



# Intertek Group plc

## NOTICE OF 2026

### 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 2026 Annual General Meeting ('AGM')

24 April 2026

**Dear Shareholder**

### Introduction

The 2026 AGM will be held in the Marlborough Theatre, No. 11 Cavendish Square, London W1G 0AN at 11:00 a.m. on Wednesday, 20 May 2026. 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 19 May 2026. 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 13 May 2026.

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/agn-26/](http://www.intertek.com/investors/agn-26/), 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 7 and 8 of this document.

A copy of the Company's 2025 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 19 will be proposed as ordinary resolutions.

Resolutions 20 to 23 will be proposed as special resolutions.

## Ordinary Resolutions

### Resolution 1 - Annual Report and Accounts for the year ended 31 December 2025

Resolution 1 will be the consideration of the 2025 Annual Report and Accounts (being the audited financial statements for the year ended 31 December 2025, 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 2.86 to 2.93 in Report 2 of the 2025 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 and will apply for a period of three years following approval.

Last year, we proposed some changes to our Remuneration Policy aimed at incentivising delivery of the Company's ambitious AAA differentiated growth strategy. At that time, we undertook an extensive shareholder consultation exercise on the proposal, reaching out to over 60% of the register. Despite strong shareholder support for the key principles, we recognised that some shareholders retained concerns around several aspects of last year's proposal. We listened to these concerns and addressed them in a revised proposal which simplified the LTIP structure, reducing the maximum award size (from 600% to 500% of salary), and materially increased the threshold EPS growth target. Having adjusted our proposal to reflect the feedback received, we re-engaged on the revised Policy proposal between November 2025 and February 2026. This involved broadening our outreach to the largest 50 shareholders representing over 75% of the register, as well as the main voting agencies. You can find more detail on the consultation process, the proposed changes and the Policy on pages 2.81 to 2.85 in Report 2 of the 2025 Annual Report and Accounts.

The Remuneration Committee is firmly supportive of the revised proposal, confident that it both supports our objectives to deliver the AAA strategy whilst also addressing the concerns raised by some shareholders with the previous proposal. We look forward to your support on all remuneration related resolutions at the AGM.

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 2025.

Resolution 3 is a resolution to approve the Directors' Remuneration Report for the financial year ended 31 December 2025, as set out on pages 2.80 to 2.107 in Report 2 of the 2025 Annual Report and Accounts (excluding the Policy, which is on pages 2.86 to 2.93). In accordance with the Act, the vote on the Directors' Remuneration Report is an advisory vote.

#### **Resolution 4 - Payment of a final dividend**

Resolution 4 is a resolution for the approval of the payment of a final dividend of 107.7p per ordinary share to shareholders whose names appear on the register of members at the close of business on 29 May 2026. If approved, the final dividend will become payable on 24 June 2026.

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 election or re-election. The Directors standing for re-election are listed in Resolutions 6 to 15 on the following pages. We are also seeking the election of Laura Crespi, who has been appointed to the Board during the period since the date of the last AGM, in Resolution 5.

As previously announced, I will be stepping down from the Board of the Company as Chair and Non-Executive Director following the conclusion of the AGM, having served for nearly ten years.

Following a thorough selection process and on the recommendation of the Nomination Committee, the Board has selected Steve Mogford, currently serving on the Board as an independent Non-Executive Director, to take on the role of Chair from the conclusion of the AGM. Steve has been on the Board since 1 January 2025 and his extensive public markets experience and a deep understanding of long-term contracting, projects and regulation from an impressive career covering a number of large organisations will be of real value to the Company.

The succession process is described in the 2025 Annual Report and Accounts on page 2.71 of Report 2. The process included a formal interview with members of the Board, which excluded myself. During 2025, we announced a number of changes to Intertek's Board membership and, based on subsequent discussions among Board members, a decision was taken not to seek further external candidates for the role, and recommended Steve's appointment as Chair.

Steve did not take part in any of the Board's deliberations or decisions and, in accordance with good corporate governance practice, neither did I (though I was briefed on them afterwards, as part of a meeting of the full Board). In my absence, Graham Allan chaired the relevant meetings of the Board.

As reported in the 2025 Annual Report and Accounts, Gurnek Bains will be stepping down from the Board as a Non-Executive Director following the conclusion of the AGM, having served for almost nine years. During his time, Gurnek has been a highly valued member of the Board, Nomination Committee and Remuneration Committee and we thank him for his enthusiasm, dedicated service and valuable contribution over this period.

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 of all the Directors 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 was an internal evaluation this year undertaken by the outgoing Chair with the support of the Company Secretary, can be found on page 2.60 in Report 2 of the 2025 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 they are accordingly considered independent. It is the Board's view that the Directors' biographies below illustrate why the contribution of each Director standing for election or 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 Laura Crespi as a Director**

**Role:** Chief Financial Officer

**Nationality:** British

**Ethnicity:** White

**Key strengths:** Varied and broad finance and auditing experience. Strong track record as finance executive. Wide-ranging accounting experience across a range of businesses.

**Skills, Experience & Contribution:** Laura Crespi was appointed to the Board as Director and Chief Financial Officer on 10 April 2026.

Laura joined Intertek in 2023 to lead the Group Finance and Reporting function, and following that held the role of Regional Chief Financial Officer for Europe, Middle East, Africa and GTS. Before joining Intertek, Laura spent twelve years at RELX plc and held a variety of commercial and reporting leadership roles within finance. Laura began her career at Deloitte LLP, where she qualified as a Chartered Accountant (ACA).

**Current principal external appointments:** None

**Committee membership:** None

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

#### **Resolution 6 - 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:** 11 years

**Current principal external appointments:** None

**Committee membership:** None

### **Resolution 7 - Re-election of Graham Allan as a Director**

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

**Nationality:** Australian/British

**Ethnicity:** White

**Key strengths:** Deep 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:** 8.5 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 Chair of Nando's Group Holdings Limited.

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

### **Resolution 8 - Re-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 was appointed to the Board as a Non-Executive Director on 1 April 2025.

Hilde is the former President & CEO of Norsk Hydro ASA, one of Norway's largest companies, 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 master's degree in Business Administration from the Norwegian School of Economics.

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

**Independent:** Yes

**Current principal external appointments:** Independent Non-Executive Director at EConnect Energy AS and Outokumpu Oyj.

**Committee membership:** Audit Committee

### **Resolution 9 - Re-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 was appointed to the Board as a Non-Executive Director on 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 year

**Independent:** Yes

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

**Committee membership:** Remuneration Committee

### **Resolution 10 - 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 and Chair of the Almeida Theatre Board of Trustees.

**Length of service at the AGM:** 5.5 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 11 - 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:** 4 years

**Independent:** Yes

**Current principal external appointments:** Senior Independent Director of Travis Perkins plc. Non-Executive Director of Smith & Nephew plc.

**Committee membership:** Audit Committee

### **Resolution 12 - Re-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 Leonardo S.p.A.), 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:** 1.5 years

**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:** Nomination Committee (Chair) (following his re-election) and Audit Committee until 20 May 2026.

### **Resolution 13 - 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 transportation and airline industries. Strong regional experience in Asia Pacific, Middle East and Africa. Proven record of driving growth and unleashing business value.

**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 Executive Vice President, Planning, Engineering and Transformation for FedEx, having advanced into the position in October 2025 from her role as Regional President of the Asia Pacific region. In this role, Kawal oversees global planning and engineering, and the execution of the company's transformation strategies. 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 extensive experience characterised by cross-functional leadership responsibilities in the fast-paced and dynamic express transportation and airline industry. Her experience in the Asia Pacific region especially China, Hong Kong, India & Middle East markets provides strong geographic experience to the current skills on the Intertek Board. With her new global role she also brings the North America market perspective to the Board.

**Length of service at the AGM:** 3.5 years

**Independent:** Yes

**Current principal external appointments:** Executive Vice President, Planning, Engineering and Transformation for FedEx.

**Committee membership:** Remuneration Committee

### **Resolution 14 - 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:** 2.5 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.

**Committee membership:** Audit Committee

### **Resolution 15 - 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, and was a Director of The Boston Beer Company until he retired from that role in May 2025.

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.

The Board recognises that, on a strict application of the UK Corporate Governance Code ('Code'), Jean-Michel would soon no longer be classed as independent for the purposes of the Code, given that as of July 2026 he will have served on the Board for nine years since the date of his first appointment. However, the Board is proposing that Jean-Michel 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 2027 AGM, at which point he would stand down as Non-Executive Director from the Board. The Board considers that Jean-Michel's leadership as Audit Committee Chair will be vital in a year of transition for the Company's external auditor and that, as a result, his proposed re-election at this AGM is in the best interests of the Company.

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

**Independent:** Yes

**Current principal external appointments:** Chair of Huneeus Vintners and DripDrop Hydration Inc (both private US companies).

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

### **Resolution 16 - Appointment of Auditor**

In the 2025 Annual Report and Accounts, the Company announced that it had completed a formal audit tender process for the auditor of the Intertek group of companies (the 'Group'). This resulted in a recommendation from the Audit Committee, which was endorsed by the Board, that a resolution be put to shareholders for approval at this year's AGM, appointing Deloitte LLP as the Group's auditor for the year ending 31 December 2026.

Resolution 16 proposes the appointment of Deloitte LLP as auditor of the Company, to hold office from the conclusion of the AGM until the conclusion of the next general meeting at which accounts are laid before the Company, which will normally be at each annual general meeting. The Audit Committee is responsible for overseeing the Company's relationship with the external auditor. The performance and effectiveness of the auditor, which included an assessment of the auditor's independence and objectivity, have been evaluated by the Audit Committee, which has recommended to the Board that Deloitte LLP be appointed. The Board proposes the appointment of Deloitte LLP as the Company's auditor.

### **Resolution 17 - Remuneration of Auditor**

Under Resolution 17 it is proposed that the Audit Committee, for and on behalf of the Board, be authorised to determine the Auditor's remuneration.

### **Resolution 18 - Directors' authority to allot Relevant Securities**

Resolution 18 renews a similar authority given at last year's AGM and is in two parts: part (a) and part (b).

Part (a) of Resolution 18 will give the Directors authority to allot Relevant Securities (as defined in the resolution) up to an aggregate nominal amount of £513,105. This amount represents approximately one-third (33.33%) of the nominal value of the issued share capital of the Company as at 17 April 2026 (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 18 will give the Directors further authority to allot equity securities, up to an aggregate nominal amount of £513,105, 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 17 April 2026 (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 18 were used would be £1,026,211, which represents approximately two-thirds (66.66%) of the nominal value of the issued share capital of the Company as at 17 April 2026 (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 20 August 2027.

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 19 - Donations to political organisations and political expenditure**

Resolution 19 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 19 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 20 August 2027.

## **Special Resolutions**

### **Resolution 20 - General disapplication of pre-emption rights**

Resolution 20 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 £76,965, which represents approximately 5% of the nominal value of the issued share capital of the Company as at 17 April 2026 (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 20 August 2027.

### **Resolution 21 - Additional disapplication of pre-emption rights**

Resolution 21 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:

- will be limited to the allotment of equity securities and sale of treasury shares for cash up to an aggregate nominal value of £76,965, which represents approximately 5% of the nominal value of the issued share capital of the Company as at 17 April 2026 (being the latest practicable date prior to publication of this Notice); and
- 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 20. The maximum nominal value of equity securities which could be allotted if both authorities were used would be £153,931, which represents approximately 10% of the nominal value of the issued share capital of the Company as at 17 April 2026 (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 20 August 2027.

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 22 – Directors’ authority to make market purchases of own shares

The Directors obtained shareholder authority at the 2025 AGM to make market purchases of up to 16,139,312 ordinary shares (the ‘2025 Buyback Authority’). On 28 November 2025, the Company completed the share buyback programme that was announced on 24 March 2025 and carried out under the 2025 Buyback Authority. The 2025 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.

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 (exclusive of all expenses) 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 15,393,179 shares which is equivalent to approximately 10% of the Company’s issued share capital, excluding shares held in treasury, as at 17 April 2026 (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 20 August 2027.

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 this authority would 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 17 April 2026 (being the latest practicable date prior to publication of this Notice) was 3,156,500. The proportion of the Company’s issued share capital that they represented at that time was approximately 2.05% 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 2.46%. No share options were outstanding as at 17 April 2026. 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 23 – Notice period for general meetings

In accordance with the Directors’ intention to seek renewal annually, it is proposed in Resolution 23 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. If you do not receive a proxy form and believe that you should have one, please contact our Registrar, Equiniti (EQ). 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, at the address shown in note 4, as soon as possible and in any event so as to be received not later 11:00 a.m. on Monday, 18 May 2026 (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 Monday, 18 May 2026 (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).

If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 11:00 a.m. on 18 May 2026 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity’s associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.

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 Wednesday, 20 May 2026, for the following purposes:

To consider and, if thought fit, pass the following resolutions (resolutions 1 to 19 being proposed as ordinary resolutions and resolutions 20 to 23 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 2025.
2. To approve the Directors' Remuneration Policy, as set out on pages 2.86 to 2.93 in Report 2 in the Annual Report and Accounts for the year ended 31 December 2025.
3. To approve the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy, as set out on pages 2.80 to 2.107 in Report 2 in the Annual Report and Accounts for the year ended 31 December 2025.
4. To approve the payment of a final dividend of 107.7p per ordinary share to be paid on 24 June 2026 to shareholders whose names appear on the register of members at the close of business on 29 May 2026.
5. To elect Laura Crespi as a Director.
6. To re-elect André Lacroix as a Director.
7. To re-elect Graham Allan as a Director.
8. To re-elect Hilde Merete Aasheim as a Director.
9. To re-elect Robin Freestone as a Director.
10. To re-elect Tamara Ingram as a Director.
11. To re-elect Jez Maiden as a Director.
12. To re-elect Steve Mogford as a Director.
13. To re-elect Kawal Preet as a Director.
14. To re-elect Apurvi Sheth as a Director.
15. To re-elect Jean-Michel Valette as a Director.
16. To appoint Deloitte LLP as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
17. To authorise the Audit Committee to determine the remuneration of the Auditor.
18. 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 £513,105; and
  - (b) up to a further aggregate nominal amount of £513,105 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 20 August 2027, 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.

19. 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 20 August 2027, 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.

## Special Resolutions

20. 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 18, 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 £76,965;

- (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 20 August 2027; 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.

21. THAT:

- (a) in addition to any authority granted under Resolution 20, the Directors be given the power pursuant to section 570 and section 573 of the Act:
  - (i) subject to the passing of Resolution 18, 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 £76,965; 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 on Disapplying Pre-Emption Rights 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 20 August 2027; 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 the power 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.

22. 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 15,393,179;
- (b) the minimum price which may be paid for an ordinary share is its nominal value (exclusive of all expenses);
- (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 20 August 2027, 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.

23. 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  
24 April 2026

**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 Monday, 18 May 2026 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 Monday, 18 May 2026 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 15 below).

3. As at 17 April 2026 (being the latest practicable date prior to publication of this Notice), the Company's issued share capital consisted of 153,931,794 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 17 April 2026 were 153,931,794.
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 Monday, 18 May 2026 (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. You can only appoint a proxy using the procedures set out in these notes and the notes to the Proxy Form.
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 Monday, 18 May 2026 (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. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further

information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io). Your proxy must be lodged by 11:00 a.m. on 18 May 2026 in order to be considered valid (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). Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.

7. 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 Monday, 18 May 2026 (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 (ID RA19) 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.

8. 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.
9. 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.
10. 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.
11. 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.
12. 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.

13. Electronic communication facilities are available to all shareholders on equal terms and those who use them will not be disadvantaged in any way.
14. 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 executive directors' service contracts; and
  - (b) the non-executive directors' terms and conditions of appointment.
15. 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.
16. 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.
17. 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.
18. Under sections 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.
19. 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 at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.
20. 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.
21. 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.

**intertek**

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