

**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 Marlborough Theatre, No. 11 Cavendish Square, London W1G 0AN at 11.00 a.m. on Thursday, 22 May 2025, the following resolutions (other than those relating to ordinary business) were duly passed.

ORDINARY RESOLUTIONS

Passed as Resolution 20

IT WAS RESOLVED 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 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.

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.

Passed as Resolution 21

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 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.

Passed as Resolution 22

IT WAS RESOLVED 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.

Passed as Resolution 23

IT WAS RESOLVED 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 initialled 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

Passed as Resolution 24

IT WAS RESOLVED THAT:

- (a) the Directors be given 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 Companies Act 2006 (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 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.

Passed as Resolution 25

IT WAS RESOLVED THAT:

(a) in addition to any authority granted under Resolution 24, the Directors be given power 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 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.

Passed as Resolution 26

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 16,139,312;

(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.

Passed as Resolution 27

IT WAS RESOLVED THAT a general meeting (other than an Annual General Meeting) may be called on not less than 14 clear days' notice.