

21 May 2020, London

Intertek Group plc – Summary of Annual General Meeting

The Annual General Meeting of Intertek Group plc was held earlier today. All resolutions were passed by the requisite majority on a poll.

The results of the voting on a poll are below:

		VOTES FOR	% VOTES CAST FOR ¹	VOTES AGAINST	% VOTES CAST AGAINST ¹	TOTAL VOTES VALIDLY CAST ²	% ISSUED SHARE CAPITAL ³	VOTES WITHHELD ²
1.	To receive the Annual Report and Accounts for the year ended 31 December 2019.	141,946,610	100.00%	0	0.00%	141,946,610	87.95	1,062,139
2.	To approve the Directors' Remuneration Policy.	79,910,934	57.10%	60,031,344	42.90%	139,942,278	86.71	3,063,796
3.	To approve the Directors' Remuneration Report.	139,816,488	97.79%	3,158,747	2.21%	142,975,235	88.59	34,041
4.	To approve the payment of a final dividend of 71.6p per ordinary share.	142,967,724	100.00%	6,655	0.00%	142,974,379	88.59	33,234
5.	To re-elect Sir David Reid as a Director.	140,978,459	98.65%	1,932,742	1.35%	142,911,201	88.55	96,916
6.	To re-elect André Lacroix as a Director.	142,909,161	99.99%	15,947	0.01%	142,925,108	88.56	81,790
7.	To re-elect Ross McCluskey as a Director.	142,487,182	99.66%	486,528	0.34%	142,973,710	88.59	34,407
8.	To re-elect Graham Allan as a Director.	131,135,379	91.72%	11,838,331	8.28%	142,973,710	88.59	34,407
9.	To re-elect Gurnek Bains as a Director.	131,183,157	91.75%	11,790,553	8.25%	142,973,710	88.59	34,407
10.	To re-elect Dame Louise Makin as a Director.	142,770,648	99.86%	203,062	0.14%	142,973,710	88.59	34,407
11.	To re-elect Andrew Martin as a Director.	131,152,658	91.73%	11,821,052	8.27%	142,973,710	88.59	34,407
12.	To re-elect Gill Rider as a Director.	131,048,622	91.66%	11,925,128	8.34%	142,973,750	88.59	34,367

13.	To re-elect Jean-Michel Valette as a Director.	141,657,826	99.08%	1,314,665	0.92%	142,972,491	88.59	34,407
14.	To re-elect Lena Wilson as a Director.	142,621,681	99.75%	352,029	0.25%	142,973,710	88.59	34,407
15.	To reappoint PricewaterhouseCoopers LLP as Auditor of the Company.	142,961,701	100.00%	6,224	0.00%	142,967,925	88.58	40,192
16.	To authorise the Audit Committee to determine the remuneration of the Auditor.	142,966,819	100.00%	1,219	0.00%	142,968,038	88.58	40,079
17.	To authorise the Directors to allot Relevant Securities.	129,425,801	90.52%	13,548,527	9.48%	142,974,328	88.59	33,789
18.	To authorise EU political donations and expenditure.	137,615,376	96.25%	5,357,717	3.75%	142,973,093	88.59	33,772
19.	To approve the rules of the Intertek Group plc 2021 Long Term Incentive Plan.	141,035,552	98.64%	1,940,303	1.36%	142,975,855	88.59	34,640
20.	To disapply pre-emption rights.	137,290,231	96.12%	5,545,527	3.88%	142,835,758	88.50	169,477
21.	To disapply pre-emption rights in relation to an acquisition or capital investment.	139,594,980	97.73%	3,239,917	2.27%	142,834,897	88.50	170,338
22.	To authorise the Company to buy back its own shares.	142,223,538	99.48%	742,593	0.52%	142,966,131	88.58	41,986
23.	To authorise the Company to hold general meetings (other than AGMs) on 14 clear days' notice.	131,423,409	91.92%	11,548,664	8.08%	142,972,073	88.59	33,234

All resolutions were duly passed, and we would like to take this opportunity to thank our shareholders for their ongoing support. In relation to Resolution 2, the Board welcomes the majority support for our new Directors' Remuneration Policy but acknowledges that there were a significant number of votes opposing the resolution.

In 2019, we had put our remuneration policy to vote and received just under 98% votes in favour of the policy. However, we had also received feedback from some of our major shareholders regarding the criteria we were using for our Long Term Incentive Plan (LTIP). Therefore, after extensive consultation with our major shareholders, we proposed changes to the performance criteria this year. Our revised Remuneration Policy which we put forward as Resolution 2 was only changed

from the prior approved policy with respect to these new LTIP performance criteria. In our consultations with our major shareholders we had received complete support to these changes.

We plan to engage with shareholders and discuss their concerns in the coming months. We will publish an update on that engagement within six months of the AGM.

Notes:

1. The percentages above are rounded to two decimal places.
2. A vote withheld is not a vote under English law and is not counted in the calculation of votes “for” and “against” a resolution.
3. The number of ordinary shares in issue at 6.30 p.m. on 19 May 2020 was 161,393,127 of which the Total Voting Rights figure was 161,393,127.
4. In accordance with the requirements of Listing Rule 9.6.2, Intertek Group plc has submitted to the National Storage Mechanism a copy of the resolutions (other than those relating to ordinary business) passed at the Annual General Meeting of Intertek Group plc held today. These will shortly be available for inspection at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

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