

Company No. 4267576

**The Companies Act 2006
(the 'Act')**

A PUBLIC COMPANY LIMITED BY SHARES

**Intertek Group plc
(the 'Company')**

At the Annual General Meeting of the Company held at The Westbury Hotel, Conduit Street, Mayfair, London W1S 2YF on Friday, 15 May 2014, at 12.00 noon the following resolutions (other than those relating to ordinary business) were duly passed.

ORDINARY RESOLUTIONS

Passed as Resolution 14

IT WAS RESOLVED THAT pursuant to 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 £537,872; and
- (b) up to a further aggregate nominal amount of £537,872 in a Pre-Emptive Offer provided that (i) they are equity securities (as defined in section 560(1) of the Act) and (ii) they are allotted in connection with a Rights Issue. For the purposes of these Resolutions, a 'Pre-Emptive Offer' means an offer:
 - (i) to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
 - (ii) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

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

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

Unless previously revoked, varied or renewed, these authorities shall expire at the conclusion of the next AGM of the Company after the passing of this Resolution or 15 August 2016 (whichever is the earlier), save that, in each case, the Company may make an offer or agreement before the authority expires which would or might require Relevant Securities to be allotted after the authority expires and the Directors may allot Relevant Securities pursuant to any such offer or agreement as if the authority had not expired.

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

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

Passed as Resolution 15

IT WAS RESOLVED 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 ending on the conclusion of the next AGM of the Company held after such date, 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

Passed as Resolution 16

IT WAS RESOLVED THAT, subject to the passing of Resolution 15 and pursuant to sections 570 and 573 of the Act, the Directors be and are generally empowered:

- (a) to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by Resolution 15; and
- (b) to sell ordinary shares held by the Company as treasury shares for cash,

in each case, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- (i) the allotment of equity securities or sale of treasury shares in connection with a Pre-Emptive Offer (as defined in Resolution 14 above); and
- (ii) the allotment of equity securities or a sale of treasury shares (otherwise than in connection with a Pre-Emptive Offer) up to an aggregate nominal amount of £80,680.

Unless previously revoked, varied or renewed, this authority shall expire on the date of the next AGM of the Company or 15 August 2016 (whichever is earlier) save that the Company may before such expiry make an offer or agreement which would or might require equity securities

to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

This power is in substitution for all existing powers under sections 570 and 573 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

Passed as Resolution 17

IT WAS RESOLVED 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 16,136,177;
- (b) the minimum price (including expenses) which may be paid for an ordinary share is its nominal value;
- (c) the maximum price which may be paid for an ordinary share is the highest of:
 - (i) an amount equal to five per cent 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 inclusive of expenses;

and (unless previously revoked, varied or renewed) the authority hereby conferred shall expire at the conclusion of the next AGM or 15 August 2016 (whichever is earlier) save that the Company may make a contract 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.

Passed as Resolution 18

IT WAS RESOLVED THAT, until the conclusion of the next AGM of the Company, the Company be and is hereby generally and unconditionally authorised to convene general meetings (other than AGMs) on 14 clear days' notice.

Registered Office:

25 Savile Row Fiona Evans

London, W1S 2ES Group Company Secretary