the summary of the Plan provided to shareholders in the Notice of Meeting for the 2020 Annual General Meeting, when the Plan was first approved by shareholders.

The Plan will permit the Company to grant employees conditional awards ('Awards') over ordinary shares in the Company ('Shares'). The Plan will be administered by the Remuneration Committee of the Board (the 'Committee'). Awards can either be in the form of a Deferred Share award, the vesting of which is not subject to performance conditions ('Deferred Awards') or in the form of an LTIP award, the vesting of which is subject to a performance condition ('LTIP Awards').

### 2. Eligibility

All employees of the Company and its subsidiaries (the 'Group') are eligible to participate in the Plan. The Committee will determine which employees will be granted Awards and what type of Awards will be granted.

### 3. Grant of Awards

Awards will normally be granted within 42 days of (i) an announcement of the Company's results for any period; (ii) a general meeting of the Company; or (iii) the lifting of any dealing restrictions on the Shares. Awards may also be granted if the Committee determines that there are exceptional circumstances.

### 4. Holding period

The Committee may determine at the time of grant of an Award that any Shares acquired under the Award will be subject to a holding period, during which they may not be transferred, assigned or disposed of. During the holding period, the Shares under the Award will be delivered to a nominee for the participant (as chosen by the Board), or held in any other manner as determined by the Committee.

### 5. Individual limit

The market value of Shares subject to a Deferred Award (determined at the time of grant) may not exceed the higher of 100% of the employee's bonus payable in respect of the previous financial year, and 125% of the employee's annual base salary on the last dealing day of the previous financial year (or, at the Committee's discretion, the employee's annual base salary at the date of grant).

The market value of Shares subject to an LTIP Award will be subject to such individual limit as is set out in the Company's approved Directors' Remuneration Policy, as amended from time to time.

### 6. Overall limit

The use of newly issued Shares under the Plan (when added to newly issued Shares used under any of the Company's discretionary employee share plans) is limited to 5% of the issued share capital of the Company in any ten-year period. Shares subject to Awards which have lapsed are excluded when calculating these limits. For the purposes of calculating these limits, treasury Shares will be treated as newly issued Shares, unless the share incentive scheme guidelines of the Association of British Insurers are amended to permit treasury shares to be disregarded.

### 7. Performance conditions

The vesting of LTIP Awards will be subject to the satisfaction of a performance condition, which will be determined, by and stated at the date of grant, by the Committee. The Committee will determine whether, and to what extent, any performance condition has been met and may vary the performance condition applying to an LTIP Award, provided that any variation will not result in the varied performance condition being, in the opinion of the Committee, more difficult or easier to satisfy than the original performance condition. The Committee may also waive a performance condition if an event happens which causes the Committee reasonably to consider that it should be waived.

### 8. Vesting of Awards

Awards will generally vest at the end of the three-year vesting period (the 'Vesting Period'), provided that the participant is still employed within the Group and, in the case of an LTIP Award, only to the extent that the performance condition has been met. Awards may be satisfied in cash instead of Shares at the discretion of the Committee.

### 9. Dividend equivalent payments

At the discretion of the Committee, a participant may receive cash or further Shares on the vesting of an Award equal in value to the dividends paid or payable in respect of the Shares in respect of which the Award vests between the date of grant and the date of vesting (or expiry of any holding period).

### 10. Malus and clawback

The Committee may reduce (including to nil) the number of Shares subject to an Award before vesting of the Award, in circumstances where they determine that such action is justified. The Committee may, at any time within a period determined at the date of grant of the Award, require the repayment of any number of Shares (or cash amount) received in respect of the Award in circumstances where the Committee determines such action is justified.

### **11. Cessation of employment before the end of the Vesting Period**

If a participant ceases to be employed within the Group before the end of the Vesting Period, their Award will generally lapse on their cessation, save in the circumstances set out below. If a participant ceases to be employed because of death, their award will vest one month after the date of death. If a participant ceases to be employed due to permanent illness, injury or disability (or, following a recommendation by the participant's employer, where the Committee determines an individual is deemed to be a 'good leaver'), the Committee will have discretion to determine whether an Award will vest on the date of cessation or at the end of the Vesting Period. Any holding period to which an Award is subject will continue to apply. In either case, an Award will only vest on a pro rata basis to take account of the amount of time elapsed between the date of grant of the Award and the date of cessation and an Award will only vest to the extent that the related performance condition has been satisfied. However, the Committee, acting fairly and reasonably, will have discretion to decide that the pro rata reduction of Shares should not apply and may increase or decrease the number of Shares that would otherwise have vested.

### **12. Change of control or winding-up of the Company**

If there is a takeover or winding up of the Company (other than as part of an internal reorganisation), Awards will vest early, unless the Committee and the acquiring company decide that the award will not vest and will instead be exchanged (and in any event no holding period will apply). Where an Award vests as a result of a takeover, there will be a pro rata reduction of the number of Shares that may vest, to take account of the time elapsed between the date of grant of the Award and the date of the takeover and, in the case of Awards vesting, will be subject to the satisfaction of the performance conditions. However, the Committee, acting fairly and reasonably, has discretion to decide that the pro rata reduction of Shares should not apply and may increase or decrease the number of Shares that would otherwise have vested.

### **13. Amendments**

The Committee will have authority to amend the rules of the Plan, provided that no amendment to the advantage of participants may be made to provisions relating to:

- (a) the persons to whom Awards may be granted;
- (b) the limit on the number of Shares which can be allocated under the Plan;
- (c) the maximum entitlement for individual participants;
- (d) the rights attaching to Awards or Shares;
- (e) the rights of participants in the event of a variation of share capital of the Company;
- (f) any adjustment to a participant's entitlement to acquire Shares in the event of a variation in the Company's share capital; or
- (g) the terms on which the rules of the Plan can be amended without the prior approval of shareholders in general meeting, unless the amendment is minor and made to benefit the administration of the Plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment.

### **14. Other provisions**

No Award may be granted after ten years from the date of approval of the Plan by shareholders. No Award under the Plan is assignable (except to personal representatives on the death of the participant), nor will any of the Shares in respect of it count towards pensionable remuneration for the purposes of the Company's pension arrangements. The Committee may vary the number of Shares comprised in any Award, and the number of Shares available for use under the Plan, to take account of any variation in share capital of the Company which may affect the value of the Shares.

### **15. Appendices**

There is an appendix to the Plan which provides for the grant of phantom awards over notional shares in the Company ('Phantom Awards'). Phantom Awards are subject to the same terms as Awards, except that on the vesting of a Phantom Award a participant would not receive Shares but a cash payment equal to the value of notional shares in respect of which the Phantom Award has vested. It is intended that Phantom Awards will be granted to employees in jurisdictions where the grant of Awards over Shares would be restricted under local laws. There are also appendices to the Plan which contain further terms applicable to Awards granted to participants in France, California, the United States and Australia, in order to comply with local securities laws and/or tax laws.

Note: This is a summary of the principal features of the rules of the LTIP, does not form part of the rules and will not affect their interpretation.



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