

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 ('AGM') of the Company held at No.11 Cavendish Square, London W1G 0AN at 9.00 a.m. on Friday 26 May 2017 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 Companies Act 2006 (the 'Act') the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot Relevant Securities:

- (a) up to an aggregate nominal amount of £537,955; and
- (b) up to a further aggregate nominal amount of £537,955 in a Pre-Emptive Offer provided that: (i) they are equity securities (as defined in section 560(1) of the Act); and (ii) they are allotted in connection with a Rights Issue. For the purposes of this Resolution, a 'Pre-Emptive Offer' means an offer:
 - (i) to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
 - (ii) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange or any other matter.

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

Unless previously revoked, varied or renewed, these authorities shall expire at the conclusion of the next AGM of the Company after the passing of this Resolution or, if earlier, at the close of business on 30 June 2018, 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 Companies Act 2006 (the 'Act'), the Company and all companies that are subsidiaries of the Company at any time during the period for which this Resolution shall have effect, be and are hereby authorised, in aggregate:

- (a) to make political donations to political parties and/or independent election candidates not exceeding £20,000 in total;
 - (b) to make political donations to political organisations other than political parties not exceeding £20,000 in total; and
 - (c) to incur political expenditure not exceeding £50,000 in total,
- in each case, during the period beginning with the date on which this Resolution is passed and expiring at the conclusion of the next AGM of the Company held after such date or, if earlier, at the close of business on 30 June 2018, 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:

- (a) the Directors be given power:
 - (i) (subject to the passing of Resolution 14, to allot equity securities (as defined in section 560 of the Companies Act 2006 (the 'Act')) for cash pursuant to the authority conferred on them by that resolution under section 551 of the Act; and
 - (ii) to allot equity securities as defined in section 560(3) of that Act (sale of treasury shares) for cash,
- in either case as if section 561 of that Act did not apply to the allotment but this power shall be limited:

(A) to the allotment of equity securities in connection with an offer or issue of equity securities to or in favour of:

- I. holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
- II. holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;

and so that the Directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter; and

(B) to the allotment of equity securities pursuant to the authority granted under Resolution 14 and/or by virtue of section 560(3) of the Act (in each case otherwise than under paragraph (A) above) up to a maximum nominal amount of £80,693;

- (b) this power shall expire at the conclusion of the next AGM of the Company after the passing of this Resolution or, if earlier, at the close of business on 30 June 2018;
- (c) the Company may, before this power expires, make an offer or agreement which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

Passed as Resolution 17

IT WAS RESOLVED THAT:

- (a) in addition to any authority granted under Resolution 16, the Directors be given power:
- (i) subject to the passing of Resolution 14, to allot equity securities (as defined in section 560 of the Companies Act 2006 (the 'Act')) for cash pursuant to the authority conferred on them by that resolution under section 551 of the Act; and
 - (ii) to allot equity securities as defined in section 560(3) of the Act (sale of treasury shares) for cash,
- in either case as if section 561 of the Act did not apply to the allotment or sale, but this power shall be:
- (A) limited to the allotment of equity securities up to a maximum nominal amount of £80,693; 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 30 June 2018; and
- (c) the Company may, before this power expires, make an offer or enter into an agreement, which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

Passed as Resolution 18

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

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 16,138,677;
- (b) the minimum price (excluding expenses) which may be paid for an ordinary share is its nominal value;
- (c) the maximum price which may be paid for an ordinary share is the highest of:
 - (i) an amount equal to 5% above the average of the middlemarket 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 (unless previously revoked, varied or renewed) the authority hereby conferred shall expire at the conclusion of the next AGM of the Company after the passing of this Resolution or, if earlier, at the close of business on 30 June 2018 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.

Passed as Resolution 19

IT WAS RESOLVED THAT a general meeting (other than an annual general meeting) may be called on not less than 14 working days' notice.

Passed as Resolution 20

IT WAS RESOLVED THAT, with effect from the conclusion of the Annual General Meeting, the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's existing Articles of Association.

Registered Office:
33 Cavendish Square,
London W1G 0PS

Fiona Evans
Group Company Secretary