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Chair's introduction

capitalising on our core strengths, our aaa strategy is raising the bar every day, delivering value for all stakeholders



As I hand over the Chair, I do so with great confidence in Intertek's future."

Andrew Martin
Chair

Dear shareholder

This year marks my fifth and final year as Chair of Intertek, having been appointed in the wake of the Covid pandemic. It has been a privilege to lead the Board through a period of significant transformation and growth. Over the past three years, we have successfully executed our Amazing ATIC Advantage ('AAA') differentiated growth strategy, designed to further strengthen performance by capitalising on our core strengths and responding to the increasing demand for our services.

By focusing relentlessly on service and quality, and by further professionalising the organisation, André and the team have driven sustained improvements in both operational and financial performance, leveraging operational gearing to deliver superior results. Since announcing the AAA strategy in 2023, revenue has grown by 18.4%, delivered 240bps margin accretion and earnings per share has grown by 33.4% (all at constant currency). We have generated £2.3bn in cumulative operating cash flow, returning £635m to shareholders through dividends and £350m through our inaugural share buyback programme.



The Directors present their report and the audited consolidated financial statements for the year ended 31 December 2025 in Report 2 and Report 3.



Board promise

We recognise our responsibility to all stakeholders and will strive to ask the questions that matter and make the right decisions.

We will be forward looking and use our diverse perspectives and insights to promote Intertek's Purpose of bringing quality, safety and sustainability to life.

We will inspire our people to take client relationships and our performance to greater heights and to create sustainable growth for all.

Innovation and strategic developments

Despite a challenging market backdrop, 2025 has been another year of strategic progress, marked by significant investments in innovation and capability expansion. We established our AI laboratory in London, recognising the transformative opportunities AI presents for our industry. We launched a comprehensive suite of new solutions, including the EUDRtrace platform to help companies comply with the EU Deforestation Regulation, and AI² – the world's first end-to-end AI assurance programme, addressing governance, transparency, security and safety in AI solutions.

We also introduced SupplyTek, an end-to-end global market access solution to help companies navigate supply chain uncertainties. In the UK, we expanded our Cambridge pharmaceuticals services laboratory and completed the development of a Softlines and Hardlines Testing Centre of Excellence, opened a Caleb Brett laboratory in Bordeaux, and established a new regional headquarters in Riyadh. We are also pioneering the use of unmanned robots and drones to inspect industrial assets and infrastructure in hazardous environments, as well as to transport samples – further evidence of our commitment to innovation and safety.

Acquisitions

Our acquisition strategy remains focused on high growth sectors aligned with global trends in quality assurance, sustainability and regulatory compliance. We've made ten acquisitions in the last five years, with the largest acquisition made under my tenure that of SAI Global Assurance in 2021. This year we acquired Envirolab in Australia, an environmental testing provider which established Intertek as a market leader in its field with strong commercial synergies, expanded our Assurance, Testing, Inspection and Certification ('ATIC') footprint in Central America by adding Costa Rica business Suplilab and strengthened our products testing business by buying US-based Professional Testing Laboratory. We also acquired TESIS in Brazil, our third acquisition in the country in the past three years, expanding our Building & Construction business in this important market.

 **MORE DETAILS ON OUR STRATEGIC ACQUISITIONS CAN BE FOUND IN THE STRATEGIC REPORT ON PAGE 1.18 IN REPORT 1**

Culture and Purpose

Our Purpose sits at the heart of our strategy, guiding actions at every level of the Group. The Board recognises the importance of culture, setting the tone from the top and embedding it across the Group. We are committed to fostering an inclusive culture where everyone can succeed, recognising that a motivated and engaged workforce is fundamental to delivering our differentiated growth strategy. Diversity of thought, experience and background makes us more dynamic, fosters innovation and boosts performance. Acting with integrity in line with our Values is central to how we do business.

Board composition and governance

Recent changes have strengthened the Board, bringing valuable expertise and enhanced diversity, skills and knowledge. We welcomed Hilde Merete Aasheim, Robin Freestone and Steve Mogford; their strategic capabilities and industry insight will be invaluable. As part of their comprehensive induction, they visited Intertek operations in the US and China.

I would also like to thank Lynda Clarizio, who stepped down from the Board in March 2025, for her valued contribution over the past four years.

We remain committed to diversity in all respects, meeting the Parker Review recommendations with three of our Board members from a minority ethnic background. At the end of 2025, four of our 13 Board members were women. We are very aware of the requirements within the UK Listing Rules for one of the four senior Board positions to be held by a woman, and for at least 40% of the Board members to be women. The next four Board members that are due to retire are men. By proactively recruiting in advance of their departures, these requirements have remained a priority, and we anticipate being compliant by the 2027 Annual General Meeting ('AGM').

This year we have responded to changes in the UK Corporate Governance Code, enhancing reporting on Board leadership and company purpose, composition, succession and evaluation. We reviewed and updated our Board Diversity Policy, revised the Audit Committee's Terms of Reference, and adopted the Intertek Performance Adjustment Policy covering malus and clawback provisions.

At the 2026 AGM, we will be proposing a new Remuneration Policy to align incentives with the AAA differentiated growth strategy. More details are available in the Remuneration Report on pages 2.80 to 2.95.

As Chair, I have ensured that the Board, its Committees and each Director are evaluated annually. This year's internal Board performance review identified areas for further enhancement, which will be addressed in 2026 to further strengthen Board effectiveness.

 **MORE DETAILS CAN BE FOUND ON PAGE 2.60**

Engagement with stakeholders

Listening actively to our investors, employees, customers, suppliers and the communities we serve is central to our approach. This year, the Board travelled to Hong Kong and visited Shenzhen and Guangzhou, gaining valuable insight into our important Chinese operations and the growth opportunities ahead. We met with customers and colleagues to hear and discuss their perspectives.

 **MORE DETAILS ON OUR ENGAGEMENT WITH SHAREHOLDERS CAN BE FOUND ON PAGE 2.67**

Looking ahead

The Board will continue to support and challenge the executive team to deliver sustainable value for shareholders and wider society, maintaining high governance and ethical standards.

As I hand over the Chair, I do so with great confidence in Intertek's future. We have a clear strategy, exceptional people and operate in an industry with positive dynamics. Our AAA strategy is raising the bar every day, delivering superior value for all stakeholders. I have greatly enjoyed my time on the Board and as Chair, and I wish André, the Group Executive Committee and the Board every success. I will continue to follow Intertek's progress with close interest in the years ahead.

Yours sincerely,



Andrew Martin
Chair



Governance highlights

Returns to shareholders Dividend

165.0p ordinary dividend per share for the financial year ended 31 December 2025 including interim and final dividend.

Share buyback

£350m share buyback completed during 2025.

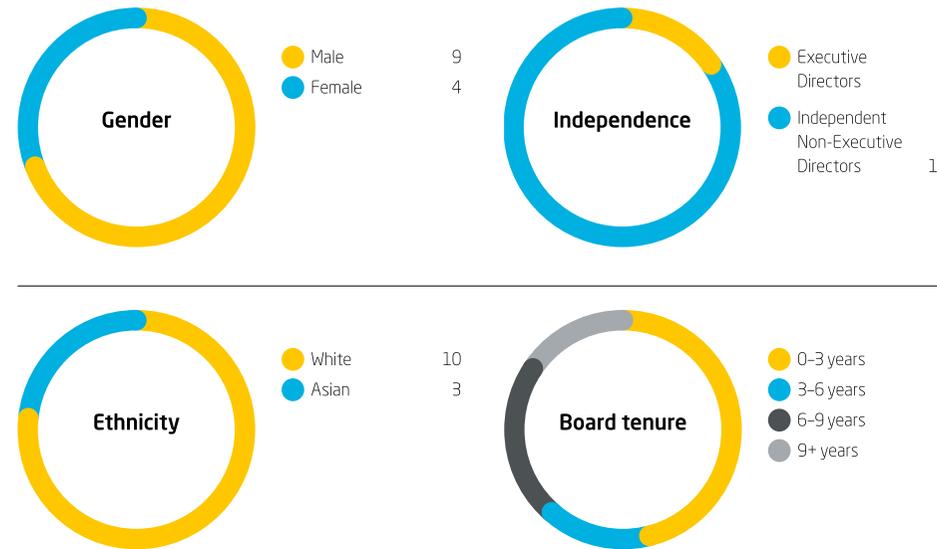
Progressed Board succession

Proactively recruited in advance of planned changes to the Board, welcoming three new Non-Executive Directors.

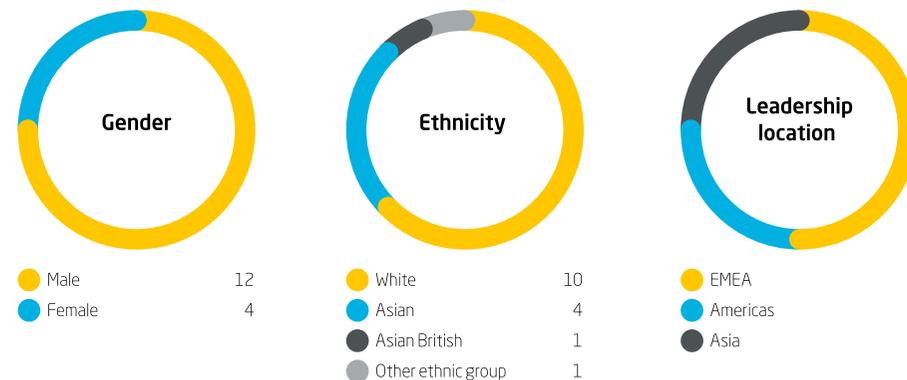
Acquisition

Focused on investing in growth through targeted acquisition activity that will benefit customers and shareholders.

Board composition¹



Senior management composition^{1,2}



1. The data shown as at the date of the report.

2. Senior management comprises the Group Executive Committee excluding the Executive Directors (who have been included in the Board data) and the Group Company Secretary.

Board skills



Our skills matrix has been updated to show the additional skills brought to the Board with the appointment of Steve Mogford, Hilde Merete Aasheim and Robin Freestone, as well as the impact of the departure of Lynda Clarizio during the year.

[FULL BIOGRAPHIES FOR THE BOARD ARE AVAILABLE ON OUR WEBSITE](#)



The Board believes in good corporate governance through effective oversight, including how the Company assures stakeholders on performance delivery and reports on its progress.

 THE UK CORPORATE GOVERNANCE CODE IS AVAILABLE AT WWW.FRC.ORG.UK

 THE INFORMATION REQUIRED TO BE DISCLOSED IN ACCORDANCE WITH DTR 7.2.6 CAN BE FOUND ON PAGES 2.109-2.111

The Board remains dedicated to clear and honest reporting and confirms that during 2025, the Company has consistently applied all the principles and has complied with most of the provisions of the UK Corporate Governance Code 2024 (the 'Code'), and provision 29 of the 2018 UK Corporate Governance Code.

Andrew Martin was appointed to the Board in May 2016 and was appointed as Chair of the Board in January 2021. Hence, he has now served as a Director of the Company for over nine years, five of which he has served as Chair. Provision 19 of the Code provides for a limited extension of tenure in certain circumstances, subject to clear explanation to shareholders.

During the last three years, six new Directors have joined the Board and, over the next year, several experienced Directors will step down from the Board with their terms coming to an end. Taking into account these Board changes and the need to ensure effective succession planning for a new Chair, the Nomination Committee concluded that Andrew Martin's reappointment as Chair at the 2025 AGM, albeit for a limited period of one year, was in the best interests of the Company.

This proposal was discussed with several of the Company's larger shareholders, each of which were understanding of the Nomination Committee's rationale.

A resolution was proposed and approved by shareholders for the reappointment of Andrew Martin at the 2025 AGM.

Provision 39 stipulates that the pension contribution rates for Executive Directors should be aligned with that of the workforce. As disclosed in our 2024 Annual Report & Accounts, the pension contribution for the CEO has been in compliance since 1 June 2025. For all new Executive Directors appointed to the Board since 2018 the pension contribution rate has been aligned with that of the workforce.

Provision 29 preparation

An important theme for the Board has been the Group's preparatory analysis and measures in relation to ensuring compliance with Provision 29 of the Code which comes into force from 2026. Preparation has included evaluation of the current integrated risk and controls framework, and more detail can be found on page 2.68.

1. Board Leadership & Company Purpose		Pages
A	Effective Board	2.54-2.56, 2.59-2.60
B	Purpose, Values, Strategy and Culture	1.16 Report 1, 2.50-2.51
C	Governance framework	2.58-2.68
D	Stakeholder engagement	2.59, 2.63-2.67
E	Workforce policies and practices	2.16-2.23, 2.44-2.46
2. Division of Responsibilities		
F	Role of the Chair	2.50-2.51, 2.58, 2.60
G	Division of Responsibilities	2.58, 2.54-2.56
H	Role of the Non-Executive Director	2.54-2.56, 2.72
I	Board policies and processes	2.58-2.59, 2.61-2.68
3. Composition, Succession and Evaluation		
J	Appointments to the Board	2.71, 2.73
K	Board skills, experience and knowledge	2.52, 2.54-2.56
L	Annual Board evaluation	2.60
4. Audit, Risk and Internal Controls		
M	Independence, and Effectiveness of Internal and External Auditors	2.75-2.78
N	Fair, Balanced, and Understandable Assessment	2.75
O	Internal financial controls Risk management	1.54-1.61 Report 1, 2.68, 2.78
5. Remuneration		
P	Linking remuneration with purpose and strategy	2.81-2.95
Q	Remuneration Policy	2.81-2.95
R	Performance outcomes in 2025	2.81-2.85, 2.96



Chair and Executive Directors



Andrew Martin



Chair

Appointed to the Board: May 2016
Appointed Chair in January 2021

Independent: Upon appointment

Skills and experience:

Andrew is a qualified accountant and an Associate of the Chartered Institute of Taxation with wide-ranging experience and an extensive financial background within large international organisations.

Contribution to the Board:

His experience as a Chair and as a Non-Executive Director assists in promoting the long-term sustainable success of the Company for stakeholders and generating value for shareholders.

Significant external appointments:

None

Scheduled meetings eligible to attend: 5

Meetings attended:

4
Andrew Martin was unable to attend one meeting due to medical reasons. Graham Allan acted as Chair for this meeting.



André Lacroix

Chief Executive Officer

Appointed to the Board: May 2015

Independent: No

Skills and experience:

André has an excellent track record of delivering long-term growth strategies and shareholder value globally across diverse territories.

Contribution to the Board:

He 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.

Significant external appointments:

None

Scheduled meetings eligible to attend: 5

Meetings attended:

5



Colm Deasy

Chief Financial Officer

Appointed to the Board: March 2023

Independent: No

Skills and experience:

Colm brings extensive knowledge and understanding of the complexities of the Intertek Group to his role on the Board.

Contribution to the Board:

His varied financial and international management experience – progressing from Treasurer to Regional MD and President of multiple divisions – equips him with the tools to support Intertek's growth, M&A strategy and global integration efforts, ensuring disciplined execution across diverse markets.

Significant external appointments:

None

Scheduled meetings eligible to attend: 5

Meetings attended:

5

Committee Chairs



Graham Allan



Senior Independent Director

Appointed to the Board: October 2017

Independent: Yes

Skills and experience:

Graham brings strong general management experience, as well as extensive knowledge of Asian and other international markets, in consumer and retail businesses.

Contribution to the Board:

With leadership roles at Dairy Farm and Yum! Restaurants across Asia, plus deep board roles in retail and foodservice, Graham offers valuable insight into consumer-driven markets – a strategic complement to Intertek's service expansion in consumer goods testing and assurance.

Significant external appointments:

Senior Independent Non-Executive Director of InterContinental Hotels Group plc, Non-Executive Director of Associated British Foods plc, Americana Restaurants International plc and a Director of Ikano Retail Pte Ltd (privately owned). Chairman of Bata International (privately owned) and Chair, Nando's Group Holdings Ltd.

Scheduled meetings eligible to attend: 5

Meetings attended:

5



Jean-Michel Valette



Non-Executive Director

Appointed to the Board: July 2017

Independent: Yes

Skills and experience:

Jean-Michel brings strong US and global management experience, especially in consumer and luxury goods companies, which broadens the international and customer knowledge on the Board. Jean-Michel's wealth of knowledge of the US markets, especially from a customer perspective, is an asset to the Board.

Contribution to the Board:

With decades of leadership in US consumer goods and strong governance expertise, including audit and valuation oversight, Jean-Michel brings valuable insight to support Intertek's North American growth and ensure financial rigour as the business scales.

Significant external appointments:

Chairman of Huneus Vintners and Chairman of DripDrop Hydration Inc. (both private US companies).

Scheduled meetings eligible to attend: 5

Meetings attended:

5

Committees:

Audit	
Nomination	
Remuneration	
Committee Chair	

Full biographies for members of the Board are available on our website

[VISIT: INTERTEK.COM](https://www.intertek.com)



Non-Executive Directors



Hilde Merete Aasheim* A

Non-Executive Director

Appointed to the Board: April 2025

Independent: Yes

Skills and experience:

A former CEO of Norsk Hydro ASA with deep experience in metals, mining, chemicals and sustainable businesses, Hilde brings strong leadership in sectors pivotal to Intertek's technical assurance and sustainability ambitions.

Contribution to the Board:

Her expertise in integration planning aligns with Intertek's goal to drive strategic acquisitions and embed ESG standards across its service offerings.

Significant external appointments:

Independent Non-Executive Director at EConnect Energy AS and a member of the Board of Outokumpu Oyj.

Scheduled meetings eligible to attend: 4

Meetings attended: 4

*Photo: Nicolas Toureenc/Hydro



Gurnek Bains N R

Non-Executive Director

Appointed to the Board: July 2017

Independent: Yes

Skills and experience:

Gurnek's extensive experience, working with senior leaders across a wide range of industries internationally and his thought leadership on culture and leadership development provides an important voice in the discussions at Board level, particularly with the Group People Strategy being of such great importance to the long-term sustainable success of the Company.

Contribution to the Board:

Founder of leading global business psychology consultancy YSC and expert in culture change and talent development, Gurnek brings essential capabilities to drive Intertek's people strategy, leadership development and the human capital dimension of our AAA growth blueprint.

Significant external appointments:

Managing Partner of Global Future Partnership LLP and CEO of Nous Think Tank.

Scheduled meetings eligible to attend: 5

Meetings attended: 5



Robin Freestone R

Non-Executive Director

Appointed to the Board: April 2025

Independent: Yes

Skills and experience:

With a robust finance career as CFO at Pearson and senior roles at ICI, Amersham and Henkel, Robin excels in financial transformation and governance.

Contribution to the Board:

His background supports Intertek's strategy of disciplined financial stewardship and enhances oversight as the Company scales and diversifies globally.

Significant external appointments:

Lead Director of Capri Holdings Limited

Scheduled meetings eligible to attend: 4

Meetings attended: 4



Tamara Ingram OBE N R

Non-Executive Director

Appointed to the Board: December 2020

Independent: Yes

Skills and experience:

Tamara has had an extensive career in advertising, marketing and digital communication, and has a deep understanding of consumer brands and digital strategy. She 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.

Contribution to the Board:

A seasoned marketing and digital communications leader from WPP/ Wunderman Thompson with consumer brand expertise, Tamara supports Intertek's ambition to elevate its market positioning, digital engagement and brand visibility in key industry verticals.

Significant external appointments:

Non-Executive Director of Marsh & McLennan Companies, Inc., Non-Executive Director of Marks and Spencer Group plc, and Non-Executive Director of Reckitt Benckiser Group plc.

Scheduled meetings eligible to attend: 5

Meetings attended: 5



Jez Maiden A

Non-Executive Director

Appointed to the Board: May 2022

Independent: Yes

Skills and experience:

Jez is an experienced international public company CFO with a strong track record, who has worked in a diverse range of industries and sectors, primarily manufacturing, service and finance. In addition, Jez has a strong background as a Non-Executive Director.

Contribution to the Board:

As a former CFO of Croda and National Express, and with current audit-focused board roles, Jez brings financial discipline, cost control and risk oversight critical to Intertek's resilience and operational excellence as it grows its global service portfolio.

Significant external appointments:

Senior Independent Director of Travis Perkins plc and Non-Executive Director of Smith & Nephew plc.

Scheduled meetings eligible to attend: 5

Meetings attended: 5

Committees:

Audit	A
Nomination	N
Remuneration	R
Committee Chair	●

Full biographies for members of the Board are available on our website

VISIT: INTERTEK.COM



Non-Executive Directors Continued



Steve Mogford (A)

Non-Executive Director

Appointed to the Board:
January 2025

Independent: Yes

Skills and experience:

Steve brings extensive public markets experience and a deep understanding of long-term contracting, projects and regulation, which enhances the Board's expertise in these areas. His significant experience in the utilities and aerospace industries, coupled with a firm commitment to sustainability, is a valuable asset.

Contribution to the Board:

Having led United Utilities and held senior roles at BAE Systems and Finmeccanica, Steve offers deep operational and regulatory insight in utilities, aerospace and supply chains.

His sustainability focus supports Intertek's ambition to expand in regulated industries and strengthen the resilience of its service delivery.

Significant external appointments:

Senior Independent Director of QinetiQ Group plc and a Non-Executive Director of Costain Group plc.

Scheduled meetings eligible to attend: 5

Meetings attended: 4

Steve Mogford was unable to attend one meeting due to a prior conflict.



Kawal Preet (R)

Non-Executive Director

Appointed to the Board:
December 2022

Independent: Yes

Skills and experience:

Kawal is an accomplished senior executive with extensive experience of cross-functional leadership responsibilities in the fast-paced and dynamic express transportation and airline industry and supply chains.

Contribution to the Board:

Her experience in the Asia Pacific region especially China, Hong Kong, India & Middle East markets provides a strong addition to the skills on the Intertek Board. With her new global role she also brings the North America market perspective to the Board.

Significant external appointments:

Executive Vice President, Planning, Engineering, and Transformation for FedEx.

Scheduled meetings eligible to attend: 5

Meetings attended: 5



Apurvi Sheth (A)

Non-Executive Director

Appointed to the Board:
September 2023

Independent: Yes

Skills and experience:

Apurvi has extensive executive experience spanning over three decades across numerous well-known international consumer brands in the food and beverage industry.

Contribution to the Board:

With a strong leadership background in consumer brands across Asia Pacific and emerging markets (Diageo, PepsiCo, Coca Cola, Nestlé), Apurvi brings insight into high growth regions that align with Intertek's ambition to expand in fast-developing economies.

Significant 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.

Scheduled meetings eligible to attend: 5

Meetings attended: 5

Company Secretary



Ida Woodger

Group Company Secretary

Appointed: March 2023

Skills and experience:

Prior to this appointment Ida held the position of Head of Sustainability for three years, having previously been the Group's Deputy Company Secretary since 2015.

Ida is an Associate of the Chartered Governance Institute UK and Ireland.

Contribution to the Board:

Ida provides advice and support to the Board, its Committees and the Chair, and is responsible for corporate governance across the Group.

Significant external appointments:

None

Scheduled meetings eligible to attend: 5

Meetings attended: 5

Committees:

Audit	(A)
Nomination	(N)
Remuneration	(R)
Committee Chair	●

Full biographies for members of the Board are available on our website

[VISIT: INTERTEK.COM](https://www.intertek.com)

Other Directors on the Board during the year
Lynda Clarizio ceased to be a Non-Executive Director on 31 March 2025. She attended one scheduled meeting which she was eligible to attend.

Group Executive Committee



André Lacroix

Chief Executive Officer



Colm Deasy

Chief Financial Officer



Todd Andrews

Group General Counsel and
Head of Risk and Compliance



Sandeep Das

CEO Greater China and President
Global Softlines and Hardlines



Ayush Dhital

Regional Managing Director
Asia Pacific



John Fowler

Senior Vice President Minerals
and E&P



Ian Galloway

Executive Vice President,
World of Energy



Tony George

Executive Vice President,
Human Resources



Marie Giannini

Vice President, Group
Corporate Communications
and Head of Sustainability



Ajay Kapoor

Regional Managing Director
South Asia



Ali Knapp

Vice President People Assurance



Bertrand Mallet

Chief Commercial Officer



Ross McCluskey

Executive Vice President,
Europe, Middle East and
Africa and GTS



Saranpal Rai

President Electrical,
Connected World, Transportation
Technologies and CEA



Katherine Ramsden

Vice President, Group Head of
Quality and Safety Assurance



Mark Thomas

Executive Vice President,
Global Sustainability, Assurance,
AgriWorld and Food



Carlos Velasco

President Latin America and
Global Building and Construction

Biographies for members
of the Group Executive
Committee are available
on our website:

 VISIT: [INTERTEK.COM](https://www.intertek.com)

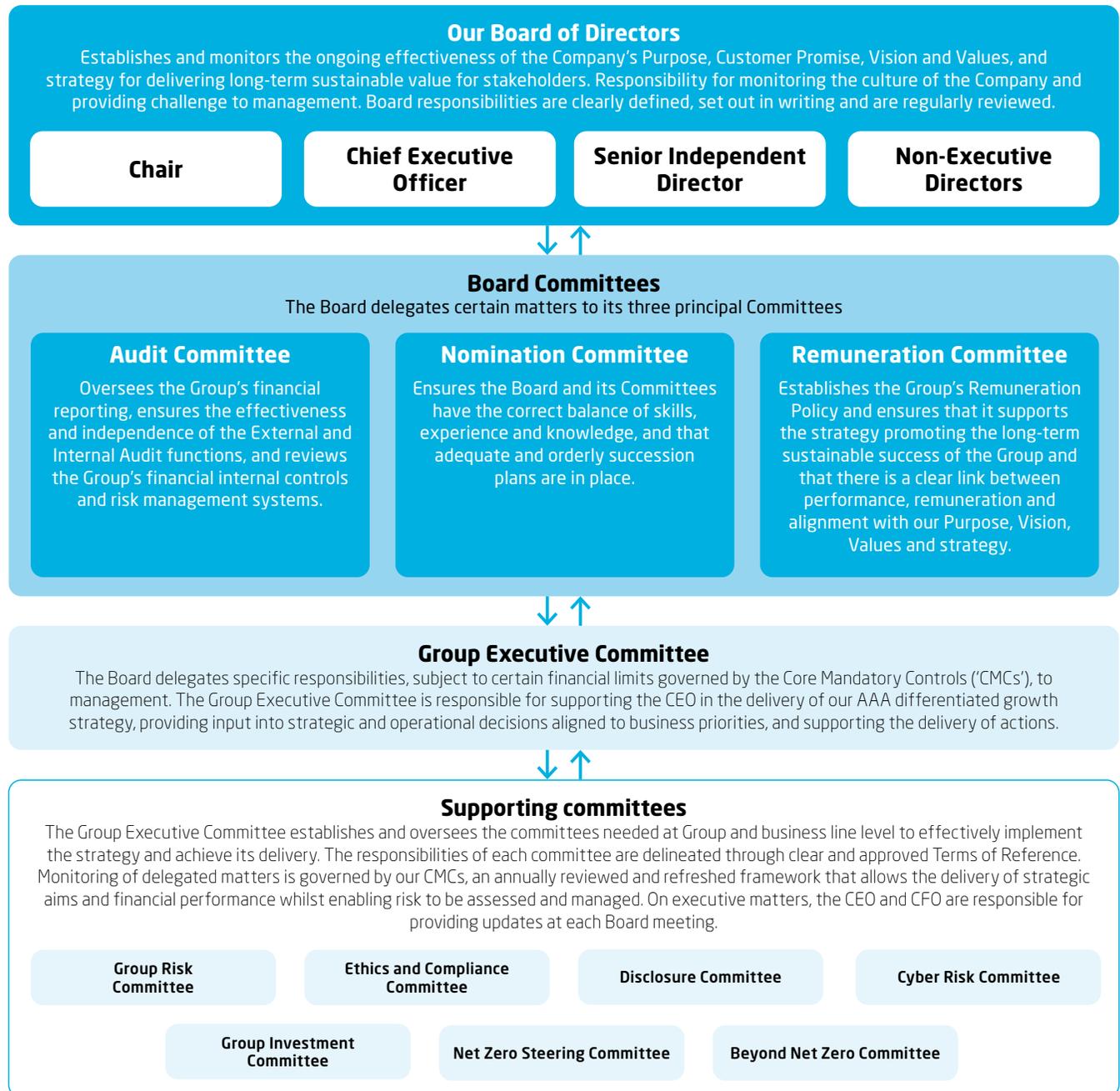


governance framework

Intertek operates a strong system of governance throughout the Group which is essential to achieving our purpose and delivering our AAA strategy. Our governance framework and a clear division of responsibilities enables the Board to operate effectively, fulfil its responsibilities and provide valuable oversight.

FOR FULL DETAILS ON THE ROLES AND RESPONSIBILITIES OF BOARD MEMBERS SEE [INTERTEK.COM/ABOUT/COMPLIANCE-GOVERNANCE](https://www.intertek.com/about/compliance-governance)

MORE DETAILS ON OUR SUSTAINABILITY GOVERNANCE FRAMEWORK CAN BE FOUND IN OUR STRATEGIC REPORT ON PAGE 1.64 IN REPORT 1





Intertek's story has always been about innovation.

In 1885 we began testing and certifying grain cargoes before they were put to sea, and in 1888 we pioneered the idea of independent testing laboratories. Then in 1896, the greatest inventor of them all became part of our story. When Thomas Edison released the wonders of electricity and the light bulb he wanted to ensure that his products were checked, tested and safe. He established the Lamp Testing Bureau, later becoming Electrical Testing Laboratories, and now known as Intertek Electrical.

Today, our superior customer service is based on our Science-based Customer Excellence approach which we have built up over many years.

This is based on three essential components: our science-based technical expertise, our continuous improvement and our innovation.

The foundations and aspirations of our business remain true to those established by our visionary founders, and their innovation and energy continue to be our inspiration. Our passion and entrepreneurial culture will ensure that we deliver for our customers in quality, safety and sustainability – today and in the future.

Effective leadership

Our Board has differing skills, a wide range of diverse experience and extensive knowledge built up over time through professional careers, which enables the Board to fully understand the strategic business drivers of Intertek, but also the risks and exposures associated with the multiple sectors and regions in which the Company operates.

The composition of the Board is subject to periodic review by the Nomination Committee to ensure it remains sufficiently balanced and diverse to effectively oversee and determine the Group's strategy.

To ensure sufficient time for discussion, the Board utilises its principal Committees to effectively manage its time. Each Board meeting follows a carefully structured agenda agreed in advance by the Chair, CEO and Group Company Secretary; this ensures that proper oversight of key areas of responsibility are scheduled regularly, and that adequate time is available for the Board to fully consider strategic matters.

Where Directors have concerns about the operation of the Board or the management of the Company that cannot be resolved, the minutes will reflect this. No such concerns were raised during the year.

To discharge their responsibilities effectively, the Chair and CEO maintain regular dialogue outside the boardroom, to ensure an effective flow of information. The Non-Executive Directors have formal as well as informal contact with senior leadership. Contact with the wider business is encouraged to develop a deeper understanding of the Group's operations and this engagement is welcomed.

Engagement with shareholders and other stakeholders

The Board and its Committees understand the strategic significance of stakeholders in our business. The Directors take into account the interests of colleagues and the need to foster relationships with other key stakeholders in making decisions. We acknowledge that our decisions might not necessarily result in a positive outcome for all our stakeholders and so the Board has to balance conflicting interests in arriving at its decisions.

While the Board engages directly with stakeholders on some issues, the size and complexity of the Group and our stakeholder groups means that engagement often happens below Board level. However, the Board considers information from across the organisation to help it understand how our operations affect our stakeholders' interests and views.

Directors' conflicts of interest

The Board operates a policy to identify and manage any conflicts of interest to assist Directors in complying with their duty to avoid actual or potential conflicts. The Conflicts of Interest Register is maintained by the Group Company Secretary and the Board undertakes an annual review of each Director's interests, if any, including outside the Company.

Any conflicts of interest are reviewed when a new Director is appointed, or should a new potential conflict arise. A formal process is also in place for managing such conflicts to ensure no conflicted Director is involved in any decision related to their conflict and, during the year, this process operated effectively.

Whenever any Director considers that they are, or may be, interested in any contract or arrangement to which the Company is, or may be, a party, the Director gives due notice to the Board in accordance with the Companies Act 2006 and the Articles of Association.

Workforce policies and practices

The Executive Directors have been delegated responsibility for ensuring that policies and behaviours set at Board level are effectively communicated and implemented across the Group.

Policies are published on the intranet and to ensure policies are embedded in our business practices, we operate a mandatory training programme which aims to reinforce key compliance messages in areas such as anti-bribery, fraud, and modern slavery.

 FOR MORE DETAILS ON 'DOING BUSINESS THE RIGHT WAY', SEE PAGE 2.45

Section 172 statement

In their discussions and decisions during the year, the Board of Directors have acted in the way that they consider, in good faith, would be most likely to promote the success of the Group for the benefit of its members as a whole (having regard to stakeholders and the matters set out in sub-sections 172(1) (a)-(f) of the 2006 Act).

Details of how the Board have engaged with colleagues during the year, and how they have had regard to their interests and the need to foster business relationships with other stakeholder groups, is set out on the following pages together with the Board's principal decisions.



Board performance review

In accordance with the Code, the effectiveness of the Board and its Committees is rigorously reviewed annually and an independent externally facilitated Board review is conducted every three years.

For 2025 the internal evaluation process for the Board and its Committees was led by Andrew Martin, with the support of the Group Company Secretary, and entailed:

- the completion of detailed questionnaires by each Board member;
- discussions on the outcomes and recommendations with the Chair and each Board member; and
- discussion of the results of the evaluations at the Board and Committee meetings, identifying and agreeing areas for improvement.

The Group Company Secretary collated the individual responses, including analysis of themes and proposed actions. A detailed report, setting out the findings of the evaluation for the Board and each Committee, were provided to each Chair for consideration. The Group Company Secretary and the Chair met to discuss the findings, with the resulting report being tabled to each Committee and the Board meeting in February 2026.

The internal reviews of the Board and the Committees showed strong scores in the categories that were evaluated.

Feedback from the review was also incorporated into the annual agenda for the Board and the Committees.

Chair and Directors' performance review

The Non-Executive Directors, led by the Senior Independent Non-Executive Director, conducted a performance review of Andrew Martin, who was the Chair of the Board during 2025. The review considered his leadership, corporate and commercial skills and general experience.

Andrew Martin, the Chair, also met with each Director to discuss their individual contributions and performance, together with any training and development needs.

Conclusion

The review concluded that the Board, each Committee and each Director continue to perform effectively and contribute to the long-term sustainable success of Intertek.

The feedback from the Board performance review is considered when determining the key skills required for new Directors on the Board for the future.

Outcome and key areas of focus for 2026:

Overall, there was a high level of satisfaction with the effectiveness of the Board and its Committees, with no high priority or urgent matters needing to be addressed.

Actions agreed for 2026:

- Continue to invest time visiting operations and meet local teams.
- Continue to meet customers while travelling and spend time on future trends.
- Expand our risk monitoring for both financial and non-financial risks.



Learning and development

Ongoing and continuous development is crucial to our Directors remaining highly engaged, effective and well informed. Throughout their period of office, all Directors are kept up-to-date with information about Intertek's business, markets, sustainability matters and other changes affecting the Group and the industry in which we operate, including changes to the legal and governance environment and the obligations on themselves as Directors.

The Company also encourages Directors to attend briefings and seminars offered by professional and commercial bodies in order to keep abreast of current legal and regulatory requirements, especially within their specialist fields such as audit or remuneration.

Board activity in focus

The following pages give an insight into how we, as a Board, use our meetings as a mechanism for discharging our responsibilities, including how the consideration of stakeholders is embedded into our workings as a Board and the range of matters we considered and discussed throughout the year.



Due to the global nature and size of the business, together with the complexity and diverse make-up of the various sectors and regions in which we operate, the Board decided to choose an alternative method to those suggested in Provision 5 to the Code. Instead, we utilise a multi-faceted approach to workforce engagement to make certain that what is in place ensures that we, as a Board, receive 360° multi-source feedback to assist us in evaluating the different views and perspectives from our employees across the Group.

We keep our engagement mechanisms under review and continue to believe that this methodology remains effective as it enables us, the Board, to fully understand the views of the workforce when taking such considerations into account as part of our decision making process.



Strategy and performance

The Board clearly understands the responsibility to deliver long-term sustainable success and returns for shareholders, underpinned by the highest standard of corporate governance, conduct and integrity. We collectively review, discuss and annually agree the Group's strategy.

[+ MORE DETAILS ON PAGE 2.62](#)



Workforce engagement

The Board utilises a number of different methods of engagement, both directly and indirectly, with employees to foster and promote a two-way dialogue and to provide a critical means of monitoring culture.

[+ MORE DETAILS ON PAGE 2.63](#)



People and Culture

At a time of rapid change, heightened stakeholder expectations and increasing regulatory pressures, the right culture is essential. The Board monitors culture in a number of ways.

[+ MORE DETAILS ON PAGE 2.64-2.65](#)



Sustainability

Sustainability is anchored in our Purpose, Vision and Values. The Board, as part of its overall stewardship of the Company, oversees the Group's sustainability and corporate responsibility.

[+ MORE DETAILS ON PAGE 2.66](#)



Customer engagement

The desirability of the Company maintaining a reputation for high standards of business conduct, the accuracy and validity of reports and certificates that we provide, and maintaining the trust and confidence of our customers, their customers and others impacted by our work, are important factors which contribute to our success.

[+ MORE DETAILS ON PAGE 2.66](#)



Investor and shareholder engagement

The Board is committed to maintaining an active and open dialogue with investors and sees this as an important part of the governance process.

[+ MORE DETAILS ON PAGE 2.67](#)



Internal controls and risk management

Intertek operates an end-to-end integrated approach to risk, control and compliance which embeds risk management throughout our business. The Board maintains, monitors and reviews the effective risk management and internal control framework.

[+ MORE DETAILS ON PAGE 2.68](#)



In action



Strategy and performance

We, as a Board, clearly understand our responsibility to deliver long-term sustainable success and returns for our shareholders, underpinned by the highest standard of corporate governance, conduct and integrity. We collectively review, discuss and annually agree the Group's strategy.

The Intertek Amazing ATIC Advantage ('AAA') differentiated growth strategy was launched to accelerate our growth by seizing the high demand for our ATIC solutions.

Strategic planning discussions are supported by our Purpose to bring quality, safety and sustainability to life, and to make the world a better, safer and more sustainable place whilst looking at the long-term structural drivers and the emerging trends shaping the future of the world, to ensure that the business continues to evolve to meet the changing needs of all stakeholders.

OUR AAA STRATEGY AND GOALS ARE OUTLINED ON PAGE 1.16 IN REPORT 1

The Board monitors and reviews the performance of the business throughout the year to ensure that the strategic objectives are being met. This is an ongoing process with deep dive sessions with each business line and an annual review of regional performance by the Board. The process involves a thorough review of the progress being made on the implementation of the strategy and the five-year business plan.

The changes to the economic environment, the long-term structural drivers and emerging trends shaping the world are discussed, as well as the resulting impact on Intertek, together with the strategic initiatives for the year.

External speakers also present periodically to provide an overview on global or regional matters.

During the year the Board also received and discussed the CEO's report at each meeting which focused on:

- the Group's overall performance and operations;
- progress against our strategic priorities;
- the competitive and regulatory environment that Intertek operates in;
- engagement with, and the views of, our stakeholders including our investors and our colleagues; and
- key business operations including matters which are important to the Group's reputation, as well as colleague, customer, supplier and community considerations.

The Board also discussed, reviewed and, as appropriate, approved:

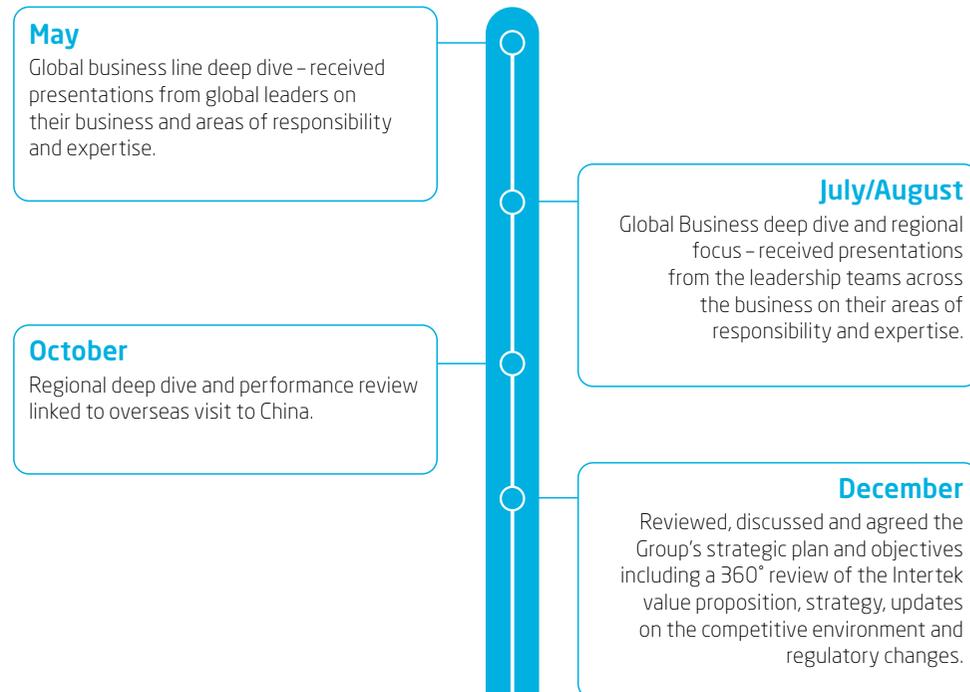
- the financial statements at the full and half year including any external guidance;
- feedback from investor meetings, including those post publication of each set of financial results;
- the current financial and trading performance for the period against budget and consensus, and the full year outlook for each division and the Group as a whole;
- the going concern and viability statements;
- reports, on a monthly basis, outlining share register movement, our share price performance relative to the market and industry, investor relations activities and engagement with shareholders;

- any significant litigation, including our response and the stakeholder and reputational impact of these; and
- the business, the market, strategic rationale, management team, culture and business plan in respect of proposed acquisitions.

The Board required no significant changes to the Group's strategy during 2025, which continues to assist in the achievement of our Purpose and is aligned with our Values.

Principal decisions

- The Board approved the acquisitions of Tecnologia e Qualidade de Sistemas em Engenharia Ltda ('TESIS'), Envirolab, Suplilab and Professional Testing Laboratory.
- The Board recommended a final dividend of 107.7p per share, making the full year dividend 165.0p per ordinary share.





In action



Workforce engagement

The Board utilises a number of different methods of engagement, both directly and indirectly, with employees to foster and promote a two-way dialogue and to provide a critical means of monitoring culture.

+ MORE DETAILS ON HOW THE BOARD MONITORS CULTURE CAN BE FOUND ON PAGES 2.64 AND 2.65

There are frequent opportunities for the employee voice to be relayed to the Board through company management, the Champions programme in partnership with Gallup, site visits, company events and reporting of workforce concerns raised via the confidential compliance hotline operated by Convercent.

During the year the Board received updates on and discussed feedback from townhalls conducted globally with André Lacroix leading 20 across the world during 2025. Senior leadership delivered a series of regional and business line-specific presentations to the Board to provide them with insights into local-level developments. To engage with and hear as many participants from overseas as possible without the need for physical travel, we have been leveraging technology for remote participation in these Board meetings.

Recognising the value of site visits to complement presentations to the Board, our Non-Executive Directors are always encouraged to continue to undertake additional visits to our laboratories both in person and via video links.

In June 2025, Jez Maiden visited Dallas to spend time with our Electrical business in Plano and on site with the Building & Construction team. During the visit, our onsite team provided Jez with an overview of the work carried out by the Electrical business, especially their support to the HVAC industry.

The Intertek PSI visit was Jez Maiden's first to a Building & Construction site since joining the Board of Intertek. The team were able to demonstrate the scale of the special projects, meeting at the I-35 project site, rather than the office. Colleagues shared more information on the history of PSI and the post-acquisition experience of integrating with the existing Intertek Building & Construction operations.

Following the visit, Jez remarked on the passion and energy of long-serving managers within Intertek as they continue to grow their own operations.

In late October, Apurvi Sheth was welcomed by our team in India to visit our Gurgaon offices and laboratories. During her visit, Apurvi toured our Softlines and adjoining Hardlines laboratory, as well as our recently expanded Food lab. She witnessed first-hand the breadth and depth of India's testing capabilities, and expressed her excitement at the high level of expertise and passion across our operations.

The visit included business overview sessions with the leadership team and a conversation about creating more Centres of Excellence in India and globally. Apurvi engaged deeply with discussions around Intertek India's strong market position in most businesses and the country's dynamic growth journey.

The visit was a moment of pride and inspiration for India colleagues, reinforcing our shared vision to lead with quality and grow with purpose.

In October 2025, for our annual overseas visit, the Board travelled to Hong Kong and mainland China. The visit included our laboratories in Hong Kong and Guangzhou enabling the Board to gain first-hand insight into the breadth of products and services tested and inspected for customers at each facility, as well as to engage directly with employees and local management.

Through a combination of facility tours and structured presentations, the Board deepened its understanding of local operating conditions, including the macroeconomic environment, social and political context, key challenges and opportunities, the competitive landscape, and the performance of relevant business lines. Direct interaction with our workforce and leadership teams formed a central part of the programme, supporting the Board's oversight of workforce matters and helping ensure that employee perspectives are considered in Board decision making.

We consider that engagement by the local management with their own workforce, as well as the engagement by the Board through these methods, provides an effective platform for clear and open communication with our global employee base.

Outcome

The Board strongly believes that its mechanisms for engaging with our employees are appropriate for our decentralised structure and are an effective means of bilateral engagement with our colleagues.





People and Culture

our talented people are central to our differentiated value proposition

The way in which our people combine passion and innovation with customer commitment to create a single unbeatable asset sets us apart and is a vital element of our entrepreneurial, customer centric culture.

In setting, reviewing and ensuring the implementation of our AAA strategy, the Board ensures that the objectives of our Purpose are met while taking into account risks and opportunities facing the Group and its long-term sustainability. These activities are underpinned by the Group's Values and culture.

We believe that our ever better, ingenious, caring, trusted and thriving culture is the foundation of our success.

At a time of rapid change, heightened stakeholder expectations and increasing regulatory pressures, the right culture is essential.

During the year, the Board has monitored culture in a number of ways.



In action

Ever Better

We lead the industry with our Science-based Customer Excellence Advantage and are committed to providing access to the intelligence and data our colleagues and customers need to create ever better solutions. If there is a better way to do it, we will find it. That's how we're taking Intertek to greater heights: through our people, processes and our data advantage that gives us the deep insight to look for new ideas that drive growth for all stakeholders.

How the Board monitors culture

The Board receives regular updates on the performance of the Group including customer feedback.

In action

Ingenious

We constantly innovate to simplify complex challenges and, through their pioneering spirit and scientific expertise, our teams develop ingenious innovations that exceed our customers' expectations, help bring products and services to market quickly and safely, and scale them up. Our precision in execution offers clients unparalleled end-to-end solutions and the Amazing ATIC Advantage.

How the Board monitors culture

The Board annually reviews and endorses the Group Innovation strategy and receives updates on the pipeline of projects throughout the year.



In action

Caring

Caring is at the heart of our Purpose and ensuring the safety and wellbeing of our people is a top priority. We engage with them every day, cultivating an inclusive workplace where they can thrive and perform at their best. Our diverse team of experts form a vibrant mosaic, bringing the power of different thinking and ideas to life. We are committed to achieving net zero and excelling in sustainability, using our thought leadership in this crucial area to guide our customers on their own journeys.

How the Board monitors culture

The Board receives updates on health, safety and employee wellbeing programmes.

We measure incident reporting, accidents and the overall Total Recordable Incident Rate to ensure that the right practices are being followed.

The Board receives regular updates on the performance against our non-financial targets.

In action

Trusted

True to our Values, we always behave with respect, integrity and responsibility, and for us, 'Doing Business the Right Way' is the only way. We operate as one team, speaking with one voice, and acting with precision, pace and passion. Our decisions are grounded in facts, empirical data and ethical considerations, and we never let our clients or each other down. This approach means Intertek provides solutions that create trust to enhance our customers' brands, fostering loyalty among consumers and confidence among stakeholders.

How the Board monitors culture

The Board receives an update annually from the Executive Vice President, Human Resources on employee training programmes, and an update from the Group General Counsel on the completion of annual training on the Intertek Code of Ethics.

The Group General Counsel also provides updates at every Board meeting on material legal claims as well as a summary of compliance with the Code of Ethics. The Board is able to determine whether there are any trends which need further analysis or investigation.



In action

Thriving

Intertek is a high-performance organisation with ambitious goals and we are focused on being 10X better than the competition. Our people are engaged, valued and empowered to make the right decisions, and we thrive by winning big together. We attract, inspire, develop and retain the best talent, ensuring we always have the right people in the right place to deliver our Science-based Customer Excellence Advantage.

How the Board monitors culture

The Board reviews voluntary permanent employee turnover and the Intertek ATIC Engagement Index, as set out on page 1.27 in Report 1. The Board also received updates on levels of participation in the Champions survey during the year.

Non-Executive Directors are encouraged to visit regional businesses to experience our 10X culture.



Sustainability

In action

Sustainability sits at the heart of Intertek and is firmly embedded within our Purpose, Vision, Values and strategy. The Board, as part of its overall stewardship of the Company, oversees the Group's sustainability and corporate responsibility strategy, together with any material environmental and social issues.

The execution of this strategy is delegated to the Group Executive Committee and our two sustainability-focused Steering Committees.

+ [READ MORE ABOUT THE BOARD'S OVERSIGHT OF CLIMATE-RELATED MATTERS AND OUR SUSTAINABILITY GOVERNANCE FRAMEWORK IN OUR TCFD STATEMENT IN REPORT 1, PAGE 1.64](#)

Sustainability-related matters were a recurring agenda item for the Board during the year, with the first item on every agenda a 'Sustainability Moment' to demonstrate its importance to the future long-term sustainable success of Intertek. Our Sustainability Moments draw from the dedication to delivering positive environmental and societal impact by our colleagues across the Group.

In addition, the Board reviews at least annually:

- the performance against our sustainability strategy, our non-financial targets and action plans; and
- any additional information relevant to each business line as part of strategic deep dive presentations.

Outcome

Intertek has made significant progress through focused initiatives, demonstrating our steadfast commitment to sustainability and our ability to innovate and adapt in response to global challenges.

+ [READ MORE ABOUT THE PROGRESS AGAINST OUR SUSTAINABILITY EXCELLENCE STRATEGY ON PAGES 2.15-2.49](#)

Sustainability Moments

From empowering our people and providing our science-based ATIC services to businesses across every industry, to supporting our local communities and taking action to protect the environment, we are committed to making a positive and lasting impact.

+ [SEE OUR SUSTAINABILITY MOMENTS AT INTERTEK.COM/RESOURCES/CASE-STUDIES/SUSTAINABILITY](#)



Customer engagement

In action

Understanding the impact of our business on our key stakeholders, their long-term interests and the environment in which we operate is central to the Board's decision making. This is reflected in Intertek's Code of Ethics, recognising the fact that engagement and collaboration with our stakeholders is essential if we are to fulfil our Purpose, deliver our strategy and create long-term, sustainable value in a manner that reflects our high standards of business conduct. Understanding what matters most to all our stakeholders allows us to make balanced judgements.

Intertek has a strong focus on customers at all levels of the organisation. While the Board undertakes a level of direct engagement with customers as part of its annual overseas meeting, engagement responsibilities are embedded throughout the organisation.

Our customer relationship management is integrated into our approach through a key account management structure and dedicated sales teams who work constantly to anticipate where our customers are taking their businesses.

The output from this engagement is relayed to the Board, through the CEO, members of the Group Executive Committee and members of senior management.

Information enabling the Board to assess and understand the views and priorities of our customers comes from a number of different sources, including:

- presentations on the pipeline of projects as part of the Group Innovation strategy;
- presentations from the business line leaders with views from customers that are of specific relevance to their business or area of responsibility; and
- detailed review of the results of the latest customer satisfaction surveys.

Outcome

Understanding the views, priorities and biggest challenges of our customers has enabled us to continue our investments in developing industry-leading ATIC innovations and solutions such as SupplyTek and AI².

+ [READ MORE ABOUT OUR WINNING INNOVATIONS IN THE OPERATING REVIEW ON PAGES 1.34-1.53 IN REPORT 1](#)

In action



Investor and shareholder engagement

The Board maintains an active and open dialogue with investors and sees this as an important part of the governance process. Reporting to the Board takes place at every meeting with feedback from meetings held between executive management, or the Investor Relations department and institutional shareholders.

Investor relations programme

Aimed at helping existing and potential investors understand the Group's business model, strategy, financial performance and outlook. The programme is wide-ranging and includes events and roadshows throughout the year to update investors and sell-side analysts on the developments of the Group.



Roadshows

Following the full year and half year results announcements, the Executive Directors and Investor Relations team held meetings with the principal shareholders.



Conferences

Executive Directors and the Investor Relations team attend industry conferences throughout the year, providing the opportunity to meet a large number of investors.

Resources

A wealth of information is available to investors in our Annual Report & Accounts, half year announcements, and trading updates and Regulatory News Service announcements. These materials are available on our website and are supplemented by videos, webcasts and presentations including material from the Capital Markets Event held in 2023.

Feedback forum

The Executive Directors and Investor Relations team receive regular feedback from sell-side analysts and investors during the year both directly and through the Group's corporate advisers. The Group Company Secretary also receives feedback on governance matters directly from investors and shareholder bodies and feeds these back to the Board on a regular basis.

Board shareholder engagement

During 2025, the Chair held two meetings with shareholders in addition to the extensive engagement on the Remuneration Policy led by Graham Allan, Chair of the Remuneration Committee. More details of the process and the outcomes on this consultation can be found in the Remuneration Committee Report on pages 2.81-2.85.

The feedback received, and presented to the Board was positive, and shareholders continue to be very supportive of Intertek's strategy, the management and the Board.



Annual General Meeting ('AGM')

The Board welcomes the opportunity to meet with both private and institutional investors at the AGM, providing an opportunity for all shareholders to engage and ask questions of the full Board. All Board members attended the 2025 AGM.

February - March

- US Roadshow (New York, Florida, Atlanta)
- Full year results 2024
- Annual Results Roadshow
- Berenberg UK Corporate Conference 2025
- Jefferies EU Mid-Cap Conference, London
- Paris Roadshow
- Milan Roadshow
- Barclays BLT and BoFA BLT Conferences

June

- North American Roadshow (San Francisco, Los Angeles, Vancouver)
- European Roadshow (Frankfurt, Brussels, Amsterdam)
- Goldman Sachs BLT Conference

September

- BNP Paribas Exane BLT Conference, London
- UBS Business, Leisure and Transport Conference, London
- Bernstein Industrials Conference
- Redburn UK Conference

November

- US Roadshow (Chicago, Denver, Los Angeles)
- Meetings in London
- Citi Conference
- Trading Statement

January

- Oddo-BHF Forum 2025, Lyon
- Zurich and Geneva Roadshow
- Dublin Roadshow
- US Roadshow (Chicago, Denver)

April - May

- North American Roadshow (Toronto, Montreal, New York)
- Trading Statement
- AGM
- Meetings in London

July - August

- Half Year Results 2025
- Half Year Results Roadshow
- US Roadshow (New York, Boston)

October

- European Roadshow (Geneva, Zurich, Copenhagen, Helsinki, Paris)
- IR meetings in London
- Edinburgh Roadshow
- North American Roadshow (New York, Montreal, Toronto)

December

- Berenberg European Conference, London
- Morgan Stanley BLT Conference, London
- Stockholm Roadshow



In action



Internal controls and risk management

Intertek has implemented an end-to-end integrated approach to risk, control and compliance which embeds risk management throughout our business; allowing us to dynamically adapt our controls, policies and assurance activities as our risk environment changes; and creates responsibility and oversight of our risk identification and risk mitigation actions to ensure they are effective, relevant and robust.

The framework

Risk management is embedded throughout our organisation using a framework of divisional, regional and functional risk committees. These committees meet, at least, quarterly to identify, monitor and assess the risks within their area of responsibility using tools including risk mitigation action plans. It is the responsibility of each committee to assess whether its risk environment is changing, whether it has the right mitigation action plans and whether new or different plans are required in response to new or changing risks.

The risk committees report to our Group Risk Committee which in turn provides a report on risk and mitigation actions at each meeting of the Board.

+ FOR MORE DETAILS ON THE EVOLUTION OF OUR RISK MANAGEMENT APPROACH AND OUR PRINCIPAL RISKS AND UNCERTAINTIES SEE PAGES 1.54-1.61 IN REPORT 1

Identifying and mitigating risks

At Intertek, we view our risk environment as consisting of emerging risks (risks that are potential or future-looking) and systemic risks (risks which are concrete and actually present or inherent in our operations). Emerging risks are assessed by perceived likelihood and impact and addressed using mitigation action plans on a 'three lines of defence' model.

Systemic risks are addressed using our internal controls, policies and procedures, and also using the three lines of defence model, as appropriate.

Our risk identification and mitigation approach is integrated and dynamic as our risk committees continually review their emerging risks and, to the extent those risks start to become systemic (or 'real' rather than 'potential' risks), identify new controls, policies or procedures so that we can put new systemic mitigations in place.

Risk assurance

We have an integrated approach to getting assurance that our risks are being appropriately and effectively identified and mitigated. We use an assurance map, which takes each of our emerging and systemic risks and maps an assurance framework, using the three lines of defence, onto them by identifying the roles or functions which are responsible for the management, control and oversight of those risks.

Objective assurance is provided, in the third line, by our Internal Audit function (which audits our financial controls and risks), by our Compliance function (which audits our non-financial, operational controls and risks), and by our Cyber Security team (which audits our IT controls and risks).

Risk governance and oversight

The Board ultimately reviews the Group's risks, controls and compliance and mitigation actions. The Audit Committee is responsible for reviewing the adequacy and effectiveness of the financial controls.

If this governance and oversight identify new risks or the need for new controls, policies or procedures, these changes are implemented and communicated within the risk committee framework. This ensures that governance and oversight drive continuous improvements in risk identification and mitigation actions plans.

The Board undertakes a robust assessment of the principle and emerging risks annually. At each Board meeting during 2025, the Group General Counsel presented an integrated risk, control and compliance report including a review of:

- the Group's emerging risks, the status of the quarterly emerging risk mitigation action plans and the new quarterly emerging risk mitigation plans;
- the specific systemic risks including quarterly hotline and whistleblowing reports, key claims and authorised unlimited liability contracts; and
- the Group's systemic risk environment, the status of the quarterly systemic risk mitigation action plans and the new quarterly systemic risk mitigation plans.

Corporate Governance Reform: Provision 29 Preparations

An important theme for the Board this year has been the Group's preparatory analysis and measures in relation to ensuring compliance with Provision 29 of UK Corporate Governance 2024 which comes into force from 2026.

Preparation has included evaluation of the current integrated risk and controls framework. The Board reviewed updates throughout the year:

1. Management Taskforce set up comprising the CFO, Group General Counsel, Head of Internal Audit, Group Company Secretary, and the Director, Group Financial Controls, with regular progress updates provided to the Board.
2. Gap analysis: a comprehensive review of the business' existing risk and control frameworks to evaluate where current practices can be effectively leveraged and where targeted enhancements are necessary to meet the new governance requirements.
3. Group Risk Committee: extended focus on risk management and led the business-wide approach to compliance with corporate governance changes.

Outcome

An area of focus has been the strengthening of our security capabilities with investments in a dedicated Cyber Security function led by the President of Information Security Officer whose role is focused on protecting and defending our businesses against cyber attacks. The function reports into the CFO and plays a key role in the work of the Cyber Risk Committee.

“The Committee focused on the appointment and induction of our new Non-Executive Directors and succession planning.”

Andrew Martin
Chair of the Nomination Committee

Committee overview

Membership and meeting attendance

During the year, we held four formal meetings. The Group Company Secretary attends all formal meetings of the Committee and the Committee invited the CEO and the Executive Vice President, Human Resources to attend meetings when the subject matter deems their presence appropriate.

THE FULL TERMS OF REFERENCE OF THE COMMITTEE, WHICH ARE REVIEWED ANNUALLY, CAN BE FOUND ON OUR WEBSITE: [INTERTEK.COM/ABOUT/COMPLIANCE-GOVERNANCE](https://www.intertek.com/about/compliance-governance)

Committee members	Member since	Meetings attended ¹
Andrew Martin (Chair)	January 2021	4/4
Graham Allan	October 2017	4/4
Gurnek Bains	July 2017	4/4
Tamara Ingram ²	June 2022	3/4

1. Number of meetings attended out of the number of meetings eligible to attend in the year.
2. Tamara Ingram gave apologies for one meeting due to personal reasons.

Role and key responsibilities

- Review the structure, size and composition of the Board and its Committees.
 - Identify, review and nominate a diverse pipeline of candidates to fill Board vacancies³.
 - Evaluate the balance of skills, independence, knowledge, experience and diversity on the Board and its Committees.
 - Review the results of the Board performance review that relates to the composition of the Board and its Committees.
 - Review the time commitment required from Non-Executive Directors.
 - Review senior management succession plans regularly.
3. Neither the Chair nor the CEO participates in the recruitment of their own successor.

2025 highlights

- We continued to review the composition of the Board to ensure we have the right skills and expertise to help support the business to seize the opportunities in our industry as our clients increase their focus on Risk-based Quality Assurance to operate with higher standards on quality, safety and sustainability in each part of their value chain.
- We concluded our search for Non-Executive Directors, instructed during 2024, with the appointments of Steve Mogford in January 2025, and Hilde Merete Aasheim and Robin Freestone in April 2025.
- We thanked Lynda Clarizio for her valued contribution over her tenure when she stepped down from the Board in March 2025.

- We continued to review the composition of the Committees and recommended the appointment of Robin Freestone to the Remuneration Committee and Hilde Merete Aasheim and Steve Mogford's appointments to the Audit Committee.
- We ensured the delivery of an extensive induction programme for our newly appointed Board colleagues.
- This year, the review of the Committee's performance was conducted as part of the internal Board performance review. We discussed the results and concluded that the Committee operated effectively during the year.
- We commenced the Chair succession process, which is led by the Senior Independent Director.

2026 priorities

- To conclude the Chair succession process.
- Continue to review the Board's skills matrix to ensure the skills, knowledge, experience and capabilities of the Board support the delivery of the AAA strategy and any gaps in skills or competencies can be addressed in future director appointments.
- Manage the orderly succession process for current Board members.





Board induction

Documentation

New Directors receive access to copies of relevant company documents early on in the programme including the most recent Annual Report & Accounts, the Company's Articles of Association, key policies, and the last 12 months of Board minutes and papers. The Directors can decide when to access these resources as they get to know the business.

Meetings with other Directors and senior leaders

Meetings are arranged with the Chair, the CEO, the CFO, individual Non-Executive Directors, the Group Company Secretary and members of the wider Group Executive Committee. This is to provide an understanding of Intertek's Vision, Values, culture, strategy, recent developments, financials, and key challenges and opportunities.

Meetings and training with external advisers

Meetings are arranged with external advisers appropriate to the individual's role, such as remuneration consultants and auditors.

Site and market visits

As well as the annual overseas Board visit, Directors are encouraged to visit our sites at convenient times. The programme aims to provide great insight into the business, operations and people.

All newly appointed Directors are provided with a structured and tailored induction programme, taking into account their experience, capabilities and knowledge. Steve Mogford joined the Board in January with a rich history in operational leadership. He undertook a tailored induction programme designed to align his existing experiences with Intertek's strategic objectives.

Robin Freestone brings to Intertek strong financial leadership and a deep understanding of navigating large-scale strategic shifts, particularly those focused on digital transformation. His induction, following his appointment in April, was tailored to provide insights of Intertek's unique operational landscape and strategic ambitions.

Hilde Merete Aasheim brings with her a wealth of experience from the energy, metal, mining and chemical sectors. Whilst Hilde is an experienced executive in her field, her induction programme was tailored to focus on being a non-executive director of a UK-listed company.

Steve, Robin and Hilde all completed an in-depth induction to Intertek's largest markets, the US and China. They visited Cortland, Deer Park, San Antonio and York laboratories in the US during April/May 2025. Our new Non-Executive Directors received an introduction to this market through a combination of facility tours and structured presentations, allowing them to get an in-depth view on each business line's strategy operated at these facilities and progress against strategic priorities.

The visits were also a chance to meet local management teams and our talented colleagues.

Visits to mainland China took place in early April and July, and included our facilities in Shanghai and Shenzhen, focusing on our Hardlines and Softlines business. The same format of facility tours and structured presentations were used to provide an overview of our operations in this region.

Following their respective appointments to the Audit and Remuneration Committees in May 2025, each of the newly appointed Directors received additional inductions specific to their additional responsibilities.





The Committee in Action

Composition and succession planning

The Board, acting through the Nomination Committee, is committed to ensuring that it has the right balance of skills, experience, knowledge and diversity, to lead Intertek and deliver our AAA strategy to make the world a better, safer and more sustainable place.

As part of our succession planning for the next 12 months, we concluded the search for additional new Non-Executive Directors following searches initiated in 2024. In addition to the specific skills, knowledge and experience deemed necessary, the role specification contained criteria such as competency and personal qualities that would be required for the position.

The Committee paid close attention to ensure that the candidates selected exhibited the right behaviours to fit the culture, Values and ethics of the Group and that they would also be able to allocate sufficient time to the Company to discharge their responsibilities.

As previously reported, we engaged Egon Zehnder and Spencer Stuart, both external search agencies with no other connection to the Company or its individual Directors, to assist with the selection process. Egon Zehnder were engaged to focus on the UK market whilst Spencer Stuart focused on the international market to reflect the global nature of the Group.

For the searches, an initial list of potential candidates was produced and shortlisted. The Committee members and the Chair met separately with shortlisted candidates, following which they agreed to recommend to the Board the appointment of Steve Mogford, Hilde Merete Aasheim and Robin Freestone who joined the Board on 1 January 2025 and 1 April 2025 respectively.

In identifying suitable candidates to recommend for appointment to the Board, the Committee considers all candidates on merit, against objective criteria, and with due regard for the benefits of diversity on the Board to achieve the most effective Board possible.

During the year, we continued to monitor the composition of the Board and its principal Committees. Our discussions then considered different time horizons within our succession planning, including contingency planning for sudden and unforeseen departures, the orderly replacement of current Board members and senior management. A longer-term view looked at the relationship between the delivery of the Group strategy and objectives and the skills needed on the Board now and in the future.

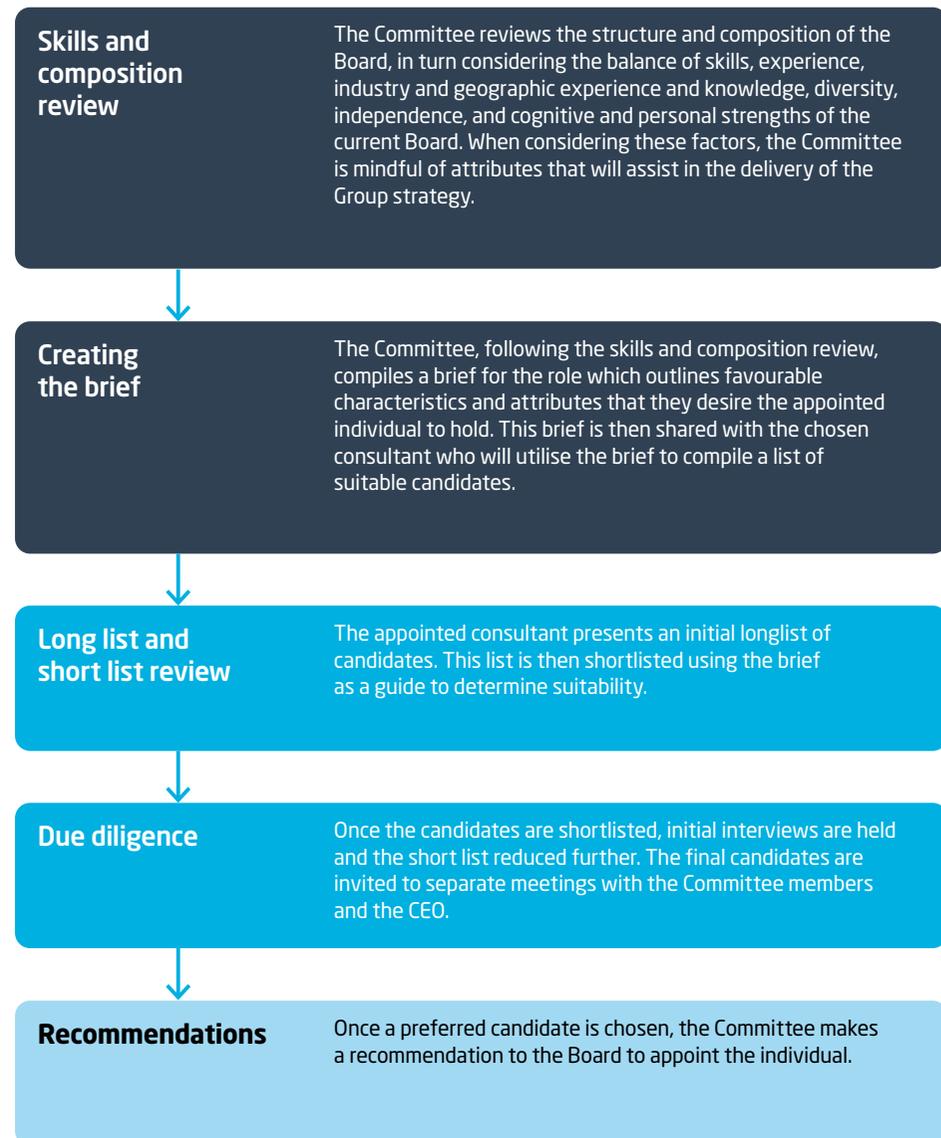
Chair succession

As set out in the 2024 Annual Report & Accounts, Andrew Martin was approaching the maximum tenure that the Code deems appropriate for a director to be considered to be independent. During 2024, the Nomination Committee commenced a succession planning process to enable a smooth transition over a reasonable timeframe, taking account of both Andrew Martin's tenure and the overall composition of the Board. Major shareholders were consulted and a resolution was proposed and passed at the 2025 AGM for the re-appointment of Andrew Martin for an additional year to aid this process.

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 at this time.

The process to identify Andrew Martin's successor is being led by the Nomination Committee. During Board and Nomination Committee meetings, where Chair succession has been discussed, the Senior Independent Director has chaired the relevant parts of these meetings.

Chair and Non-Executive Director appointment process





Time commitments

The Board recognises the importance of all Non-Executive Directors having the necessary time to commit to the business of Intertek and, upon appointment, their letters of appointment stipulate the expected time commitment whilst acknowledging that this may vary depending upon the demands of the business and other events.

All Directors make themselves freely available as required, even at short notice, in order to meet the needs of the business.

Prior to joining the Board, Steve Mogford, Hilde Merete Aasheim and Robin Freestone disclosed their current commitments and the Board was satisfied that they could provide sufficient time to discharge their duties as Non-Executive Directors of Intertek.

Directors seek approval from the Board before accepting any additional external appointments. When assessing additional directorships, the Board considers the number and nature of external directorships already held by the individual and the expected time commitment for those roles. When considering new external appointments or changes to existing roles, in particular Jez Maiden's role as Interim Chair of Travis Perkins plc (which has now ended) and Graham Allan's role as Interim Chair of InterContinental Hotels Group PLC (which ended in February 2026), the Committee were satisfied that they would continue to have sufficient time to commit to their role with Intertek.

Independence and reappointments

The independence of all Non-Executive Directors is reviewed by the Committee annually, with reference to their independence of character and judgement in line with Provision 10 of the Code, and whether any circumstances or relationships exist which could affect their judgement. The Board is of the view that the Non-Executive Directors each remain independent.

The Committee also considers the time commitment required and whether each reappointment would be in the best interests of the Company. Consideration is given to each Director's contribution to the Board and its Committees, together with the overall balance of knowledge, skills, experience and diversity.

The Committee concluded that each Non-Executive Director continues to demonstrate commitment to their role as a member of the Board and its Committees, discharges their duties effectively and makes a valuable contribution to the leadership of the Intertek for the benefit of all stakeholders.

On appointment, the Board assessed and agreed that Andrew Martin was independent in accordance with the provisions of the Code and continued to monitor this throughout the year during the limited extension of his tenure to the 2026 AGM.

In recommending Directors for re-election at the AGM, the Committee remains satisfied that, in line with the Code, all Directors are able to allocate sufficient time to the Company to enable them to discharge their responsibilities as Directors effectively and that any current external appointments do not detract from the extent or quality of time which any Director is able to devote to the Company.

 **BIOGRAPHIES FOR ALL DIRECTORS ARE AVAILABLE ON OUR WEBSITE**

The Committee recommended to the Board that all serving Directors be put forward for reappointment at the 2026 AGM with the exception of Andrew Martin and Gurnek Bains, who will step down at its conclusion.

The Committee in Action

When considering the reappointment of Jean-Michel Valette, the Committee made a recommendation to the Board that, notwithstanding his tenure of nearly nine years, he remains independent bearing in mind the other circumstances listed in Provision 10 of the Code. Jean-Michel's deep knowledge of the US markets, including from a customer perspective, is a considerable asset to the Board. In addition, his leadership as Audit Committee Chair will be vital in a year of transition for the Company's external auditor.

His reappointment will be for a limited time only, until the conclusion of the 2027 AGM, in order to facilitate a smooth transition to the new external auditor. The Committee and Board will consider regularly whether Jean-Michel remains independent.



The Committee in Action

Diversity, equity and inclusion

We believe that diversity at Board level sets the tone for diversity throughout the business. We promote diversity in the broadest sense, not just gender or ethnicity but also culture, skills, background, regional and industry experience, and other qualities to truly reflect the diverse nature of our business.

+ MORE DETAIL ON HOW WE HAVE PROGRESSED OUR DIVERSITY, EQUITY AND INCLUSION AGENDA CAN BE FOUND IN THE PEOPLE AND CULTURE SECTION ON PAGES 2.16-2.23

The Nomination Committee continuously reviews the diversity of the Board and Group Executive Committee both in terms of the requirements under the UK Listing Rules and Intertek’s Inclusion & Diversity Policy. Management carried out a review of the policy during the year, which was endorsed by the Board.

The Committee is pleased that as at 31 December 2025, the Board met and exceeded the targets in respect of ethnicity, with three members of the Board having an ethnic minority background.

Following the departure of Lynda Clarizio during the year, the Board did not meet the target as set out in the Listing rules in respect of gender. At the year end, the Board comprised 31% female Directors. The Committee is also aware that the UK Listing Rules require female representation in at least one of the four senior positions, which are currently held by male Directors.

As part of the Board succession planning and natural evolution of the Board as current members retire over the next 12 to 18 months, the Committee continues to monitor the overall inclusion and diversity of Intertek’s leadership at Board and senior management level, to ensure the broadest range of leaders are considered for new appointments.

Board and Group Executive Committee diversity¹

	Number of Board members		Percentage of the Board		Number of senior positions on the Board, CEO, CFO, SID and Chair		Number in Group Executive Committee		Percentage of Group Executive Committee ('GEC')		Number of direct reports to the GEC		Percentage of direct reports to the GEC	
	As at 31 December		2025	2024	2025	2024	As at 31 October		2025	2024	As at 31 December ²		2025	2024
Gender	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024
Male	9	7	69%	64%	4	4	13	13	76%	72%	175	169	72%	74%
Female	4	4	31%	36%	-	-	4	5	24%	28%	68	60	28%	26%
Ethnicity²														
White British or other White	10	8	77%	73%	4	4	10	12	59%	67%	96	80	39%	35%
Mixed/Multiple Ethnic Groups	-	-	-	-	-	-	-	-	-	-	7	5	3%	2%
Asian/Asian British	3	3	23%	27%	-	-	5	5	29%	28%	24	25	10%	11%
Black/African/Caribbean/Black British	-	-	-	-	-	-	-	-	-	-	2	2	1%	1%
Other ethnic group, including Arab	-	-	-	-	-	-	2	1	12%	5%	8	5	3%	2%
Prefer not to say	-	-	-	-	-	-	-	-	-	-	2	1	1%	1%
Do not know	-	-	-	-	-	-	-	-	-	-	104	111	43%	48%

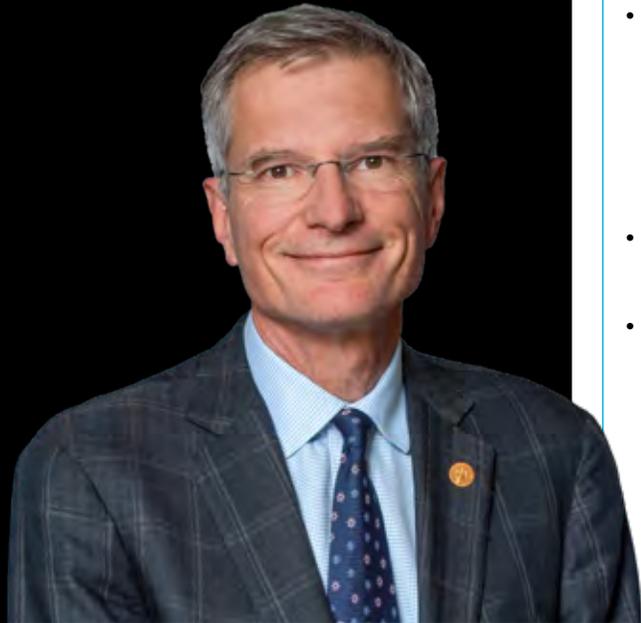
1. Data is collected as at 31 December and 31 October each year as indicated to aid reporting in line with the FTSE Women Leaders and Parker Review.

2. The definition of ethnicity follows the guidance provided by the Parker Review for UK companies. However, our diversity extends globally, reflecting a much broader range of ethnic backgrounds through our international presence. Data relating to the ethnicity of the direct reports to the Group Executive Committee was collected through a self-ID questionnaire. Where the questionnaire was not completed the data was marked as 'Do not know'.



“The Committee focused on the integrity of reporting, robustness of internal controls and the external auditor tender.”

Jean-Michel Valette
Chair of the Audit Committee



Committee overview

Membership and attendance

During 2025, the composition of the Committee met the requirements of the Code. The Board is satisfied that the Committee members bring a wide range of financial experience across various industries and all members have competence relevant to the sectors in which Intertek operates, with recent and relevant financial experience.

We met four times during the year and convened on a further two occasions to oversee the audit tender process. The Group Company Secretary, the audit partner and members of his team attended all meetings held during the year. At the invitation of the Committee, the Chair, CEO, CFO, Group Audit Director and the Director, Group Financial Controls also attended meetings, as well as other members of senior management as necessary.

Committee members	Member since	Meetings attended ¹
Jean-Michel Valette (Chair)	July 2017	4/4
Lynda Clarizio	July 2021 until March 2025	1/1
Jez Maiden	May 2022	4/4
Hilde Merete Aasheim	May 2025	2/2
Apurvi Sheth	May 2024	4/4
Steve Mogford	May 2025	2/2

1. Number of meetings attended out of the number of scheduled meetings eligible to attend in the year.

Role and key responsibilities

- Review the integrity of the Group’s financial reporting prior to Board approval.
- Oversee the effectiveness of internal controls and risk management systems, and monitor management to address control weaknesses.
- Managing relationship with auditor, including recommending their appointment, remuneration and assessing independence and effectiveness.
- Review the scope and findings of the external audit, and consider management’s response to audit recommendations.
- Monitor the policy on non-audit services, ensuring objectivity and independence are maintained.
- Evaluate arrangements for fair and independent investigation of financial reporting concerns and whistleblowing reports.

2025 highlights

- PricewaterhouseCoopers LLP (‘PwC’) has been operating as the Group’s external auditors since 2016. The Committee undertook a thorough audit tender during 2025 and made the recommendation to the Board, subject to shareholder approval, to appoint Deloitte LLP (‘Deloitte’) as auditor for the year ending 31 December 2026.
- We assessed and have complied with the Audit Committees and the External Audit: Minimum Standard (‘ACEA: Minimum Standard’).
- We reviewed the process to ensure the 2025 Annual Report & Accounts are fair, balanced and understandable, and provide the necessary information for our shareholders and stakeholders to assess the Group’s position, performance, business model and strategy.

- We consider that the Company has complied with the Statutory Audit Services for Large Companies Market Investigation (Mandatory Use of Competitive Tender Processes and Audit Committee Responsibilities) Order 2014 published by the CMA on 26 September 2014 (‘CMA Order 2014’), including with respect to the Audit Committee’s responsibilities for agreeing the audit scope and fees and authorising non-audit services.
- We welcomed Hilde Merete Aasheim and Steve Mogford to the Committee from 23 May 2025, and thanked Lynda Clarizio who stepped down from the Committee in March 2025.
- We completed a comprehensive performance review of the Committee’s roles and responsibilities through a detailed questionnaire and confirmed the Committee operated effectively, supported by quality materials and diverse expertise.

2026 priorities

- Maintaining compliance with the ACEA: Minimum Standard.
- Ensuring that the outgoing auditor undertakes a robust, effective and fair audit in its final year end.
- Monitoring and supporting the transition to the new auditor to enable a smooth handover and immediate audit momentum.
- The continual strengthening of internal controls over financial reporting.
- Supporting the Board in the Group’s monitoring of material controls ensuring compliance with Provision 29 of the Code.

THE FULL TERMS OF REFERENCE OF THE COMMITTEE, WHICH ARE REVIEWED ANNUALLY, CAN BE FOUND ON OUR WEBSITE: [INTERTEK.COM/ABOUT/COMPLIANCE-GOVERNANCE](https://www.intertek.com/about/compliance-governance)



The Committee in Action

Financial reporting

A principal responsibility of the Committee is to monitor the integrity of the financial statements of the Group, having regard to the matters communicated to us by the external auditor, and to measure the performance of the Group against the financial goals of our strategy. This is key for our shareholders and other stakeholders in order for them to understand the financial position of the business.

In order to fulfil this responsibility, we reviewed the full year and half year results, as well as any formal announcements relating to the Group's financial performance, prior to release, and recommended their approval to the Board.

Going concern and viability statement

We received a detailed report from management with the approach taken to the going concern statement and viability statement which included the projected funding requirements, the facilities available to the Group, the sensitivity models used including an illustrative severe yet plausible downside scenario of a reduction of 30% to the base profit forecasts and potential mitigations and the corresponding impact to cash flow forecasts in both 2026 and 2027, and the review of principal risks and uncertainties.

The Committee reviewed the paper and challenged the assumptions with management and after making diligent enquiries, the Directors have a reasonable expectation, based upon current financial projections and bank facilities available, that the Group has adequate resources to continue in operation and to meet its liabilities as they fall due over the period.

This conclusion is based on a review and an assessment of the levels of facilities expected to be available to the Group, based on levels of cash held, Group Treasury funding projections and the Group's financial projections for a period to 31 December 2027.

The undrawn headroom on the Group's committed borrowing facilities at 31 December 2025 was £345.5m (2024: £655.7m). The maturity of our borrowing facilities is disclosed in note 14 of the financial statements in Report 3, with repayment of two senior notes totalling US\$75m and one senior note of EUR€120m required by 31 December 2026.

Following the recommendation of the Committee, the Board continues to consider it appropriate to adopt the going concern basis in preparing the Group's financial statements (as disclosed in note 1 of the financial statements on page 3.08 in Report 3) and has approved the long-term viability statement as set out on page 1.56 in Report 1.

Fair, balanced and understandable

In February 2026, the Committee reviewed the 2025 Annual Report & Accounts and concluded that, taken as a whole, it was fair, balanced and understandable and provided the information necessary for shareholders to assess the Group's position, performance, business model and strategy, and the potential impact on forward-looking assumptions supporting going concern and viability assessments. In its assessment, it considered that the following had been carried out and this formed the basis of its recommendation to the Board:

- Pre-year-end discussions held with the external auditor in advance of the year-end reporting process.
- Pre-year-end input provided by the senior management team and from corporate functions.
- A verification process dealing with the factual content of the reports to ensure accuracy and consistency.
- Comprehensive review by the senior management team to ensure overall consistency and balance.
- Review conducted by external advisers and the external auditor on best practice regarding the content and structure of the Annual Report & Accounts.

The Committee in Action

External audit

Appointment of auditor

The appointment, review and relationship with the external audit firm and the annual review of the effectiveness of the external audit is a responsibility that is delegated to the Committee.

The Committee monitors and reviews the independence and objectivity of the external auditor and reviews the effectiveness of the external audit process. The Committee also considers and makes recommendations to the Board, to be put to shareholders for approval at the AGM, in relation to the appointment, reappointment and removal of the Group's external auditor. It ensures that at least once every ten years the audit services contract is put out to tender to enable us to compare the quality and effectiveness of the services provided by the incumbent auditor with those of other audit firms.

PwC have been the Group's auditors since May 2016. Graham Parsons continued to serve as the PwC audit partner responsible for the Group audit, a role he assumed in May 2021. The Group undertook a transparent and independent audit tender process during 2025 and has recommended to the Board that the appointment of Deloitte as auditor for the year ending 31 December 2026 be put to shareholders for approval at the upcoming AGM. More information on the external audit tender can be found on page 2.77.

The independence of the external auditor is critical for the integrity of the audit. The Committee sought confirmation from the auditor that they are fully independent from the Group's management, are free from conflicts of interest and have assessed the nature and level of non-audit fees paid to PwC.

During the period, PwC identified prohibited non-audit services (under paragraph 5.40 of the FRC Ethical Standard) that were provided via two PwC network firms to three immaterial subsidiaries outside of the scope of the audit of the Group's

consolidated financial statements. Due the nature and scope of the services, PwC confirmed that this had not affected their professional judgement regarding their Group audit for the year ended 31 December 2025. Upon review, the Audit Committee concurred with this assessment and concluded that PwC remained independent of the Group.

During the year, the Forvis Mazars LLP integrated partnership ('Forvis Mazars') were reappointed to audit approximately 6.8% of the Group's in-scope components, measured as a proportion of revenue.

2025 audit plan

During the year the Committee evaluated PwC's Group audit scope for 2025. The year-end audit plan was based on agreed objectives, with the audit focused on areas identified as representing significant risk and requiring judgement. In order to manage costs and ensure that the Group maintained audit relationships outside the 'Big 4', Forvis Mazars continued to undertake some of the Group audit work under the direction of PwC. Forvis Mazars was principally responsible for the statutory audit of certain non-material Group subsidiaries, but also undertook specific audit procedures for certain component entities that were within PwC's Group audit scope for 2025. Forvis Mazars reported independently to PwC on this work and the work was directed, supervised and reviewed by PwC.

UK Group audit exemption

For the year ended 31 December 2025, a number of the Group's UK subsidiaries are entitled to exemptions from audit under section 479A of the Companies Act 2006. We have identified which subsidiaries intend to utilise the audit exemption in the table on pages 3.55-3.56 in Report 3.

Intertek Group plc is the ultimate parent undertaking of these companies and has unanimously agreed to the granting of a guarantee in accordance with section 479C of the Companies Act 2006.



The Committee in Action

External audit Continued

External auditor effectiveness and quality

The Committee conducts an annual review to assess the independence and objectivity of the external auditor and the effectiveness of the audit as part of the year-end process. This process is conducted in three parts as outlined below:

1. PwC presents to the Committee its approach to safeguarding and maintaining the quality and independence of their audit of the Group and their auditors, including addressing any risks they face in maintaining audit quality across their network. This is an extensive report covering all aspects of the audit from the scope of work, reporting the outcomes of findings, the key audit matters, fraud and investigations, intercompany transactions, treasury, key risks, going concern and the IT environment. Each aspect is reviewed and debated with the auditors. The Committee was satisfied that the audit was extensive, sufficiently challenging and robust.
2. The views of management and the Directors on PwC's service, level of challenge and application of professional judgement are obtained via a questionnaire, and subsequent follow-up as necessary. The feedback is then presented to the Committee.
3. The key findings and recommendations from both processes, together with any form of appropriate external evaluation such as feedback from shareholders and the FRC Audit Quality Inspection Report then form the basis of the assessment of PwC's effectiveness, together with the Committee's experience of dealing with PwC during the year.

The responses to the annual appraisal questionnaire were collated and incorporated into the planning process for the following areas: Planning, Fieldwork and Reporting.

Following this review, the Committee considered in detail the feedback received from a selection of Intertek personnel, including Committee members, Group functions, regional finance teams and country finance managers. The feedback scores from the survey indicated a small decrease in the Planning category, no change in the Reporting category and a small decrease in the Fieldwork category compared to the previous year. The overall perception of PwC's effectiveness remains positive, with 95% of respondents either agreeing or mostly agreeing with the statements outlined in the questionnaire, broadly consistent with the prior year (2024: 96%).

Overall, a robust collaborative approach persists, ensuring continuous communication and engagement throughout the year, with continued opportunities to further integrate IT and other workstreams. The audit findings and the areas to improve were discussed at the May 2025 Committee meeting and PwC effectively addressed questions and challenges provided by Committee members.

The Committee concluded, at the meeting held in May 2025, that PwC remained independent and that, overall, PwC had completed a robust and fit-for-purpose audit process across the Group with a satisfactory level of resources.

The effectiveness of the 2025 audit of the Group will be reviewed by the Committee in May 2026.

Audit and non-audit fees

The Terms of Reference of the Committee include ensuring the continued independence and objectivity of the Group's external auditors. This is achieved through:

- the annual approval of the policy for the engagement of external auditors for audit and non-audit services;
- setting limits for non-audit spend for the external auditors;

- an annual review of the Group auditor's performance in conducting the external audit (presented at the May 2025 Audit Committee meeting);
- a five-year maximum tenure period for the external audit partner; and
- where appropriate, audit tendering and rotation.

The Group has set out a policy on the provision of non-audit work by the external auditor consistent with the 2024 Ethical Standard issued by the FRC, and it is designed to ensure that the provision of such services do not create a threat or compromise the external auditor's independence and objectivity. The policy outlines in detail the services that the external auditor cannot provide including tax services and services that involve playing any part in the management or decision making of the audited entity amongst others. It identifies certain types of engagement that the external auditor shall, subject to the audit fee cap, be permitted to undertake, including with respect to audit-related services such as reporting required by law or regulation to be provided by an auditor, reviewing interim financial information, reporting on regulatory returns, reporting to a regulator on client assets and reporting on government grants. With respect to non-audit services, the policy outlines the services that can be provided by the external auditor as required by law or regulation and are exempt from the non-audit fee cap.

In the event that an engagement for non-audit services arises, the policy is designed to ensure that the external auditor is only appointed where it is considered to be the most suitable supplier of the service and the necessary prior approvals have been given in accordance with the policy.

The Committee annually reviews and re-approves the framework of permitted non-audit services as set out in the policy, taking into account any changes in legislation and best practice. The Committee reviewed the policy in 2025 and no major changes were made. PwC also provided an update on the spend for non-audit services twice in the year and Deloitte will continue to do this going forward if appointed. For 2025, the Committee pre-approved a total non-audit spend of £234,000 (2024: £234,000).

As per the policy, all non-audit services must be approved by the CFO, and in the event that the pre-approved limit is exceeded, the Committee Chair and the CFO have to approve an increase to the pre-approved limit. In 2025 this process operated effectively.

A summary of the fees paid for non-audit services is set out below. The majority of the non-audit fees related to a review by PwC of the Interim Results announcement, which is deemed a non-audit service. This was considered appropriate as PwC also audits the full year results.

	2025 £m	2024 £m
Total non-audit fees	0.2	0.2
- audit-related services	0.2	0.2
- tax services	-	-
- other non-audit services	-	-
Audit fee	5.8	5.9
% of audit fee	3%	3%

Further information is contained in note 4 to the financial statements on page 3.12 in Report 3.



The Committee in Action

External audit tender

The Group's preceding competitive external audit tender was carried out in 2015. The ACEA: Minimum Standard, and the CMA Order 2014, require that a tender take place at least every ten years. During the year, the Committee undertook a formal audit tender process for the 31 December 2026 year-end audit. A recommendation will be put to shareholders for approval at the 2026 AGM to appoint Deloitte for the financial year ending 31 December 2026.

Shareholder engagement

We value ongoing and transparent communication with our shareholders, which plays a vital role in informing the Board's decision making. Ahead of the tender process, we invited all shareholders to engage with us through the 2024 Annual Report & Accounts and the Notice of AGM, however, no feedback was received.

Preparation

In preparation for the tender, the Committee undertook several key actions. It reviewed best practice guidelines on external audit tenders and held high-level discussions about the attributes and skills required from the external auditor and the lead audit partner. The Committee determined which firms should receive formal notice of the audit tender, taking into account independence and quality considerations. It also considered whether the tender should be conducted under a shared audit structure and, if so, whether to continue with Forvis Mazars or include this element in the tender process.

Thorough independence checks were carried out across the Group to identify any existing relationships. The Committee confirmed the timeline and appointed a management working group ('core team') to oversee the process comprising the CFO, Group Company Secretary, and the Director, Group Financial Controls. Throughout the process, the Committee had due regard to the FRC guidance on audit tenders, independence criteria and the ACEA: Minimum Standard required of Audit Committees.

Selection process

In determining a long list for the audit tender, the core team conducted an analysis across Tier 1 and Tier 2 firms, considering: FRC audit quality ratings; independence and ability to exit non-audit services within the cooling-in period; and the geographical reach and industry experience of the firms. Based on the results, Tier 2 firms were not invited to tender due to an absence of adequate geographical reach and skills across the geographies to manage an audit of Intertek's complexity and industry range. Four Tier 1 firms qualified from the long list and the Audit Committee invited each of them to submit a Request for Proposal ('RFP').

Management meetings were then held in a fair and informed process, with each firm offered equal opportunity to attend each of the meetings to gather information in addition to access to a data room.

Written responses to the RFP were assessed by the core team against the criteria set out below and firms were evaluated on the adherence to RFP rules, the quality of the submission and clarity of the commercial proposal.

Cultural Fit – Assessment of the lead partner, leadership team and firm's experience, stakeholder engagement, and commitment to delivering value beyond the audit, including improvements to Intertek's global control environment.

Audit Approach – Evaluation of whether the proposed approach reflected Intertek's business, structure, risks and key accounting judgements, and ensured consistency in local statutory audits. Consideration of the firm's knowledge of Intertek's business, industry, regulatory requirements and associated risks.

Audit Quality – Review of the proposed team's and wider firm's experience, specialist and regional support, continuity plans, quality controls, track record, and collaborative approach to resolving issues.

Communication – Assessment of clarity, relevance and effectiveness of communication with Intertek and the Audit Committee.

Transition – Examination of the transition plan, including milestones, resources, Intertek support and the approach to building global team knowledge.

Fee Structure – Review of the proposed cost breakdown, ensuring alignment with Intertek's requirements and consideration of technology and productivity initiatives.

Regulatory Change – Assessment of the firm's understanding of upcoming changes, such as the new UK Corporate Governance Code 2024 and non-financial reporting requirements, and their impact on audit approach and collaboration.

Following the evaluation of the written responses, a short list comprising Deloitte and PwC was proposed. The Committee agreed with the proposal and asked for them to be formally invited to present their proposals in person to the Committee and core team with a particular focus on:

1. Evaluation of audit approach, including transition year and then year 2 onwards
2. Evaluation of senior team
3. Evaluation of people assurance
4. Evaluation of technology
5. Evaluation of value proposition

Approach to fees

The Committee's focus was on securing a firm that would provide a robust and independent audit, and did not consider fees other than in ensuring that they were competitive prior to making its final recommendations to the Board.

Outcome of statutory audit tender process

Following a competitive tender process, the Sub-Committee reviewed written submissions and presentations from the two shortlisted firms in July 2025, with participation from senior finance and governance managers. Both firms demonstrated the capability to deliver a high-quality audit. After a rigorous evaluation against agreed criteria, the Sub-Committee concluded that Deloitte offered a stronger

proposition, providing an opportunity to enhance our control environment through a differentiated approach. The Committee recommended Deloitte's appointment for a term of up to ten years, confirming that the recommendation was free from influence by third parties, and no contractual terms of the kind mentioned in Article 16(6) of the Audit Regulation had been imposed on the Company. The Board provided approval in September, subject to shareholder approval at the 2026 AGM. Deloitte has confirmed its willingness to act as auditor. Resolutions for the appointment and remuneration determination by the Audit Committee will be proposed at the AGM. The Committee thanks all participating firms for their professionalism and quality submissions.

Audit tender timeline

- Dec-24** Proposed tender process presented to the Audit Committee and core team established
- Feb-25** Long list of audit firms and selection criteria agreed by the Audit Committee
- Mar-25** Shareholders invited to engage on the tender process
- Apr-25** RFP issued to long list
Data room made available to long list
- May-25** Audit firms met with key Intertek management
- Jul-25** RFP document submission deadline
Short list established by core team and communicated to bidders
Shortlisted firms presented to core team and Audit Committee
- Aug-25** Recommendation to the Board and decision communicated to bidders by the Audit Committee
- Sep-25** Transition of non-permitted services
- May-26** New auditor proposed at the 2026 AGM
- Jul-26** New auditor commences work on H1 2026 results



The Committee in Action

Internal audit

The Group has an Internal Audit function, whose activities are overseen by the Committee, which provides assurance over compliance with the Group's framework of financial Core Mandatory Controls ('CMCs').

The Committee monitors and reviews the effectiveness and resources of the Internal Audit function throughout the year. To this end, the Committee approves the Internal Audit programme and charter for the year.

The Committee reviews the internal audit reports and monitors management's responsiveness to the findings and recommendations of the Group Audit Director, as well as approving the appointment and removal of the Group Audit Director as appropriate. When reviewing the summary findings, management responses, progress against audit recommended improvement plans and average compliance scores, the Committee was satisfied that the Internal Audit function continued to work effectively and focus its activities in the areas with the greatest need.

Internal audit effectiveness

The Committee assesses and reviews the independence and effectiveness of the Internal Audit function using a variety of inputs.

An independent review of effectiveness was undertaken by Grant Thornton in 2023, with the next independent review planned in 2026. The review concluded that the Internal Audit function is valued and their role in defining expectations and improving compliance with the financial CMCs is widely acknowledged. They further concluded that the function exhibits good practices, in particular in the continuous improvement agenda of the team.

During the year, the Internal Audit function was assessed using feedback received through a questionnaire to senior stakeholders across the Group, including the Committee, Group Executives and functions.

Responses were consistently favourable, and the external auditor also provided informal and supportive feedback.

The Committee satisfied itself that the quality, experience and expertise of the function is appropriate for the business.

Internal control and risk management systems

The Board ultimately reviews the Group's risks, controls and compliance, and mitigation actions. The Committee is responsible for reviewing the adequacy and effectiveness of that risk framework. We have an integrated approach to obtaining assurance that our risks are being appropriately and effectively identified and addressed.

SEE PAGE 2.68 FOR FURTHER INFORMATION ON HOW INTERTEK HAS IMPLEMENTED AN END-TO-END INTEGRATED APPROACH TO RISK, CONTROL AND COMPLIANCE

'Doing Business the Right Way' is at the heart of what we do and continues to be a key enabler of our AAA strategy. The Intertek CMCs are an integral part of 'Doing Business the Right Way', and provide the mechanism by which we define, monitor and achieve consistently high standards in our control environment throughout the whole organisation. At the end of the year, the Committee undertook a review of the effectiveness of the CMCs and Assurance Map to ensure that they continued to be fit for purpose. Where non-compliances with the current CMCs were identified in the 2025 internal audit review process, remediation plans have been put in place. For 2026, the effectiveness of the process was reviewed and there were additional controls introduced based on risks and issues highlighted by the Group's internal audit and compliance assurance programmes, and based on other risk indicator data and outputs including the reporting, review and corrective actions of the whistleblowing hotline reports.

In order to provide assurance that the Intertek controls and policy framework is being adhered to, a self-assessment exercise is undertaken across the Group's global operations. This exercise is reviewed

and refreshed each year to align with the updated control framework and to support the continued development of the Group's control environment.

Relevant operational and functional leaders for each site are required to complete a year-end compliance certification, in the form of an online questionnaire, to confirm that the right management processes and controls are in place and are operationally effective. The compliance certification covers all CMC areas: Compliance, Sales, Operations, Marketing, Communications, our use of intermediaries, IT, Finance, Sustainability and People management. Where corrective actions are needed, the leaders are required to provide an outline and a confirmed timeline. The results are used as an input for the internal audit and compliance assurance work for 2026.

Self-assessment responses are consolidated for review at a divisional, regional and functional level, with further review and sign-off of the consolidated self-assessments in the corresponding divisional, regional and functional risk committees, before a final consolidated CEO and CFO review. A final summary assessment is provided to the Committee. The self-assessment exercise has been expanded during the year to ensure global coverage and to reflect Intertek's operational and financial structure, and in order to enhance the alignment of the self-assessment to the assurance process.

We annually review and approve the statements to be included in the Annual Report & Accounts to ensure they remain relevant to the Group's strategy and operations as well as complying with any regulatory requirements. A detailed verification programme also provides assurance to the Committee and the Board when checking that all the statements made in the Annual Report & Accounts are accurate. Intertek's Manual of Accounting Policies and Procedures is issued to all finance staff, giving instructions and guidance on all aspects of accounting and reporting that apply to the Group.

The Committee can confirm that it reviewed the Group's internal controls and risk management systems and concluded that there was an effective control environment in place across the Group during 2025, and up to the date on which these financial statements were approved. No significant failings or weaknesses were identified.

Whistleblowing and fraud

We reviewed the adequacy and security of the Group's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters ensuring that these arrangements allow proportionate and independent investigation of such matters and appropriate follow-up action.

The whistleblowing hotline is well-publicised and can be used by all employees, contractors and others representing Intertek, or by third parties such as our customers or people who are affected by our operations. This whistleblowing hotline is run by an independent, external provider. It is multi-language and is accessible by phone and by email 24 hours a day. Further information on the whistleblowing hotline can be found on page 2.46.

In addition, we review the Group's systems and procedures for detecting fraud and the prevention of bribery and receive regular reports on non-compliance and keep under review the adequacy and effectiveness of the Group Compliance function.



Significant issues considered by the Committee

In preparation for each year end, the Committee reviews the significant accounting policies, estimates and judgements to be applied in the financial statements and discusses their application with management. An explanation of the application of the Group's significant accounting policies is set out in note 1 to the financial statements on pages 3.07–3.09 in Report 3. The external auditor also considers the appropriateness of these assessments as part of the external audit. The Committee's views, comments and their insights are used to inform the processes and approach taken by management in all areas of significant risk, thus facilitating a Group-wide consistent and prudent approach.

In accordance with the Code, the external auditor prepares a report for the Committee on both the half year and full year results, which summarises the approach to key risks in the external audit and highlights any issues arising out of their work on those risks, or any other work undertaken on the audit.

Following reviews and discussions throughout the year of all the relevant papers presented and after considered discussion with management and the external auditors, the Committee had an understanding of the business rationale for transactions and how they were being recorded and disclosed in the financial statements, and therefore agreed that the estimates and areas of judgement exercised by management were appropriate.

During the year, the Committee reviewed and considered the following estimates and areas of judgement to be exercised in the application of the accounting policies:

Claims

From time to time, the Group is involved in various claims and lawsuits incidental to the ordinary course of business. The Committee considered the claims provision which reflects the estimates of amounts payable in connection with identified claims from customers, former employees and others. The Committee noted that once claims have been notified, the finance teams liaise with the business to determine whether a provision is required, based on IAS 37 *Provisions, Contingent Liabilities and Contingent Assets*.

The level of provision is subsequently reviewed on a regular basis with the Group General Counsel, taking into account the advice of external legal counsel. The Committee, following assurance from management and a review of the position by the external auditors, considered and agreed that the claims provision, and associated disclosures, were appropriate given the size and status of claims reported.

Revenue recognition

IFRS 15 *Revenue from Contracts with Customers* requires an entity to recognise revenue in a way that shows the transfer of goods/ services promised to customers is an amount that reflects the expected consideration in return for transferring control of those goods or services to the customer.

The Committee reviewed the work completed regarding revenue and, taking into account the views of the external auditors, agreed that the treatment was appropriate.

Taxation

The determination of profits subject to tax is calculated according to complex laws and regulations, the interpretation and application of which can be uncertain. In addition, deferred tax assets and liabilities require judgement in determining the amounts to be recognised, with consideration given to the timing and level of future taxable income. The main areas of judgement in the Group tax calculation are the expected central tax provisions for the full year, including provisions related to transfer pricing risk, and the recognition of the UK deferred tax asset.

Twice a year, the Committee receives a report from management providing an evaluation of existing risks and tax provisions which is reviewed by the Committee. The Committee also considered reports presented by the external auditors before determining that the levels of tax provisioning were appropriate.

Acquisitions and fair value accounting

The Committee was advised of the approach taken to the acquisitions made in 2025 where the related fair values were recognised on a provisional basis. Such provisional amounts are subsequently finalised within the 12-month measurement period, as permitted by IFRS 3 *Business Combinations*. Details of the acquisitions in 2025 are set out in note 10 on page 3.23 in Report 3.

The Committee, following assurance from management and review of the position by the external auditors, was satisfied that the treatment was appropriate.

Impairment of goodwill and other acquired intangible assets

The Group is required to make judgements to estimate the fair value of assets and liabilities acquired; in particular, the amounts attributed to intangible assets such as titles, brands, acquired customer lists and associated customer relationships. These judgements impact the amount of goodwill recognised on acquisitions. As outlined in note 9 in Report 3, the Group has £1,422.3m of goodwill which has arisen on acquisitions. An impairment assessment is required at least annually in respect of this amount.

The Committee noted the update as at the year end and, taking into account the acquisitions made during the year, and after seeking views from the external auditors, agreed the disclosure in note 9 on pages 3.20–3.22 in Report 3.

Accounts receivable and accrued income

The Group takes a balanced approach to provisioning of accounts receivable and accrued income balances in line with IFRS 9 *Financial Instruments*.

The Committee noted the update as at the year end and, considering the views of the external auditors, agreed that the Group's provision was appropriate.

Consideration of climate change

Mandatory Task Force on Climate-related Financial Disclosures reporting has driven significant momentum regarding climate change-related disclosures. The Group has set out its consideration of climate change in respect of an impact on the financial reporting judgements and estimates arising from our assessment of climate change on the Group as a whole.

The Committee reviewed the approach taken to consider the impact of climate change and the disclosures on pages 1.62–1.70 in Report 1, and taking into account the feedback from the external auditors agreed the approach taken and the related disclosures.

Pensions

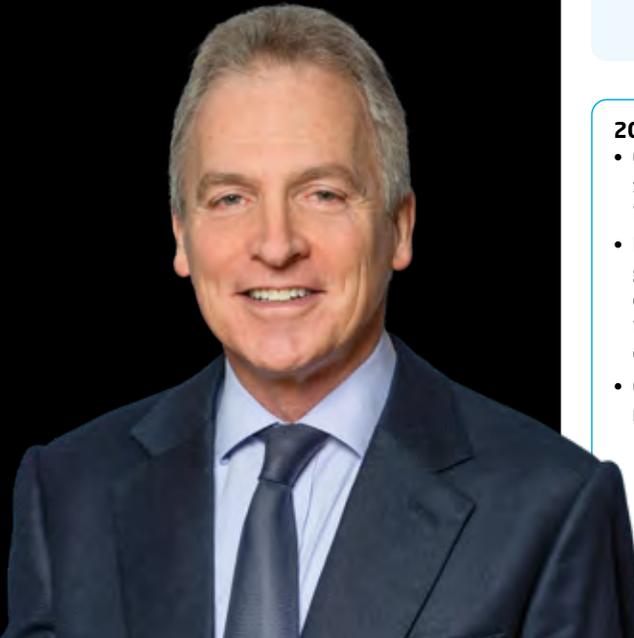
The Group operates a number of post-employment plans. In most locations, these are defined contribution arrangements. However, there is a material defined benefit scheme in the UK.

Having considered advice from external actuaries and assumptions used by companies with comparator plans, the Committee agreed that the assumptions used to calculate the income statement and balance sheet assets and liabilities for post-employment plans were appropriate (see note 16 on pages 3.35–3.38 in Report 3).



“Our new Policy will drive and reward delivery of the AAA growth strategy for our shareholders.”

Graham Allan
Chair of the Remuneration Committee



Committee overview

Membership and meeting attendance

Throughout 2025 and at all times, the composition of the Committee was compliant with the Code.

The Committee met regularly during the year and invited the Chair, CEO and the EVP Human Resources to attend meetings when it deemed appropriate, except when their own remuneration was discussed. The Group Company Secretary acted as Secretary to the Committee. In addition to the four scheduled meetings, the Committee met on three additional occasions to discuss the feedback from shareholders as part of the extensive consultation on the Remuneration Policy and to facilitate a tender process for new remuneration consultants.

THE FULL TERMS OF REFERENCE OF THE COMMITTEE, WHICH ARE REVIEWED ANNUALLY, CAN BE FOUND ON OUR WEBSITE: [INTERTEK.COM/ABOUT/COMPLIANCE-GOVERNANCE](https://www.intertek.com/about/compliance-governance)

Committee members	Member since	Meetings attended ¹
Graham Allan (Chair)	October 2017 Chair May 2024	4/4
Gurnek Bains	January 2018	4/4
Robin Freestone	May 2025	3/3
Tamara Ingram	July 2021	4/4
Kawal Preet	May 2024	4/4

1. Number of meetings attended out of the number of meetings eligible to attend in the year.

Role and key responsibilities

- Determines the Company's policy on remuneration for the Executive Directors and senior executive management.
- Determines the remuneration for the above and the Chair, including any compensation on termination of office.
- Reviews the remuneration arrangements for the wider employee population and considers issues relating to remuneration that may have a significant impact on the Group.
- Provides advice to, and consults with, the CEO on major policy issues affecting the remuneration of other executives.
- Responsible for establishing the selection criteria, selecting, appointing and setting the Terms of Reference for any remuneration consultants who advise the Committee.
- Reviews the Remuneration Policy in light of regulatory and best practice developments and shareholder expectations.

2025 highlights

- Consulted with major shareholders and shareholder bodies on proposed changes to the Remuneration Policy.
- Monitored developments in corporate governance and market trends, including the challenges presented by increasing geopolitical tension, levels of inflation and the impact across our wider workforce.
- Carried out a tender process for new remuneration consultants.

- Benchmarked and assessed the remuneration packages of the Executive Directors and Senior Management¹.
- Determined bonus outcomes for 2025 and the vesting outcome of the 2023-25 LTIP awards.
- Set base salaries and established bonus arrangements for 2026 for the Executive Directors and Senior Management¹.
- Approved 2025-27 LTIP awards to Executive Directors, Senior Management¹ and other senior executives.
- Reviewed its Terms of Reference and the effectiveness of the Committee.

1. Senior Management as defined by the UK Corporate Governance Code 2024.

2026 priorities

- Ensure the Remuneration Policy continues to drive long term delivery of the AAA strategy for growth.
- Keep remuneration in line with global best practice and benchmarks to ensure attraction of top talent to executive and non-executive roles.
- Incentivise behaviours which create value for all stakeholders.
- Review targets to ensure fairness and balance of reward for performance.



Remuneration Committee Chair's letter

Dear shareholder,

I am pleased to present this report, which explains the implementation of our current Policy during the year, and includes our proposal for a new Remuneration Policy for which we will be seeking shareholder approval at the forthcoming AGM.

2026 Remuneration Policy - reflecting feedback from our shareholders

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, during which we received broadly positive support for the key principles and valuable feedback which helped to shape the final proposals.

Some shareholders, as well as the main proxy advisory bodies, were ultimately unable to support the final proposal. Based on our ongoing dialogue, the principal factors for not supporting the proposal centered on:

- (i) the undue complexity of using two separate long-term incentive arrangements ('Core' and 'Enhanced'); and
- (ii) the headline level of additional quantum.

As a result, we took the decision prior to the 2025 AGM to withdraw the resolution to approve the new Policy.

The background which underpinned last year's proposal has not changed. Intertek has performed well over the last ten years, executing our 5x5 differentiated growth strategy and delivering strong Total Shareholder Returns ahead of our peers. Our AAA strategy is raising the bar for the organisation as we strive to be the best every day and deliver superior value for all stakeholders; customers, employees, communities and, of course, our shareholders. Having redefined our industry from the traditional Testing, Inspection and Certification ('TIC') services into Risk-based Quality Assurance offering industry-leading ATIC (Assurance) solutions, we plan to capitalise on this unique advantage to accelerate growth and strengthen performance for all.

We remain convinced that successful delivery of the AAA strategy is the fundamental 'game changer' to allow Intertek to unleash its full potential, capitalising on our strong ATIC business model to accelerate value creation for our shareholders. We believe that management should be directly incentivised, via stretching long-term performance targets, to deliver this strategy for the benefit of all our stakeholders. And, where they deliver genuinely exceptional levels of long-term outperformance, they should be appropriately rewarded for doing so.

At the same time as we seek to secure our management team to execute these exciting strategic opportunities, the Committee remains acutely aware of the highly competitive talent markets for experienced executives with a proven track record. Intertek is a global business competing in a global talent market. Approximately 30% of our business and a number of our executive team are based in the US. It is not our intention to match levels of remuneration seen in the US market, but it is a core responsibility of the Remuneration Committee to maintain remuneration packages which are sufficiently competitive in global talent markets to secure the calibre of executive we need, and to ensure they are fairly rewarded for the delivery of exceptional performance.

We therefore intend to seek shareholder approval for a revised Remuneration Policy, as set out on pages 2.86-2.93, at the 2026 AGM. We will retain the core principle from last year's proposal – higher LTIP award for higher performance based on stretch performance targets. We have refined the proposal to better reflect the shareholder feedback received:

- (i) simplification into one LTIP structure (rather than 'Core' and 'Enhanced');
- (ii) reduced maximum award sizes (500%, down from 600%); and
- (iii) increase in stretch of EPS targets.

The principles of our proposal if approved, would apply to all LTIP participants across the organisation.

A brief summary of the key terms of our full Policy framework are shown below and key changes to the Policy set out on page 2.87.

Summary of proposed Policy

Salary	Market competitive	No change to Policy
Pension	CEO and CFO both aligned to the wider UK workforce (5% of salary)	No change to Policy
Annual incentive	Maximum 200% of salary 50% deferred into shares Based on key metrics for the year: Revenue, Adjusted Operating Profit and ESG for 2026	No change to Policy Removal of ROIC from annual incentive Simplification
LTIP	<ul style="list-style-type: none"> • One award structure (no 'Core' + 'Enhanced') • Maximum award 500% of salary • 60% EPS / 20% ROIC / 20% FCF • Highly stretching targets (EPS range 6-13% p.a.) • 3-year vest + 2-year holding 	Changes to reflect shareholder input (see page 2.83)
Shareholding guidelines	500% of salary (CEO and CFO) Post-cessation: Guideline applies in full for two years Fully aligned to Investment Association guidance	Increase in shareholding guideline for CFO (from 300%)



The updated LTIP proposal reflects the fundamental principles which underpinned the original proposal last year, and which were generally welcomed by our shareholders:

- Increases to quantum delivered via the LTIP.**
Being long-term, performance-linked and share-based reward, delivering the necessary increase in package quantum via the LTIP maximises alignment with shareholders, and with the delivery of our AAA growth strategy. Unlike others in the UK market, we are not seeking to introduce any non-performance-related elements (e.g. RSUs or 'hybrid').
- Balanced set of key metrics.** The reward framework will retain its current mix of metrics so management are not incentivised to deliver higher levels of earnings growth to the detriment of other key financial metrics, particularly ROIC and cash generation, that are fundamental to Intertek's continuing success.
- Highly stretching performance targets.** Maximum LTIP vesting will require delivery of exceptionally demanding long-term targets designed to incentivise accelerated performance. The reward structure only results in materially higher levels of reward if higher levels of performance are achieved. The material increase in the stretch of proposed targets is discussed in more detail on the right.
- Broader performance, discretion and adjustments.** Any award vestings will be carefully considered in the context of the overall shareholder experience. Irrespective of the formulaic outcomes, the Remuneration Committee will consider whether any discretion should be applied to the vesting result to ensure that payouts are in keeping with shareholder returns. The discretionary framework to be used for this purpose is set out on page 2.95. The Committee will also review in-flight LTIP targets in the event of 'material' M&A to ensure they retain the originally proposed level of stretch. The impact of any share buyback will be excluded from the EPS calculation.

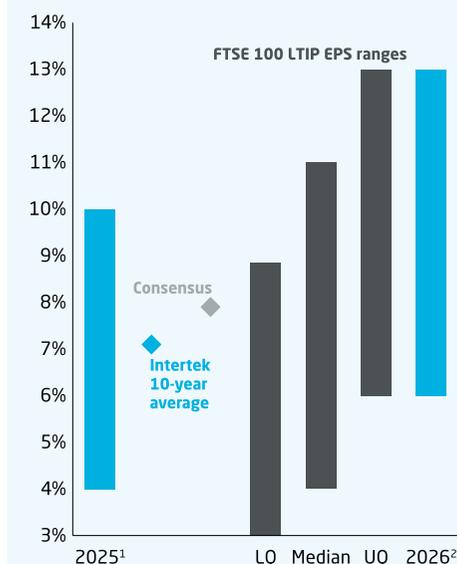
LTIP - commitment to genuinely stretching long-term targets

At the core of our proposition is renewed stretch in the LTIP targets. The EPS performance range will increase from 4-10% p.a. currently to 6-13% p.a. for the 2026 awards, representing a material uplift in stretch, supported by the following reference points:

- Significantly in excess of current market expectations.** Based on analyst consensus as at the date of this report, Intertek's three-year projected EPS growth rate is c.7.9% p.a. Achieving this level would result in vesting just above the threshold target.
- Vesting requires out-performance of Intertek's historic growth rates.** Since the start of 2015, the average EPS growth rate for all completed three-year performance periods is 7.1% p.a. This is broadly aligned to the lower end of the proposed target range, effectively requiring out-performance of that historic average before any vesting starts to accrue.
- Upper quartile target range compared to the FTSE 100.** Both ends of the target range (6% and 13% p.a.) are directly aligned to upper quartile practice for EPS ranges in FTSE 100 LTIPs.
- Growth from an already strong base point.** Given our strong recent performance (EPS at a record high in 2025), the 2026 award will have a challenging 'base point' from which to deliver the targeted levels of growth. In other words, our targeted growth reflects our continued ambition to further improve already strong performance as we execute the AAA strategy.
- Demanding cash and ROIC targets.** In the last ten years, the company has step-changed its cash generation while delivering strong ROIC, which will create a demanding base for the LTIP cash and ROIC targets moving forward. The ROIC range continues to represent a material out-performance of our cost of capital, to drive shareholder value.

A final observation is to relate the stretch of targets, and what their delivery would mean for our shareholders, back to the proposed uplift in quantum of awards. From our current market capitalisation (c.£7bn), delivering the maximum EPS growth (1.3% p.a.) would result in the creation of over £3bn of incremental shareholder value (assuming a fixed P/E multiple, for simplicity). In this scenario, the incremental value received by the executive directors from maximum vesting of the 200% of salary uplift in award size would be just 0.1% of that incremental value.

Increasing the stretch of LTIP EPS targets



1. Current LTIP EPS range
2. Proposed LTIP EPS range



Extensive shareholder engagement on the new Policy

"On behalf of the Committee, I would like to extend my gratitude to all those who participated in our consultation, for sharing their time and valuable input during this process. The Remuneration Committee is firmly supportive of the revised proposal, confident that it both supports our objectives to deliver the AAA strategy whilst also directly addressing the concerns raised with the previous proposal by some shareholders."

Graham Allan
 Chair of the Remuneration Committee

Following 2025 AGM As explained in last year's report, in advance of the 2025 AGM we undertook an extensive, multi-phased engagement exercise, ultimately covering our largest 40 shareholders and the main proxy voting agencies.

Following our decision to withdraw the Policy proposal at the 2025 AGM, we continued the dialogue with our investor base to ensure we could best reflect their input in a revised proposal.

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 each of them in the revised proposal, as follows:

	2025 proposal	Shareholder feedback to address	Revised proposal
LTIP structure	The LTIP award was divided into 'Core' and 'Enhanced' elements	Concern around the complexity of the proposed LTIP design, in particular dividing the award into two elements rather than retaining a simple LTIP	Simplified the design into just one structure - the LTIP
Maximum LTIP award	600% of salary (Core + Enhanced)	Some shareholders felt this was higher than they could comfortably support	Reduced maximum LTIP opportunity of 500% of salary
Threshold EPS target	Threshold vesting would require EPS growth of 4% p.a.	Some suggested that the threshold EPS growth target should be reviewed given that it has been in place for a number of years	Materially increased the threshold EPS growth target to 6% p.a.

Ahead of the 2026 AGM 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.

We received positive feedback from the majority of those who engaged, with many acknowledging and welcoming the changes we had made to reflect shareholder input.

Some shareholders queried whether the proposed increase in quantum was sufficient to reflect the magnitude of the increased target stretch and our need to effectively compete in increasingly competitive global talent markets.

Some shareholders were keen to ensure that the new policy would be future proofed in the event there was any change in management during the policy term.

The Committee welcomed these challenges but was comfortable with the proposed increase to 500% of salary.

Based on the comments and feedback received, no further changes to the proposal were required.



Competitive market positioning

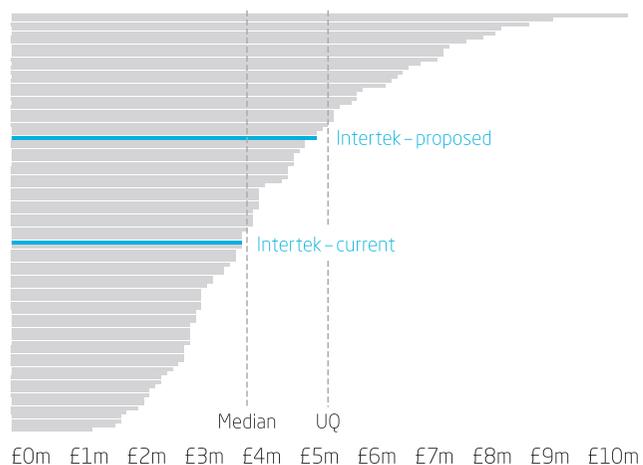
As described in this letter, our proposition is based on a simple concept: Driving and fairly rewarding a step change in strategic delivery and performance via an increase in LTIP award quantum combined with significantly more stretching targets. This is therefore not a 'benchmarking-driven' proposal. At the same time, the Committee is cognisant that the package must remain market competitive to allow Intertek to successfully compete in increasingly competitive markets for experienced executive talent. We also recognise that shareholders wish to understand how quantum is reasonable against the market.

The Committee considers market data from a range of different perspectives, recognising that no one particular reference point can be sufficient by itself. In the interests of transparency, the market positioning of the CEO's total target compensation against some of the key reference points we looked at is summarised below. The Committee believes that this market data firmly supports the proposed Policy changes, in addition to the increase in target stretch which remains core to the proposal.

As a FTSE 100 company, it is important to understand how our package compares against that index. However, this is a very simplistic and crude comparison which, given the range of types of company in the FTSE 100, does not sufficiently reflect the characteristics of our business. We therefore supplement this with two additional reference points which aim to better reflect Intertek's global footprint:

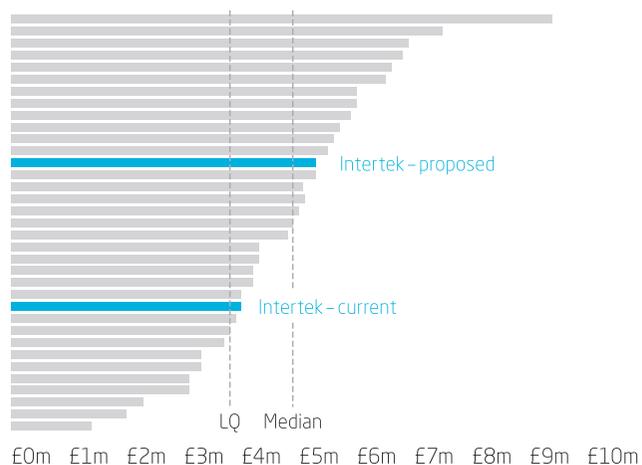
1) FTSE 100

The chart illustrates positioning against all constituents of the FTSE 100, the equity market in which Intertek is listed. The current package is positioned just below the median and the proposed package would fall between median and upper quartile. The Committee is comfortable with this positioning in the context of the above-market stretch of our proposed LTIP targets (see page 2.82, illustrating the upper quartile positioning of the proposed EPS targets).



2) FTSE 100 (adjusted to better reflect Intertek's business)

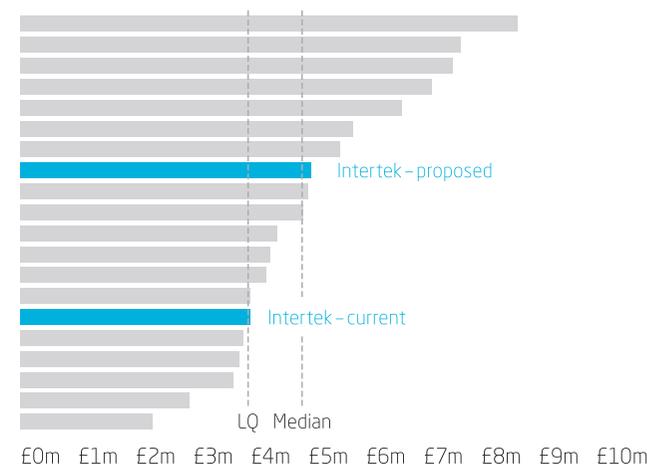
We also considered a sub-set of the FTSE 100 which made a number of adjustments. First, companies in the financial services sector were excluded. We then exclude the very largest companies of materially larger financial size (those in the top 10 of the FTSE by market capitalisation, with the bottom 10 also excluded for symmetry). Finally, in recognition of Intertek's highly global business model, with 93% of revenues from outside the UK, this group also excluded companies with lower global exposure (more than 20% of their revenue from the UK). This shows that the proposed changes will move Intertek's from around the lower quartile to around median.



The companies in this group are: Airtel Africa, Anglo American, Antofagasta, Ashtead, Bunzl, Burberry, Coca Cola HBC, CCEP, Compass, ConvaTec, Diageo, Diploma, Endeavour Mining, Experian, Fresnillo, Glencore, Haleon, Halma, IMI, Imperial Brands, Informa, Intercontinental Hotels, Melrose, Metlen Energy & Metals, Pearson, Reckitt, RELX, Rentokil Initial, Smith & Nephew, Smiths Group, Spirax Sarco, Vodafone, Weir Group.

3) Global Business Services companies

The Committee also considered practices in a smaller group of global companies which included our international peers in the Testing, Inspection and Certification (TIC) sector, other UK and internationally listed global 'B2B' companies and people-oriented professional services companies with a global reach, drawn from a range of sectors and of broadly similar size and complexity. This analysis also confirmed that the proposed changes will move Intertek's positioning from the lower quartile to around median.



The companies in this group are: ALS, ATOS, Bunzl, Bureau Veritas, Eurofins, Experian, FTI Consulting, Heidrick and Struggles, Informa, Jacobs Solutions, Korn Ferry, LSEG, Pearson, Sage, SGS, UL Solutions, WPP, WSP Global.



Performance and incentive outcomes for 2025

As set out earlier in the Annual Report & Accounts, Intertek has delivered ahead of the AAA strategy targets in the 2023-25 period: 6.0%¹ average revenue growth, 240bps¹ margin accretion, 12.0%¹ average EPS growth, £2.3bn cumulative operating cash flow and 17.0% average dividend per share growth.

For the full year 2025, Intertek has delivered strong performance during the year, with key highlights including:

- Revenue growth of 4.3%¹
- Adjusted operating profit up 9.3%¹
- Strong adjusted margin of 18.1%, a year-on-year progression of 90bps¹
- Cash conversion of 110% delivering strong adjusted operating cash flow
- Strong ROIC of 21.3% and continuous progress on organic ROIC to 23.0%
- Full year dividend of 165.0p, +5.4% year-on-year

The annual incentive framework for 2025 was based on a 70% matrix of revenue and adjusted operating profit growth, with 15% on both ROIC and ESG (Carbon Emissions). Stretching performance targets were set for each component and, based on the strong performance during the year, this would have resulted in a formulaic outcome of 63.47% of maximum. Taking into account the proportion of the reduction in carbon emissions that was driven by additional investment in renewables, the Committee, on recommendation from Management, scored the metric at threshold, which reduced the 2025 bonus outcome to 52.22%. Full details of performance against the targets are provided on page 2.99. Half of this award will be deferred into Intertek shares for three years.

The 2023 LTIP award was based on three equally weighted metrics measured using stretching targets over a three-year performance period to 31 December 2025; EPS, FCF and ROIC, aligned with the Group's strategy for sustainable growth. Strong performance was delivered across all three metrics resulting in a formulaic vesting outcome of 100% of maximum vesting. Full details are provided on page 2.100. Vested shares are subject to the two-year holding period.

When determining the final outcomes for both the annual incentive and the LTIP, the Remuneration Committee exercised independent judgement, taking into account a number of internal and external considerations to determine whether the results were appropriate. The Remuneration Committee agreed that both incentive outcomes appropriately reflected the strong performance and the wider stakeholder experience over the respective performance periods. No discretion was therefore applied to the formulaic outturns described above.

Implementation of our Remuneration Policy in 2026

Base salary

The Remuneration Committee has awarded the CEO and CFO salary increases of 1.5% with effect from 1 April 2026. These increases are in line with the wider UK workforce increase of 1.5%.

Annual incentive

The maximum annual incentive opportunity for the Executive Directors will remain unchanged at 200% of salary under the new Policy. For 2026, the Remuneration Committee reviewed the performance metrics framework and has agreed some minor modifications to ensure we remain optimally aligned to strategic delivery. Firstly, we will remove ROIC (15% weighting in 2025) from the annual incentive. This aligns more closely with market practice and avoids 'double counting' with the LTIP (where ROIC will continue to be a key component of long-term performance assessment). We will also reduce the weighting of the ESG component from 15% to 10% of the total. Finally, these changes allow us to increase the weighting of the Operating Profit and Revenue elements to a combined 90% (from 70% previously),

better reflecting our strategic focus on driving growth and profitability. To further simplify our structure and align more closely with typical market practice, we will also now measure these two components independently (with a 45% weighting for each) rather than retaining the 'matrix' structure used previously.

The Committee is confident that these changes will better position the business, where a consistent framework is cascaded widely, to drive performance for our shareholders. As ever, each metric will be subject to stretching performance targets which will be disclosed in next year's report. Half of any bonus earned will be deferred for a period of three years.

LTIP

Subject to the approval of our new Remuneration Policy, LTIP awards of 500% of salary will be made to the Executive Directors. The majority of the award, 60%, will be based on EPS performance, with 20% on both ROIC and FCF. As discussed in detail above, core to the proposition is that these awards will be subject to highly stretching performance targets, including the new target range of 6%-13% p.a. for the EPS component. Full detail on the targets for the 2026 award is set out on page 2.94. Vested shares will be subject to a two year post-vesting holding period.

Wider workforce alignment

Our 45,425 employees across the Group bring their technical expertise and energy to work every day to deliver for our clients with precision, pace and passion. We continue to focus on ensuring we have engaged and energised teams to drive strategic execution and performance.

Intertek is compliant with minimum wage and mandatory social contributions requirements in all jurisdictions where we operate. Given the geographic spread of the Group's operations, employee reward is managed at local level to enable local management to deliver the right customer and employee experience. Our objective for all levels in all locations is to deliver a market competitive compensation package to fairly reward our people.

With regards to salary budgets, we continue to be mindful of the challenges our employees are facing with the ongoing inflation and cost-of-living pressures across the world. In making salary budget decisions, the Group balanced the challenges our employees are facing with the wider approach to cost discipline. Across the UK, which represents below 5% of our total employee population, the salary increase for 2026 has been agreed at 1.5%.

Throughout the Group, our annual incentives are based on the same metrics to ensure total alignment and transparency. The LTIP award population extend beyond the Executive Directors and the Group Executive Committee to comprise a number of other individuals who are integral to the delivery of the AAA strategy as determined by the Committee with input from the CEO.

I would like to thank my fellow Remuneration Committee members for their insights and valued contributions during the past year.

Conclusion

I hope that you find this report clear and helpful in understanding both how we have developed our new Remuneration Policy and made our decisions in respect of 2025 outcomes. The Remuneration Committee is confident that the proposed remuneration structure will best support the critical period of strategic execution ahead, and has been carefully designed to ensure the input of a wide range of our shareholders is reflected.

I look forward to your support on all remuneration related resolutions at our forthcoming AGM.

Yours sincerely,

Graham Allan
Chair of the Remuneration Committee

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Directors' Remuneration Policy

This Directors' Remuneration Policy (the 'Policy') will be put to shareholders for approval at the AGM to be held on 20 May 2026. The Policy is intended to apply, subject to shareholder approval, for three years following approval.

Summary of decision making process

As set out in the Remuneration Committee Chair's letter, the Committee followed a thorough process in determining the Remuneration Policy, which included discussions on the content of the Policy at four Remuneration Committee meetings and an extensive consultation process with major shareholders and the proxy advisory bodies.

Details of the consultation process are described on page 2.83.

In addition to the specific feedback received from our consultation with major shareholders, we also considered input from the management team and our independent advisers, as well as latest market practice and corporate governance developments. To manage any potential conflicts of interest arising, the Committee ensured that no individual was involved in discussions on their own remuneration arrangements and all changes proposed aligned to the business' strategy and Values.

Remuneration principles

We continue to focus on ensuring that our Remuneration Policy is appropriate for the nature, size and complexity of the Group, encourages our employees in the development of their careers, is aligned with the Company's strategy and is in the best interests of the Company and its stakeholders.

It is designed to incentivise delivery of the unprecedented returns the AAA strategy is targeting whilst remaining committed to the key financial metrics that have been fundamental to the Company's historic success.

Our remuneration strategy is to:

- align and recognise individual contributions to support us in achieving our AAA differentiated growth strategy;
- attract, engage, motivate and retain the best available people by positioning total pay and benefits competitively in the relevant market and in line with the ability of the business to pay;
- reward people equitably for the size of their responsibilities and performance; and
- motivate high performers to increase shareholder value and share in the Group's success.

As a global service business, our success is critically dependent on the performance and retention of key people around the world. Employment costs represent the major element of Group operating costs. As a global Group, our pay arrangements take into account both local and international markets and we operate a global Remuneration Policy framework to achieve our reward strategy. Our benchmark peer groups for the majority of employees consist of international industrial or business service organisations and similar-sized businesses. For our more senior executives, we base our remuneration comparisons on a blend of factors, including sector, job complexity, location, responsibilities and performance, whilst recognising the Company is listed in the UK.

We believe that a significant proportion of remuneration for senior executives should be related to performance, with part of that remuneration being deferred in the form of shares and subject to continued employment and longer-term performance. We also believe that share-based remuneration should form a significant element of senior executives' compensation, so that there is a strong link to the sustained future success of the Group.

The Committee reviews the balance between base salary and performance-related remuneration against key objectives and targets to ensure performance is appropriately rewarded. This also ensures outcomes are a fair reflection of the underlying performance of the Group and appropriate in the context of the overall shareholder experience.

Remuneration Policy main changes

The Remuneration Policy was last approved by shareholders at the AGM on 24 May 2024.

The Committee has reviewed its policy and proposes the following changes:

LTIP – Increase the maximum LTIP opportunity to 500% of base salary, designed to incentivise delivery of the AAA differentiated growth strategy and to unlock the significant value growth opportunity for shareholders.

Shareholding guidelines – Increase in shareholding guideline for the CFO from 300% to 500% of base salary.

Benefits – The current Policy contains a cap on the value of executive director benefits which is not in line with current market norms. Accordingly, the cap will be removed in the new Policy. The Company will continue to look to optimise value when seeking benefits providers and we do not expect the change to lead to a material increase in benefits for the current executive directors.



Remuneration Policy for Directors

There are five main elements of the remuneration package for Executive Directors: base salary, benefits, pension, performance-related annual incentives and long-term incentives under the Long Term Incentive Plan.

The following table sets out the Remuneration Policy for Directors, how they link to strategy and discourage excessive risk-taking, and their operation and performance measures. The Group aims to balance the need to attract, retain and motivate Executive Directors and other senior executives of an appropriate calibre with the need to be cost effective, whilst at the same time rewarding exceptional performance. The Policy is designed to balance these factors, taking account of prevailing best practice, investor expectations and the level of remuneration and pay made generally to employees of the Group.

Element of pay	Purpose and link to strategy	Operation	Maximum opportunity	Performance measures
Base salary	To attract and retain high-performing Executive Directors to lead the Group.	The Committee normally reviews salaries annually, taking account of factors including, but not limited to, the scale of responsibilities, the individual's experience and performance. Whilst the Committee takes benchmarking information into account, its decisions are based primarily on the performance of the individual concerned against the above factors to ensure that there is no unjustified upward ratchet in base salary.	There is no prescribed maximum salary or annual increase. In awarding any salary increases, the Committee is guided by the general increase for the employee population but, on occasions, may need to recognise other factors including, but not limited to, development in role, change in responsibility and/or variance to market levels of remuneration.	Individual performance is taken into account when salary levels are reviewed.
Benefits	To provide competitive benefits to ensure the wellbeing of employees.	Benefits include, but are not limited to, annual medicals, life assurance cover of up to six times base salary, allowances in lieu of a company car or other benefits, private medical insurance (for the individual and their dependants) and other benefits typically provided to senior executives. Executive Directors can participate in any all-employee share plans operated by the Company on the same basis as all other employees.	There is no prescribed maximum value for benefits (excluding the all-employee plans) as these will vary from year-to-year depending upon the costs of different benefits providers. The maximum opportunity under any all-employee share plan is in line with all other employees and is as determined by the prevailing HMRC rules.	n/a
Pension	To provide competitive retirement benefits.	Executive Directors can elect to join the Company's defined contribution pension scheme, receive pension contributions into their personal pension plan or receive a cash sum in lieu of pension contributions.	The maximum annual pension contribution/cash supplement is currently 5% of base salary. The level of contribution for Executive Directors are in line with those of the wider UK workforce.	n/a



Short-term variable remuneration

Element of pay	Purpose and link to strategy	Operation	Maximum opportunity	Performance measures
Annual Incentive Plan ('AIP')	Rewards achievement of the short-term financial and strategic targets of the Company.	<p>Awards are based on Group annual performance targets, with performance targets normally set annually by the Board.</p> <p>Incentive out-turns are normally assessed by the Committee at year end, taking into account performance against the targets and the underlying performance of the business.</p> <p>Normally, 50% of any incentive is paid in cash and 50% deferred into shares which will vest after a period of three years subject to continued employment.</p> <p>Malus and clawback provisions apply in line with the Group's Performance Adjustment Policy.</p>	The maximum opportunity in respect of a financial year is 200% of salary for each Executive Director.	<p>The annual incentive will be measured against a range of key Group performance indicators, including both financial and non-financial measures, normally with a minimum weighting of 80% of financial measures.</p> <p>The Committee agrees targets annually for threshold, target and maximum payouts, ensuring targets are achievable but stretching. No more than 50% of maximum is payable for target performance. 25% of maximum is payable at threshold. Payouts between threshold and target, and target and maximum, are normally determined on a straight-line basis.</p> <p>The measures are reviewed by the Committee each year and will be explained in the Annual Report on Remuneration. The performance measures for 2026 are set out on page 2.94.</p> <p>The Committee retains full discretion to adjust the performance measures/targets/weightings on an annual basis for future years to reflect the prevailing strategic objectives of the business.</p> <p>The Committee also has discretion to adjust the bonus outcomes (cash bonus and deferred bonus) if it determines this is needed to achieve an appropriate outcome having considered the broader performance of the Company and/or the individual.</p>



Long-term variable remuneration

Element of pay	Purpose and link to strategy	Operation	Maximum opportunity	Performance measures
Long Term Incentive Plan ('LTIP')	<p>To retain and reward Executive Directors for the delivery of long-term performance.</p> <p>Awards are specifically designed to unlock AAA value growth to:</p> <ul style="list-style-type: none"> • support the continuity of the leadership of the business; and • provide long-term alignment of executives' interests with shareholders by linking rewards to Intertek's performance. 	<p>Grant of conditional shares vest after three years, subject to Company performance and continued employment.</p> <p>Awards may be made in other forms (e.g. nil-cost options) if considered appropriate.</p> <p>The shares will normally be subject to a two-year holding period after vesting.</p> <p>Performance targets are normally set annually for each three-year performance cycle by the Board.</p> <p>Vesting is normally assessed by the Committee after the end of the performance period, taking into account performance against the targets and the underlying performance of the business. The Committee has the ability to adjust incentive payments if it believes that out-turns are not appropriate in the context of overall performance and shareholder and wider stakeholder experience. The detailed discretionary framework to be used for this process is set out on page 2.95.</p> <p>Malus and clawback provisions apply in line with the Group's Performance Adjustment Policy.</p>	<p>Up to 500% of base salary in respect of any financial year.</p>	<p>Awards are usually subject to an appropriate balance of earnings, cash and capital efficiency metrics which align with the Group's strategy for sustainable growth.</p> <p>For 2026 the LTIP awards are based on:</p> <ul style="list-style-type: none"> • Earnings Per Share ('EPS') with a weighting of 60%; • Adjusted Free Cash Flow with a weighting of 20%; and • Return on Invested Capital ('ROIC') with a weighting of 20%. <p>The Committee retains the discretion to alter the performance metrics and/or weightings for future LTIP awards but, were the Committee to do so, it would normally consult in advance with the Company's largest institutional shareholders.</p> <p>No more than 25% of an award will vest for achieving a threshold performance target, increasing (usually on a pro-rata basis) to full vesting for the achievement of the applicable stretch performance target.</p>

Shareholding guidelines

	Purpose and link to strategy	Operation	Maximum opportunity	Performance measures
Share ownership guidelines	<p>To increase alignment between executives and shareholders.</p>	<p>Executive Directors are expected to retain any vested shares (net of tax) under the Group's share plans until the guideline is met.</p> <p>The guideline should normally be met within five years of the guideline being set.</p> <p>Further details of the share ownership guidelines and the post-cessation shareholding guidelines are set out in the Directors' Remuneration report.</p>	<p>500% of salary.</p>	<p>n/a</p>
Post-cessation of employment shareholding	<p>To ensure continued alignment of sustainable performance between executives and shareholders.</p>	<p>Holding and vesting periods for all share awards will be adhered to post-employment.</p>	<p>Executive Directors are required, for two years post-employment, to hold shares equivalent to the lower of:</p> <ul style="list-style-type: none"> (i) their share ownership guidelines; or (ii) their actual shareholding. 	<p>n/a</p>



Non-Executive Directors' fees

Purpose and link to strategy	Operation	Maximum opportunity	Performance measures
To attract and retain high-calibre Non-Executive Directors through the provision of market-competitive fees.	<p>A proportion of the fees (at least 50%) are paid in cash, with the remainder used to purchase shares.</p> <p>Fees are primarily determined based on the responsibility and time committed to the Group's affairs and appropriate market comparisons.</p> <p>The Chair receives an all-inclusive fee. Non-Executive Directors receive a base fee and further fees for additional Board or Committee responsibilities. Additional fees may be paid in the exceptional event that Non-Executive Directors are required to commit substantial additional time above that normally expected for the role.</p> <p>With the exception of benefits in kind arising from the performance of duties (and any tax due on those benefits which is reimbursed by the Company), no other benefits are provided.</p>	<p>As for the Executive Directors, there is no prescribed maximum annual increase.</p> <p>The Remuneration Committee is guided by the general increase for the employee population but on occasions may need to recognise other factors including, but not limited to, change in responsibility and/or variance to market levels of remuneration.</p>	n/a

Selection of performance metrics

The annual incentive plan is based on performance against a mix of financial and non-financial measures. The mix of financial measures is aligned to the Group's key performance indicators ("KPIs") and is reviewed each year by the Remuneration Committee to ensure that they remain appropriate to reflect the priorities for the business in the year ahead. The targets are set for each KPI to encourage continuous improvement and challenge the delivery of stretch performance. When setting the targets, the Committee takes into account a range of factors, including the business plan, prior-year performance, market conditions and consensus forecasts.

The 2026 LTIP awards are designed to incentivise senior executives to deliver the AAA differentiated growth strategy and to unlock the significant value growth opportunity that will benefit shareholders. However, the Committee is also conscious that management should not be incentivised to deliver higher levels of earnings growth to the detriment of other key financial metrics that are fundamental to the Company's historic success. Accordingly, the LTIP framework retains a balance of three measures: earnings per share growth, return on invested capital and adjusted free cash flow. Earnings per share ensures that there is a clear focus on margin accretive revenue growth; adjusted free cash flow ensures

focus on strong cash management; and return on invested capital ensures a focus on disciplined capital management. The Committee reviews the choice of performance measures prior to each LTIP grant with a sliding scale of challenging performance targets being set for each LTIP measure. The Committee also reviews the appropriateness of the performance targets prior to each LTIP grant and reserves the discretion to set different targets for future awards.

Terms of incentive awards

Deferred Share awards and LTIP awards may include the right to receive (in cash or shares) the value of the dividends that would have been paid on the shares that vest up to the time of vesting (or for LTIP awards, up to the end of the relevant holding period).

The Committee will operate the annual incentive plan and LTIP according to the respective rules of the plans. The Committee will retain flexibility in a number of areas regarding the operation and administration of these plans, including (but not limited to) the following:

- how to deal with a change of control or restructuring of the Group, or a demerger or similar event (including how to assess performance conditions and whether to time pro-rate awards); and

- how and whether any award may be adjusted in certain circumstances (including in the event of a variation of share capital, demerger, special dividend, or similar event).

The Committee also retains discretion within the Remuneration Policy to adjust targets and/or set different measures and weightings if required for the targets or conditions to achieve their original purpose. Revised targets/measures will be, in the opinion of the Committee, no less difficult to satisfy than the original conditions. The Committee may accelerate the vesting and/or the release of awards if an Executive Director moves jurisdictions following grant and there would be greater tax or regulatory burdens on the award in the new jurisdiction.

Malus and clawback

Malus and clawback will operate and applies to all aspects of compensation for Executives and wider staff, in line with the Intertek Performance Adjustment policy, in respect of the Long Term Incentive Plan; the Intertek Deferred Share Plan; and Annual Incentive Plan. Clawback can be applied at any time during the clawback period, which is six years from the date of the award unless extended by the Remuneration Committee prior to the expiry of the initial clawback period. The Committee has the discretion to reduce annual incentive payments

if it believes that short-term performance has been achieved at the expense of the Group's long-term future or vice versa. The Committee also retains the discretion to reduce or reclaim payments if the performance achievements are subsequently found to have been significantly misstated.

The reasons for malus and clawback to be applied cover various circumstances including where there is reasonable evidence of misbehaviour or material error, conduct considered gross misconduct or other actions justifying summary dismissal, breach of any restrictive covenants by participants, conduct which resulted in (a) significant loss(es) to the Company, failure to meet appropriate standards of fitness and propriety, a material failure of management in the Company, a discovery of a an error, inaccurate or misleading information or an incorrect assumption resulting in an over payment or award to the participant, material misstatement in the audited consolidated accounts or the behaviour of a Director has a significant detrimental impact on the reputation of the Group.



Approach to recruitment and promotions

The remuneration package for a new Executive Director – base salary, benefits, pension, annual incentive and long-term incentive awards – would be set in accordance with the terms of the Company's prevailing approved Remuneration Policy at the time of appointment. The Committee may set the base salary at a value to reflect the calibre, experience and earnings potential of a candidate, subject to the Committee's judgement that the level of remuneration is in the Company's best interests.

The maximum level of variable pay (annual incentive and long-term incentive awards, or any combination thereof) which may be awarded to a new Executive Director at or shortly following recruitment shall be limited to 700% of salary. These limits exclude buy-out awards and are in line with the Remuneration Policy for Directors set out previously.

The Committee may offer additional cash and/or share-based elements to take account of remuneration relinquished when leaving the former employer when it considers these buy-outs to be in the best interests of the Company (and therefore shareholders).

Any such awards would reflect the nature, time horizons and performance requirements attaching to the remuneration it is intended to replace. Where appropriate, the Committee retains the flexibility to utilise Listing Rule UKLR 9.3.2 R for the purpose of making an award to buy-out remuneration relinquished when leaving the former employer. For external and internal appointments, the Committee may agree that the Company will meet certain relocation expenses and continuing allowances as appropriate. Additionally, in the case of any Executive Director being recruited from overseas, or being recruited by the Company to relocate overseas to perform their duties.

For an internal Executive Director appointment, any variable pay element awarded in respect of the prior role may be allowed to pay out according to its terms, adjusted as relevant to take into account the appointment. In addition, any other ongoing remuneration obligations existing prior to appointment may continue. If a new Chair or Non-Executive Director is appointed, remuneration arrangements will be in line with those detailed in the Remuneration Policy for Non-Executive Directors set out in the Remuneration Policy for Directors.

Legacy arrangements

The approved Directors' Remuneration Policy provides authority to the Company to honour any commitments entered into with current or former Directors such as the vesting of outstanding share awards (including exercising any discretions available to it in connection with such commitments) that were agreed:

- (i) before the policy set out above, or any previous policy, came into effect;
- (ii) at a time when a previous policy approved by shareholders was in place provided that the payment is in line with the terms of that policy; and
- (iii) at a time when the relevant individual was not a Director of the Company and the payment was not in consideration for the individual becoming a Director of the Company.

Service contracts for Executive Directors

The service agreements of the Executive Directors are not fixed term and are terminable by either the Company or the Director on 12 months' notice and make provision, at the Board's discretion, for early termination by way of payment of salary and pension contributions in lieu of 12 months' notice. In calculating the amount payable to a Director on termination of employment, the Board would take into account the commercial interests of the Company and apply usual common law and contractual principles. Any payments in lieu of notice may be paid in a lump sum or may be paid in instalments and reduce if the Director finds alternative employment. The service contracts are available for inspection at the Company's registered office. The Committee reviews the contractual terms for new Executive Directors to ensure these reflect best practice.

In summary, the contractual provisions are:

Provision	Detailed terms
Notice period	12 months
Common law and contractual principles	Common law and contractual principles apply
Remuneration entitlements	An incentive may be payable (pro rata where relevant) and outstanding share awards may vest (see below)
Change of control	No Executive Director's contract contains provisions or additional payments in respect of change of control. The treatment of annual incentive awards and outstanding Share Awards will be treated in line with the relevant plan rules

There is no automatic entitlement to an annual incentive award in the year of cessation of employment. The Committee may, however, determine that for certain leavers an annual incentive award may be payable subject to performance and with respect to the period of the financial year served. The Committee retains discretion for this payment to be made in cash.

Any share-based entitlements granted to an Executive Director under the Company's share plans will be determined based on the relevant plan rules.

The default treatment under the LTIP is that any outstanding awards lapse on cessation of employment. However, in certain prescribed circumstances, such as death, ill-health, injury, disability or other circumstances at the discretion of the Committee, 'good leaver' status may be applied.

For good leavers, Deferred Share awards will vest in full on the original vesting date (as permitted under the plan rules), unless the Remuneration Committee determines that awards should vest at an earlier date. LTIP awards will normally vest on the original vesting date, subject to any holding period, and subject to the satisfaction of the relevant performance conditions at that time and reduced pro rata to reflect the proportion of the performance period actually served. They will normally, where appropriate, be subject to a holding period. However, the Committee has discretion to determine that awards vest at an earlier date and/or to disapply time pro-rating, although it is envisaged that this would only be applied in exceptional circumstances (for example, death).

In determining whether an Executive Director should be treated as a good leaver or not, the Committee will take into account the reasons for their departure.

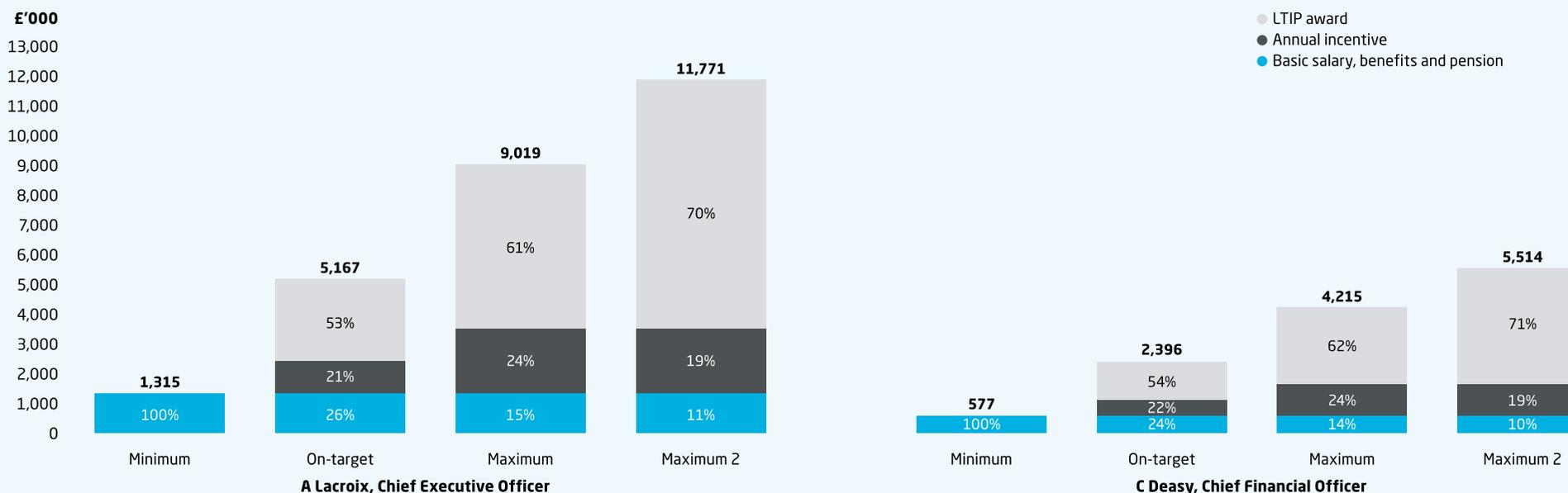
The Committee reserves the right to make any other payments (including appropriate legal fees) in connection with an Executive Director's cessation of office or employment where the payments are made in good faith on discharge of an existing legal obligation (or by way of damages for breach of their obligation) or by way of settlement of any claim arising in contravention with the cessation of an Executive Director's office or employment.



Remuneration scenarios for Executive Directors

The chart below illustrates how the Executive Directors' remuneration packages vary at different levels of performance under the Policy which will apply in 2026 for both the Chief Executive Officer and Chief Financial Officer.

Value of remuneration packages at different levels of performance



Points relating to the above table:

- Salary levels are based on those applying on 1 April 2026.
- The value of taxable benefits is based on the cost of supplying those benefits (as disclosed) for the year ended 31 December 2025.
- The value of pension receivable in 2026 is 5% of base salary.
- The on-target level of annual incentive is taken to be 50% of the maximum opportunity.
- The on-target level of the LTIP is taken to be 50% of the face value of Awards at grant.
- Share price movement and dividend accrual have not been incorporated into the first three scenarios. Share price growth of 50% has been assumed on the LTIP in the Maximum 2 scenario.



Non-Executive Director remuneration

The remuneration of the Non-Executive Directors is determined by the Board annually within the limits set out in the Articles of Association. Fees for the Chair are determined by the Remuneration Committee and fees for the Non-Executive Directors are determined by the Board (excluding the Non-Executive Directors). When setting the fee levels, consideration is given to market practice for companies of similar size and complexity.

The Chairman receives an all-inclusive fee. Non-Executive Directors receive a basic fee and additional fees may be payable for chairing

a Committee, membership of a Committee or performing the role of Senior Independent Director. Included in the fees shown in the table below, and pursuant to the policy of aligning Directors' interests with those of shareholders, £10,000 of the fees paid to the Non-Executive Directors and £35,000 of the fees paid to the Chair are used each year to purchase shares in the Company.

The Non-Executive Directors' fees are non-pensionable and Non-Executive Directors are not eligible to participate in any incentive plans.

The Chairman and Non-Executive Directors will be reimbursed by the Company for all reasonable expenses incurred in performing their duties. This may include costs associated with travel where required and any tax liabilities payable.

All Non-Executive Director have specific terms of engagement, the dates of which are set out below.

All appointments are for an initial three-year term, and thereafter are subject to review by the Nomination Committee, unless terminated by either party on one month's notice.

Each letter of appointment states that if the Company were to terminate the appointment, the Director would not be entitled to any compensation for loss of office.

Following the most recent review, fees were last adjusted in 2025. Fees to be paid to Non-Executive Directors with effect from 1 April 2026 are as set out in the table below.

Consideration of employment conditions elsewhere within the Group

When setting the Remuneration Policy for Executive Directors, the Remuneration Committee takes into account the pay and employment conditions elsewhere within the Group. When considering the remuneration arrangements for the Executive Directors for the year ahead, the Committee is informed of salary increases across the wider Group. The Committee also approves the overall reward strategy in operation across the Group.

The remuneration strategy set out at the beginning of the Directors' Remuneration Policy report reflects the strategy in place across the Group for all employees. Although this remuneration strategy applies across the Group, given the size of the Group and the geographic spread of its operations, the way in which the Remuneration Policy is implemented may vary. For example, annual incentive deferral applies at the more senior levels within the Group and participation in the LTIP is at the Remuneration Committee's discretion and is typically limited to senior executives.

Given the geographic spread of the Group's operations, the Remuneration Committee does not consider it appropriate to consult employees on the Remuneration Policy in operation for Executive Directors.

	Appointment date, renewal date	Fees
Andrew Martin	26 May 2016 (and 1 January 2021 as Chair) (renewed 26 May 2022 and 22 May 2025)	£420,000 p.a.
Graham Allan	1 October 2017 (renewed 1 October 2020 and 1 October 2023)	£75,000 p.a. Plus £20,000 p.a. (Chair of Remuneration Committee) Plus £19,000 p.a. (Senior Independent Director) Plus £5,000 p.a. (Member of Nomination Committee)
Hilde Merte Aasheim	1 April 2025	£75,000 p.a. Plus £10,000 p.a. (Member of Audit Committee)
Gurnek Bains	1 July 2017 (renewed 1 July 2020 and 1 July 2023)	£75,000 p.a. Plus £10,000 p.a. (Member of Remuneration Committee) Plus £5,000 p.a. (Member of Nomination Committee)
Robin Freestone	1 April 2025	£75,000 p.a. Plus £10,000 p.a. (Member of Remuneration Committee)
Tamara Ingram	18 December 2020 (renewed 18 December 2023)	£75,000 p.a. Plus £10,000 p.a. (Member of Remuneration Committee) Plus £5,000 p.a. (Member of Nomination Committee)
Jez Maiden	26 May 2022 (renewed 26 May 2025)	£75,000 p.a. Plus £10,000 p.a. (Member of Audit Committee)
Steve Mogford	1 January 2025	£75,000 p.a. Plus £10,000 p.a. (Member of Audit Committee)
Kawal Preet	31 December 2022 (renewed 31 December 2025)	£75,000 p.a. Plus £10,000 p.a. (Member of Remuneration Committee)
Apurvi Sheth	1 September 2023	£75,000 p.a. Plus £10,000 p.a. (Member of Audit Committee)
Jean-Michel Valette	1 July 2017 (renewed 1 July 2020 and 1 July 2023)	£75,000 p.a. Plus £20,000 p.a. (Chair of Audit Committee)

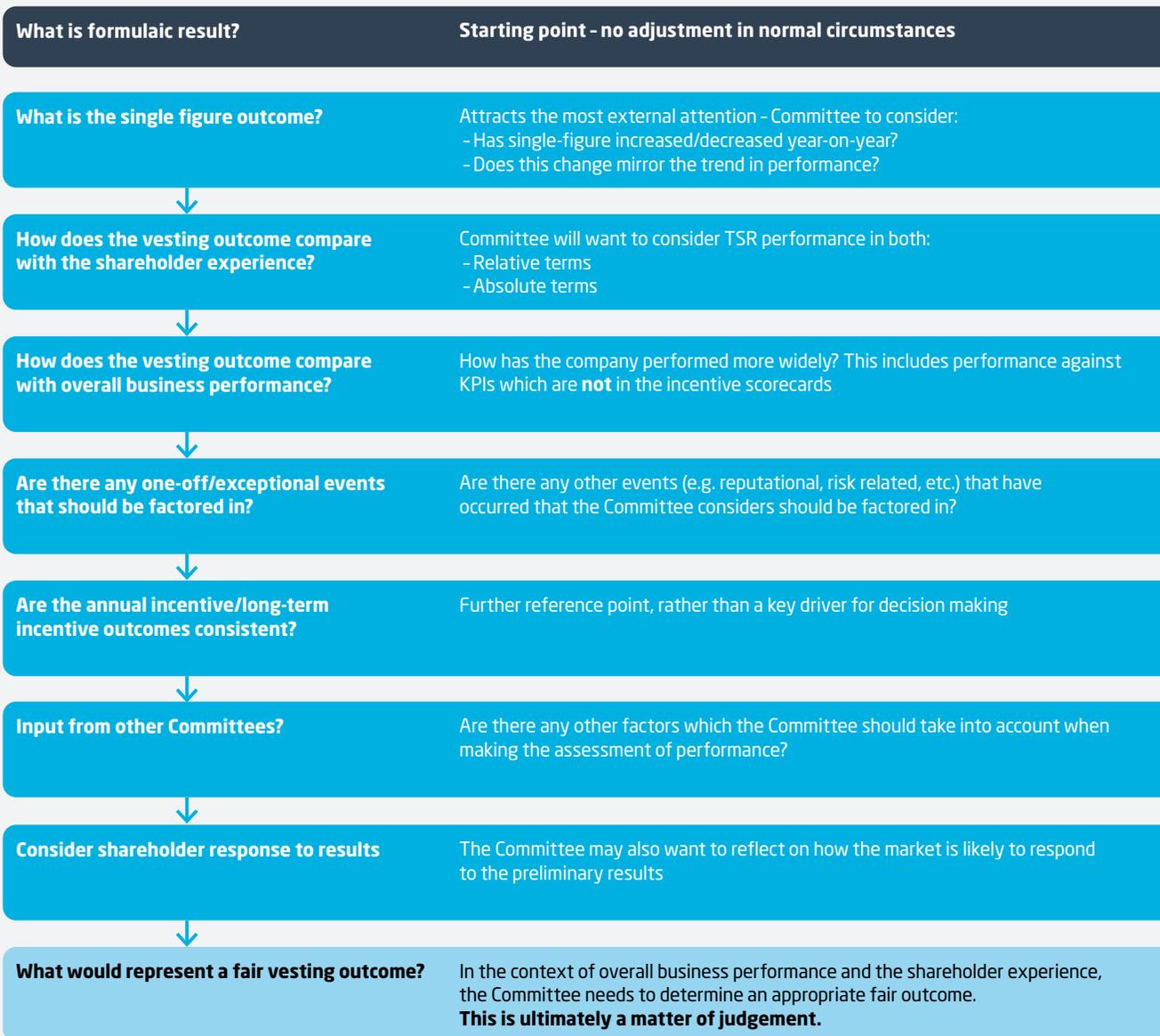


Directors' Remuneration Policy - implementation in 2026

Elements	Implementation in 2026																				
Base salary	<p>Base salary for 2026:</p> <p>André Lacroix: £1,100,595</p> <p>Colm Deasy: £519,680</p> <p>The Committee has awarded the CEO and the CFO a 1.5% salary increase, which is in line with the wider UK workforce yearly increase of 1.5%.</p>																				
Benefits	<p>Includes, for example, annual medicals, life assurance cover of up to six times base salary, allowances in lieu of a company car or other benefits, private medical insurance and other benefits typically provided to senior executives. Executive Directors can participate in any all-employee share plans operated by the Company on the same basis as all other employees.</p>																				
Pension	<p>Pension contributions for the Executives are 5% which is in line with the wider UK workforce.</p>																				
Annual Incentive Plan ('AIP')	<ul style="list-style-type: none"> • Maximum opportunity for the CEO and CFO: 200% of base salary. • 50% of any incentive is paid in cash and 50% is deferred into shares vesting after three years. • Malus and clawback provisions apply in line with Intertek's Group Performance Adjustment Policy. • Performance metrics – 45% Operating Profit, 45% Revenue and 10% ESG, based on Carbon Emissions. Targets are not disclosed prospectively due to commercial sensitivity, however, detailed disclosure of the performance targets and actual out-turns will be provided in the following year. • Annual incentive will continue to be subject to a quality of earnings review at the end of the year to ensure that payouts are appropriate based on the underlying performance of the Group and to ensure that any awards are commensurate with the Group's culture and Values. 																				
Long Term Incentive Plan ('LTIP')	<p>As set out in the table below, the ROIC targets are set taking into account the stretch within the business plan and current ROIC performance. The change in the target range relative to prior years reflects the level of invested capital at work within the business, which has increased in recent years through the Group's strategy of making bolt-on acquisitions which complement the Group's business (including the 2025 acquisitions of Envirolab Group, Suplilab, PTL and TESIS). The Committee believes that the proposed target range for ROIC (and the wider financial metrics in the LTIP) are appropriately stretching relative to the business plan and external forecasts of performance.</p> <ul style="list-style-type: none"> • Awards maximum opportunity of 500% of base salary. • Two-year holding period after vesting. • Malus and clawback provisions apply. • Performance metrics for awards being granted in 2026: <table border="1"> <thead> <tr> <th>Measures</th> <th>Definition</th> <th>Threshold (25%)</th> <th>Maximum (100%)</th> <th>Commentary</th> </tr> </thead> <tbody> <tr> <td>Earnings Per Share ('EPS') (60%)</td> <td> <p>Annualised fully diluted, adjusted EPS growth.</p> <p>Measured on a constant currency basis.</p> <p>Per the definition used for the Group's KPIs on page 1.24 in Report 1.</p> </td> <td>6.0% p.a.</td> <td>13.0% p.a.</td> <td>Compound annual growth rate targets.</td> </tr> <tr> <td>Adjusted Free Cash Flow ('FCF') (20%)</td> <td> <p>FCF generated from operations less net capital expenditure, net interest paid and income tax paid. Adjusted for separately disclosed items.</p> <p>Measured on a constant currency basis.</p> <p>Per the definition used on page 1.24 in Report 1.</p> </td> <td>£1,341m</td> <td>£1,421m</td> <td> <p>Cumulative targets measured over three years.</p> <p>Targets set taking into account stretch within business plan and expected capital expenditure over the coming three years.</p> </td> </tr> <tr> <td>Return on Invested Capital ('ROIC') (20%)</td> <td> <p>Adjusted operating profits less adjusted tax divided by invested capital (net assets excluding tax balances, net financial debt and net pension assets/liabilities).</p> <p>Measured on a constant currency basis.</p> <p>Per the definition used for the Group's KPIs on page 1.24 in Report 1.</p> </td> <td>19.2%</td> <td>23.2%</td> <td> <p>Average of adjusted operating profits divided by cumulative invested capital in each of the three performance years.</p> <p>Target set taking into account stretch within business plan, current ROIC performance, and reflective of the Group's strategy of making small bolt-on acquisitions which complement the Group's business.</p> </td> </tr> </tbody> </table>	Measures	Definition	Threshold (25%)	Maximum (100%)	Commentary	Earnings Per Share ('EPS') (60%)	<p>Annualised fully diluted, adjusted EPS growth.</p> <p>Measured on a constant currency basis.</p> <p>Per the definition used for the Group's KPIs on page 1.24 in Report 1.</p>	6.0% p.a.	13.0% p.a.	Compound annual growth rate targets.	Adjusted Free Cash Flow ('FCF') (20%)	<p>FCF generated from operations less net capital expenditure, net interest paid and income tax paid. Adjusted for separately disclosed items.</p> <p>Measured on a constant currency basis.</p> <p>Per the definition used on page 1.24 in Report 1.</p>	£1,341m	£1,421m	<p>Cumulative targets measured over three years.</p> <p>Targets set taking into account stretch within business plan and expected capital expenditure over the coming three years.</p>	Return on Invested Capital ('ROIC') (20%)	<p>Adjusted operating profits less adjusted tax divided by invested capital (net assets excluding tax balances, net financial debt and net pension assets/liabilities).</p> <p>Measured on a constant currency basis.</p> <p>Per the definition used for the Group's KPIs on page 1.24 in Report 1.</p>	19.2%	23.2%	<p>Average of adjusted operating profits divided by cumulative invested capital in each of the three performance years.</p> <p>Target set taking into account stretch within business plan, current ROIC performance, and reflective of the Group's strategy of making small bolt-on acquisitions which complement the Group's business.</p>
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Illustrative framework for considering if discretion should be applied



Internal documentation

Demonstrate that a robust process is suitably captured

Remuneration Committee papers/pre-reading material

Link to other relevant Committee/Board papers

Minutes of the meeting

External reporting - Directors' Remuneration Report

Process the Committee followed

Whether discretion has been applied or not

Level of adjustment

Reason for adjustment

If discretion has been applied



Annual Report on Remuneration

Executive Director remuneration

We are responsible for determining the Company's policy on the remuneration of the Chair, the Executive Directors and senior executive management. We also determine their remuneration packages, including any compensation on termination of office, and ensure alignment with our culture and with policies for the workforce as a whole.

In the year, we addressed this by reviewing and agreeing the remuneration of the Executive Directors as well as the Group Executive Committee. We received advice from our independent advisors.

Wider workforce remuneration and engagement

We also review the remuneration and related policies of the wider workforce to ensure that incentives and rewards align to our Purpose, Values and culture. As part of this review, we receive information on salary increases, on the design of the bonus and targets and on the Long Term Incentive Plan and performance criteria. This is used to inform decisions when setting the policy for Executive Director remuneration and for counsel to, the CEO on major policy issues affecting the remuneration of other executives.

The remuneration framework and the incentive structure that we have in place cascades down through the wider workforce and ensures alignment with executive remuneration and the Intertek AAA differentiated growth strategy. We also took into account the UK wider workforce salary increase when determining the 2026 salary increase for the Executive Directors.

We ensure that we have effective engagement with the wider workforce on the Group's remuneration and related policies through various escalation processes and communication forums including townhalls, WhatsIn, emails and leadership briefings. The regular townhalls that take place across the Group provide an opportunity for our people to raise questions on remuneration, with feedback directly fed to senior management and then upwards.

During the year, we reviewed the salary levels for senior management and the determination of the annual incentive payments and long-term incentive outcome for 2025. We considered a report on the general market trends that could impact the Group.

Remuneration Policy and report

It is important that we keep the Remuneration Policy under review in light of regulatory and best practice developments, Listing Rules and Governance Code changes as well as shareholder expectations.

We annually undertake a review of the Directors' Remuneration report to ensure compliance with Remuneration Reporting Regulations. We also discussed the 2025 proxy voting agencies' reports and their recommendations issued prior to the 2025 AGM.

We received updates on market trends in remuneration and regular updates on corporate governance and policy changes.

Incentives

A key task for us each year is to review the outcomes for the incentive schemes and agree on payment levels taking into account actual performance and any extraordinary events which may have impacted on performance. We will consider if there is a need to apply malus or clawback and, should there be, we would agree the quantum.

We undertook, with external advice, a thorough review of the 2025 annual incentive targets, performance measures and the EPS, adjusted free cash flow and ROIC results to determine the percentage of incentive awards that would vest in 2025, which was 100%.

We also agreed the performance conditions that should apply to the LTIP awards granted in the year to vest based on the performance to the end of 2027. We reviewed the quantum of awards given and were satisfied that they reflected the Remuneration Policy and were appropriate.

Committee review

We undertake an annual review of how effectively we are working as a committee and take steps to develop any areas identified for improvement.

The Committee review was conducted as part of the external Board performance review for 2025. The results were discussed and demonstrated that the Committee operated effectively during the year.

Advisors

To ensure that the Group's remuneration practices drive and support achievement of strategies and are market competitive, the Committee obtains independent expert advice.

Until October 2025, the Committee received advice from Deloitte LLP ('Deloitte'), who were appointed in 2015. In addition to the services provided to the Committee, Deloitte provided a range of tax, financial and other advisory services during the year. Deloitte have no connection with any Directors of the Company. The fees paid to Deloitte in the year were £99,935 exclusive of VAT. The charges for services are calculated on the basis of time spent and the seniority of the personnel performing the work at their respective rates.

In November 2025, after a thorough and competitive tender process, Alvarez & Marsal ('A&M') were appointed by the Committee as the independent remuneration adviser and continued in this capacity through the remainder of the year. A&M confirmed that they hold no other relationships with Intertek. The fees paid to A&M in the year were £12,500, exclusive of VAT, charged on a time and materials basis. remuneration adviser and continued in this capacity through the remainder of the year.

Both Deloitte and A&M are members of the Remuneration Consultants Group and adhere to the voluntary Code of Conduct in relation to executive remuneration consulting in the UK.

External appointments

The Company recognises that, during their employment with the Company, Executive Directors may be invited to become Non-Executive Directors of other companies and that such duties can broaden their experience and knowledge. Executive Directors may, with the written consent of the Company, accept such appointments outside the Company, and the policy is that any fees may be retained by the Director. No Executive Director currently has an external appointment.

Statement of shareholder voting

At the AGM held on 24 May 2024, a resolution was proposed to shareholders to approve the Remuneration Policy. This resolution received the following votes from shareholders:

	Votes	%
In favour	119,886,675	92.54
Against	9,660,205	7.46
Total	129,546,880	80.27 ¹
Withheld	223,539	

1. Percentage of total issued share capital voted.

At the AGM held on 22 May 2025, a resolution was proposed to shareholders to approve the Directors' Remuneration report for the year ended 31 December 2024. This resolution received the following votes from shareholders:

	Votes	%
In favour	126,311,665	94.91
Against	6,772,559	5.09
Total	133,084,224	83.30 ¹
Withheld	270,477	

1. Percentage of total issued share capital voted.



The sections that have been audited are indicated as such on pages 2.97-2.105. The independent auditors' report can be found on pages 3.57-3.63 in Report 3.

Directors' remuneration earned in 2025 (audited)

The table below and on the following page summarise Directors' remuneration received for 2025 and the prior year for comparison. Taken in the context of internal and external comparators, the Committee considered the Executive Directors' remuneration to be appropriate.

Executive Directors		Base salary or fees £'000	Benefits ¹ £'000	Annual incentive ² £'000	Long-term incentives £'000	Pension ⁵ £'000	Total £'000	Total fixed £'000	Total variable £'000
André Lacroix	2025	1,078	157	1,133	3,755 ³	76	6,199	1,311	4,888
	2024	1,051	138	2,025	3,270 ⁴	127	6,611	1,316	5,295
Colm Deasy	2025	509	31	535	1,049 ³	23	2,147	563	1,584
	2024	481	25	956	-	22	1,484	528	956

1. Benefits include allowances in lieu of company car, annual medicals, life assurance, private medical insurance, BIK arising from the performance of duties, and the use of a car and driver for the CEO (gross £56,523, net £31,087).

2. This relates to the payment of the annual incentive and Deferred Share Award for the financial year end. Further details of this payment are set out on the following pages.

3. This relates to the 2023 LTIP award due to vest in March/June 2026. The value shown is based on the share price of £47.9762 which was the average mid-market share price in the fourth quarter of 2025. Further details on performance are set out on page 2.100. There was no discretion exercised in respect of the awards.

4. This relates to the 2022 LTIP award which vested in 2025 where the performance outcome gave rise to 100% vesting. This figure has been updated to show the actual value of the vested LTIP award based on the share price of £49.94, whilst the 2024 Annual Report included figures based on the share price for the final quarter of 2024 (£47.69). There was no discretion exercised in respect of the awards.

5. None of the Executive Directors had a prospective entitlement to a defined benefit pension.



Non-Executive Directors		Base salary or fees ¹ £'000	Benefits ² £'000	Total £'000
Andrew Martin	2025	402	18	420
	2024	350	11	361
Hilde Merete Aasheim ⁴	2025	55	2	57
	2024	n/a	n/a	n/a
Graham Allan	2025	113	-	113
	2024	92	-	92
Gurnek Bains	2025	87	-	87
	2024	77	-	77
Lynda Clarizio ⁵	2025	15	2	17
	2024	72	13	85
Robin Freestone ⁴	2025	55	-	55
	2024	n/a	n/a	n/a
Tamara Ingram	2025	87	-	87
	2024	77	-	77
Jez Maiden	2025	82	8	90
	2024	72	9	81
Steve Mogford ³	2025	78	4	82
	2024	n/a	n/a	n/a
Kawal Preet	2025	82	4	86
	2024	68	7	75
Apurvi Sheth	2025	82	6	88
	2024	68	8	76
Jean-Michel Valette	2025	92	7	99
	2024	82	13	95

1. Pursuant to the policy of aligning Directors' interests with those of shareholders, the fees shown as being paid to the Non-Executive Directors include £10,000 used to purchase shares and the fee paid to the Chair includes £35,000 used to purchase shares.

2. Certain expenses relating to ensuring that the Directors were in a position to undertake the performance of their duties such as travel to and from Company meetings, related accommodation and completion of UK tax returns for overseas Directors have been classified as taxable. In such cases, the Company will ensure that the Director is not out of pocket by settling the related tax via the PSA. In line with current regulations, these taxable benefits have been disclosed and are shown in the Benefits column and the figures shown are the cost of the taxable benefit. With respect to the Non-Executive Directors no other benefits are provided.

3. The fees shown for Steve Mogford relate to the period from 1 January 2025 when he was appointed to the Board.

4. The fees shown for Hilde Merete Aasheim and Robin Freestone relate to the period from 1 April 2025 when they were appointed to the Board.

5. The fees shown for Lynda Clarizio relate to the period 1 January 2025 to 31 March 2025 when she stepped down from the Board.



Annual incentive (audited)

The annual incentive for 2025 was:

- 70% based on a matrix of revenue and adjusted operating profit growth;
- 15% based on Return on Invested Capital ('ROIC'); and
- 15% based on a Carbon Emissions target.

Overview of the matrix (70% of the award)

		Adjusted operating profit performance (£m)			
		Below threshold	Threshold	Target	Maximum
Revenue performance (£m)	Maximum	0%	40%	65%	100%
	Target	0%	30%	50%	75%
	Threshold	0%	25%	35%	60%
	Below threshold	0%	0%	0%	0%

Straight-line payouts occur between each of the points above threshold noted above.

The Company's performance resulted in a Group annual incentive payout of 52.22% of maximum opportunity. Performance of individual components is shown below.

2025 Company performance against annual incentive targets (at 2024 constant currency)

Financial measures	% Weighting	2025 Threshold	2025 Target ²	2025 Maximum	2025 Actual	Achieved ³	Weighted achievement
Total external revenue ¹		£3,454.8m	£3,579.8m	£3,704.9m	£3,530.4m		
Adjusted operating profit ¹		£604.2m	£633.1m	£662.1m	£637.5m		
Revenue/profit matrix	70%					47.81%	33.47%
Return on Invested Capital ^{4,5}	15%	22.4%	22.6%	22.8%	23.0%	100.00%	15.00%
Carbon Emissions ^{5,6,7}	15%	148,317	145,409	142,501	133,261	25.00% ⁸	3.75%
Total	100%						52.22%

1. Calculated on constant 2024 exchange rates and adjusted to exclude certain non-budgeted non-recurring items and Separately Disclosed Items.

2. Target is equivalent to 50% payout.

3. Percentage achieved against maximum targets.

4. Return on Invested Capital as per definition used for the Group's KPIs on page 1.24 in Report 1.

5. Operational market-based emissions in tonnes of carbon dioxide equivalent (tCO₂e) as defined on page 1.26 in Report 1.

6. Performance at threshold levels generates 25% outcome for both ROIC and Carbon Emissions.

7. Grant Thornton UK LLP have issued an assurance statement in respect of Carbon Emissions disclosure that can be found on pages 2.48-2.49.

8. As set out in the Remuneration Committee Chair's letter, the Group exceeded the targets set on carbon emissions. Taking into account the proportion of the reduction in carbon emissions that was driven by additional investment in renewables, the Committee, on recommendation from Management, scored the metric at threshold, which reduced the 2025 bonus outcome to 52.22%.



For 2025, the annual incentive outturn in cash and shares is as follows:

Executive Director	Payable in cash £'000	Deferred Share Award ¹ £'000	Percentage of maximum %
André Lacroix	566.2	566.2	52.22
Colm Deasy	267.4	267.4	52.22

1. These awards vest three years after the date of grant, subject to continued employment or good leaver status. The deferred award is based on 50% of the annual incentive outturn.

Vesting of LTIP Share Awards (audited)

The LTIP Share Awards granted in 2023 are subject to performance for the three-year period ended 31 December 2025.

The performance conditions attached to this award and actual performance against these conditions are as follows:

Metric	Performance condition	Threshold target ¹	Stretch target ¹	Actual performance	Vesting level
Earnings Per Share (1/3)	Annualised fully diluted, adjusted EPS growth. Measured on a constant currency basis.	4.0%	10.0%	12.5%	100.00%
Adjusted Free Cash Flow (1/3)	Free cash flow generated from operations less net capital expenditure, net interest paid and income tax paid. Adjusted for separately disclosed items. Measured on a constant currency basis.	£1,109m	£1,189m	£1,270m	100.00%
Return on Invested Capital (1/3)	Adjusted operating profits less adjusted tax, divided by invested capital (net assets excluding tax balances, net financial debt and net pension liabilities). Measured on a constant currency basis.	15.3%	19.3%	23.4%	100.00%
Total vesting					100.00%²

1. 25% of the LTIP share awards will vest at the threshold target and 100% will pay out at the stretch target.

2. All LTIP shares that vest are subject to a further two-year holding period.

The LTIP Share Awards granted in 2023 to the Executive Directors were as follows:

Executive Director	Number of shares at grant	Number of shares based on accrued dividends	Total number of shares	Number of shares to lapse	Number of shares to vest	Value of vested shares £'000 ¹
André Lacroix	72,127	6,138	78,265	-	78,265	3,755
Colm Deasy	20,159	1,710	21,869	-	21,869	1,049
Total	92,286	7,848	100,134	-	100,134	4,804

1. The value of shares vested is calculated using the average mid-market share price in the fourth quarter of 2025 which was £47.9762.

The Committee considered the LTIP out-turns in the context of the underlying financial performance of the Group and determined it was appropriate not to exercise its discretion. There was no share appreciation on the shares which vested below their award price.



LTIP Share Awards granted during the year (audited)

The following LTIP Share Awards were granted to the Executive Directors during 2025:

Executive Director	Type of award	Date of award	Basis of award granted	Award price £	Number of shares over which award was granted	Face value of award £'000	% of face value that would vest at threshold performance	Vesting determined by performance over
André Lacroix	LTIP Share Award	13 March 2025	300% of salary	51.098	62,169	3,177	25%	Three years to 31 December 2027
Colm Deasy	LTIP Share Award	13 March 2025	200% of salary	51.098	19,570	1,000	25%	
	LTIP Share Award	3 June 2025	100% of salary	47.756	10,721	512	25%	

The LTIP Share Awards granted in 2025 are conditional share awards subject to performance for the three-year period ending 31 December 2027 and a two-year post-vesting holding period. Shares were granted at the average of the mid-market quotation price for the five days up to and including the day immediately before grant.

The performance conditions attached to this award and the targets are as follows:

Metric	Performance condition	Threshold target	Maximum target
Earnings Per Share (1/3)	Annualised fully diluted, adjusted EPS growth. Measured on a constant currency basis and per the EPS definition used for the Group's KPIs in the 2024 Annual Report & Accounts.	4%	10%
Adjusted Free Cash Flow (1/3)	Free cash flow generated from operations less net capital expenditure, net interest paid and income tax paid. Adjusted for separately disclosed items. Measured on a constant currency basis. This approach is consistent with the definition in the 2024 Annual Report & Accounts.	£1,297m	£1,377m
Return on Invested Capital (1/3)	Adjusted operating profits less adjusted tax, divided by invested capital (net assets excluding tax balances, net financial debt and net pension liabilities). Measured on a constant currency basis	20.3%	24.3%

Deferred Share Awards granted during the year (audited)

Executive Director	Type of award	Date of award	Basis of award granted	Award price £	Number of shares over which award was granted	Face value of award £'000	Vesting date ¹
André Lacroix	Deferred Share Award	13 March 2025	Deferral of 2024 bonus	51.098	19,813	1,012	13 March 2028
Colm Deasy	Deferred Share Award	13 March 2025	Deferral of 2024 bonus	51.098	9,355	478	13 March 2028

1. Vesting date subject to continued employment or good leaver status.



Share Plan Awards (audited)

The table below shows the Directors' interests in the Intertek Share Plans:

	Type of Award	31 December 2024 Number of shares	Granted in 2025 Number of shares	Award price ¹ £	Dividend accrued in 2025 ²	Vested in 2025 Number of shares	Lapsed in 2025 Number of shares	31 December 2025 Number of shares	Date of vesting
André Lacroix									
2022	LTIP Share ^{2,3}	60,794	-	48.762	-	(60,794)	-	-	Mar 2025
	Dividend	4,693	-	-	-	(4,693)	-	-	
	Deferred Share ³	17,225	-	48.762	-	(17,225)	-	-	Mar 2025
	Dividend	1,326	-	-	-	(1,326)	-	-	
2023	LTIP Share ^{2,4}	72,127	-	41.922	-	-	-	72,127	Mar 2026
	Dividend	3,710	-	-	2,428	-	-	6,138	
	Deferred Share ⁴	4,947	-	41.922	-	-	-	4,947	Mar 2026
	Dividend	252	-	-	166	-	-	418	
2024	LTIP Share ^{2,6}	61,922	-	49.808	-	-	-	61,922	Mar 2027
	Dividend	1,616	-	-	2,084	-	-	3,700	
	Deferred Share ⁶	14,229	-	49.808	-	-	-	14,229	Mar 2027
	Dividend	371	-	-	478	-	-	849	
2025	LTIP Share ^{2,8}	-	62,169	51.098	-	-	-	62,169	Mar 2028
	Dividend	-	-	-	2,092	-	-	2,092	
	Deferred Share ⁸	-	19,813	51.098	-	-	-	19,813	Mar 2028
	Dividend	-	-	-	666	-	-	666	
Total		243,212	81,982		7,914	(84,038)	-	249,070	



	Type of Award	31 December 2024 Number of shares	Granted in 2025 Number of shares	Award price ¹ £	Dividend accrued in 2025	Vested in 2025 Number of shares	Lapsed in 2025 Number of shares	31 December 2025 Number of shares	Date of vesting
Colm Deasy (appointed as a Director 17 March 2023)									
2023	LTIP Share ^{2,4}	4,651	-	41.922	-	-	-	4,651	Mar 2026
	Dividend	238	-	-	155	-	-	393	
	Deferred Share ⁴	1,581	-	41.922	-	-	-	1,581	Mar 2026
	Dividend	79	-	-	52	-	-	131	
	LTIP Share ^{2,5}	15,508	-	42.234	-	-	-	15,508	Jun 2026
	Dividend	796	-	-	521	-	-	1,317	
2024	LTIP Share ^{2,6}	17,065	-	49.808	-	-	-	17,065	Mar 2027
	Dividend	445	-	-	573	-	-	1,018	
	Deferred Share ⁶	4,961	-	49.808	-	-	-	4,961	Mar 2027
	Dividend	128	-	-	166	-	-	294	
	LTIP Share ^{2,7}	3,121	-	48.048	-	-	-	3,121	Jun 2027
	Dividend	81	-	-	104	-	-	185	
2025	LTIP Share ^{2,8}	-	19,570	51.098	-	-	-	19,570	Mar 2028
	Dividend	-	-	-	658	-	-	658	
	Deferred Share ⁸	-	9,355	51.098	-	-	-	9,355	Mar 2028
	Dividend	-	-	-	314	-	-	314	
	LTIP Share ^{2,9}	-	10,721	47.756	-	-	-	10,721	Jun 2028
	Dividend	-	-	-	124	-	-	124	
Total		48,654	39,646		2,667	-	-	90,967	

- All awards made are based on a share price obtained by averaging the closing share prices for the five dealing days before the date of grant, dividends shares are accrued on the date the dividend is paid and determined using the closing market price of the shares on that date. The dividend accruals relate to Share Awards made in lieu of not receiving cash dividends during the vesting period. Shares vest subject to continued employment or good leaver status having been awarded.
- One-third of the LTIP Share Awards are subject to EPS, one-third on Return on Invested Capital and one-third on Adjusted Free Cash Flow. The LTIP shares will be subject to an additional two-year holding period post-vesting.
- Awards vested on 11 March 2025, on which date the closing market price of shares was £49.60, having been granted on 11 March 2022, on which date the closing market price was £48.56. Awards were made at a share price of £48.762 being the share price obtained by averaging the closing share prices for the five dealing days before the date of grant.
- Awards will vest on 13 March 2026, subject to continued employment or good leaver status, having been granted on 13 March 2023 on which date the closing market price was £40.26. Awards were made at a share price of £41.922 being the share price obtained by averaging the closing share prices for the five dealing days before the date of grant.
- Awards will vest on 6 June 2026, subject to continued employment or good leaver status, having been granted on 6 June 2023 on which date the closing market price was £43.69. Awards were made at a share price of £42.234 being the share price obtained by averaging the closing share prices for the five dealing days before the date of grant.
- Awards will vest on 13 March 2027, subject to continued employment or good leaver status, having been granted on 13 March 2024 on which date the closing market price was £50.16. Awards were made at a share price of £49.808 being the share price obtained by averaging the closing share prices for the five dealing days before the date of grant.
- Awards will vest on 5 June 2027, subject to continued employment or good leaver status, having been granted on 5 June 2024 on which date the closing market price was £49.34. Awards were made at a share price of £48.048 being the share price obtained by averaging the closing share prices for the five dealing days before the date of grant.
- Awards will vest on 13 March 2028, subject to continued employment or good leaver status, having been granted on 13 March 2025 on which date the closing market price was £48.80. Awards were made at a share price of £51.098 being the share price obtained by averaging the closing share prices for the five dealing days before the date of grant.
- Awards will vest on 3 June 2028, subject to continued employment or good leaver status, having been granted on 3 June 2025 on which date the closing market price was £47.52. Awards were made at a share price of £47.756 being the share price obtained by averaging the closing share prices for the five dealing days before the date of grant.



Malus and clawback (audited)

The Committee did not use the malus or clawback provisions in the year under review.

Directors' interests in ordinary shares (audited)

The interests of the Directors in the shares of the Company as at the year end, or date of ceasing to be a Director, are set out below. Save as stated in this report, during the course of the year, no Director or any member of his or her immediate family have any other interest in the ordinary share capital of the Company or any of its subsidiaries. None of the Non-Executive Directors have share options or share awards.

	Beneficially owned at 31 December 2024	Beneficially owned at 31 December 2025 or on ceasing to be a Director ¹	Outstanding LTIP Share Awards ²	Outstanding Deferred Shares ³	Shareholding as a % of salary ⁴	Shareholding Guideline met
André Lacroix ⁵	526,129	570,669	208,148	40,922	2,435	Yes
Colm Deasy ⁶	6,343	6,552	74,331	16,636	59	No
Andrew Martin	8,980	9,356	–	–	n/a	n/a
Hilde Merete Aasheim	0	0	–	–	n/a	n/a
Graham Allan	2,837	2,958	–	–	n/a	n/a
Gurnek Bains	830	951	–	–	n/a	n/a
Lynda Clarizio ⁷	478	481	–	–	n/a	n/a
Robin Freestone	0	6,601	–	–	n/a	n/a
Tamara Ingram	469	586	–	–	n/a	n/a
Jez Maiden	504	611	–	–	n/a	n/a
Steve Mogford	0	121	–	–	n/a	n/a
Kawal Preet	254	371	–	–	n/a	n/a
Apurvi Sheth	118	239	–	–	n/a	n/a
Jean-Michel Valette	10,847	10,962	–	–	n/a	n/a

1. No changes in the above Directors' interests have taken place between 31 December 2025 and 3 March 2026.

2. Subject to performance conditions.

3. Subject to continued employment or good leaver status.

4. Calculated as the number of shares beneficially owned at 31 December 2025 based on a share price of £46.26 as at 31 December 2025, being the last trading day, and applied to the annual salary for 2025.

5. Appointed 16 May 2015 with the guideline to hold 200% of base salary in shares by 16 May 2020. With effect from the AGM held on 26 May 2021, this was increased to 500% of base salary, which has been exceeded.

6. Appointed 17 March 2023 with a guideline to hold 300% of base salary.

7. As at 31 March 2025, the date she stepped down from the Board.

Post-employment share ownership requirements

In line with best practice on the post-cessation of employment shareholding guidelines, Executive Directors are required to retain shares equivalent to the lower of their in-employment shareholding requirement or shareholding at the date of leaving, for two years after ceasing employment with Intertek. These will be held in the Company nominee account with the date that the holding restriction falls away annotated on the account.



Payments to past Directors (audited)

Jonathan Timmis ceased to be a Director on 17 March 2023. In line with the previously disclosed arrangements agreed with Jonathan Timmis, he had pro-rated deferred shares vest in the year of 7,462 at a share price of £49.94 of which 3,508 shares were retained to cover tax, leaving 3,954 shares which were transferred to the nominee account. In addition he had 7,729 LTIP shares vest of which 3,633 were retained to cover tax and 4,096 were transferred to the nominee account as they are subject to a further two-year post-vest holding period. The vesting price of these shares was £49.94. All share awards are subject to malus and clawback provisions.

Lynda Clarizio stepped down from the Board on 31 March 2025. She received no compensation for loss of office but received a Directors' fee applicable for the period to 31 March 2025 when she was a Director of the Company.

Payments for loss of office (audited)

There were no payments for loss of office.

Percentage change in remuneration levels

The table below shows the average movement in salary and annual incentive for UK employees between the 2020/2021, the 2021/2022, the 2022/2023, the 2023/2024 and the 2024/2025 financial year ends. The UK total employee population has been chosen as a comparator, as the parent company (Intertek Group plc) does not have any employees apart from the Directors.

	Salary %					Annual Incentive %					Benefits %				
	2020/ 2021	2021/ 2022	2022/ 2023	2023/ 2024	2024/ 2025	2020/ 2021	2021/ 2022	2022/ 2023	2023/ 2024	2024/ 2025	2020/ 2021	2021/ 2022	2022/ 2023	2023/ 2024	2024/ 2025
CEO (André Lacroix ¹)	1.4	1.5	2.0	2.7	2.6	n/a	(75.3)	241.4	42.9	(44.0)	(2.3)	8.2	(0.8)	15.0	13.8
CFO (from 17 March 2023) (Colm Deasy ²)	n/a	n/a	n/a	n/a	5.8	n/a	n/a	n/a	n/a	(44.0)	n/a	n/a	n/a	n/a	24.0
Average based on Intertek's UK employees ³	n/a	4.1	3.4	0.4	5.9	n/a	n/a	15.8	(39.6)	201.4	n/a	n/a	n/a	n/a	n/a
Chair of the Board (from 1 Jan 2021) (Andrew Martin)	280.4	-	-	-	14.9	n/a	n/a	n/a	n/a	n/a	-	n/a	(10.0)	22.2	63.6
Hilde Merete Aasheim (from 1 April 2025)	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Graham Allan	-	-	-	3.4	22.8	n/a	n/a	n/a	n/a	n/a	-	-	-	-	-
Gurnek Bains	-	-	-	-	13.0	n/a	n/a	n/a	n/a	n/a	-	-	-	-	-
Lynda Clarizio (from 1 March 2021 until 31 March 2025)	-	23.1	-	-	n/a	n/a	n/a	n/a	n/a	n/a	-	350.0	-	160.0	n/a
Robin Freestone (from 1 April 2025)	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Tamara Ingram	32.5	11.8	2.8	-	13.0	n/a	n/a	n/a	n/a	n/a	-	-	-	-	-
Jez Maiden (from 26 May 2022)	n/a	n/a	n/a	-	13.9	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	350.0	(11.1)
Steve Mogford (from 1 January 2025)	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Kawal Preet (from 31 December 2022)	n/a	n/a	n/a	9.7	20.6	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	40.0	(42.9)
Apurvi Sheth (from 1 September 2023)	n/a	n/a	n/a	n/a	20.6	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	(25.0)
Jean-Michel Valette	13.9	-	-	-	12.2	n/a	n/a	n/a	n/a	n/a	(25.0)	180.0	-	225.0	(46.2)

1. The percentage change for incentive and benefits for André Lacroix are based on actual amounts earned from 2020, 2021, 2022, 2023, 2024 and 2025. The overnight increase in April 2025 was 2.4%.

2. Colm Deasy was appointed on 17 March 2023 as a Director.

3. The Intertek UK employee group has been selected as the most appropriate comparator group, due to the diverse nature of the Group's global employee population.

Non-Executive Director fees are set in advance for all Non-Executive Directors and any changes in salary percentages reflect that one comparator year was not a full year, or the Non-Executive Director changed Committee roles and there was an adjustment to their fees to reflect this, or a general increase in fees which would be reflected in the table on page 2.93. Any changes in the Benefits % column would reflect the benefits in kind occurred in the performance of their duties (e.g. expenses for accommodation, travel or meals) - whether there is a claim depends on where the meetings are held in relation to where the Director's place of work is considered to be or where n/a is shown this indicates that the Director was not in role for the full period and the preceding period.



CEO pay ratio

The following table sets out the CEO's pay ratio, comparing the CEO's total remuneration against that of UK employees. The table below shows the required information from 2020 through to 2025.

	Method	25th percentile pay ratio	Median pay ratio	75th percentile pay ratio
2025 CEO	Option B	199:1	144:1	106:1
2024 CEO ¹	Option B	219:1	172:1	116:1
2023 CEO	Option B	195:1	139:1	98:1
2022 CEO	Option B	112:1	89:1	57:1
2021 CEO	Option B	117:1	90:1	56:1
2020 CEO	Option B	94:1	72:1	50:1

1. These ratios have been updated to reflect actual LTI vesting value in the single pay figure.

The regulations also require the total pay and benefits and the salary component of total pay to be set out as follows:

	Base salary £	Total pay and benefits £
CEO remuneration	1,077,977	6,198,860
UK employee 25th percentile	29,098	31,122
UK employee median	37,234	42,994
UK employee 75th percentile	52,804	58,587

In terms of reporting options, the Company chose option B, using the most recent gender pay gap information to determine the relevant employees at the 25th, 50th and 75th percentile to compare to CEO pay, as that data was already available and is used for other reporting purposes. It refers to gender pay data as of 1 April 2025 and uses the single total figure methodology for the identified individuals. The pay and benefits for the employees at the quartiles are their total actual annual pay and benefits as of 31 December 2025.

With regards to representativeness of the ratios, Intertek is a very diverse employer and has employees in many UK locations. Our employees have many different qualifications and are working in and serving almost all major industries. As a consequence, it is unlikely that there is any one single individual whose pay and benefits are representative of Intertek UK as a whole. Intertek has therefore also looked at the total pay of the individuals immediately above and below the 25th, 50th and 75th percentile. Looking at the spread of resulting ratios, it was decided that the 'best equivalent' would be the arithmetic mean of the total pay of three individuals around each reporting point:

- For the three employees around the 25th percentile: Ratios ranged from 198:1 to 200:1, with an arithmetic mean of 199:1.
- For the three employees around the 50th percentile: Ratios ranged from 131:1 to 157:1, with an arithmetic mean of 145:1.
- For the three employees around the 75th percentile: Ratios ranged from 104:1 to 109:1, with an arithmetic mean of 106:1.

When calculating total pay and rewards, no pay components were omitted. The Company used the calculation methodology as set out in the relevant regulations (The Companies (Miscellaneous Reporting) Regulations 2018). For part-time employees, their relevant pay and benefit components have been adjusted to the equivalent full-time figure for the relevant business. Full-time equivalent hours can vary across locations and legal entities.

The pay ratio reflects how remuneration arrangements differ as responsibility increases for more senior roles in the organisation, including reflecting that an increased proportion is based on performance-related variable pay and short-term-based incentives for more senior executives. The Committee is therefore comfortable that the pay ratio reflects the pay and progression policies at Intertek.

Relative importance of the spend on pay

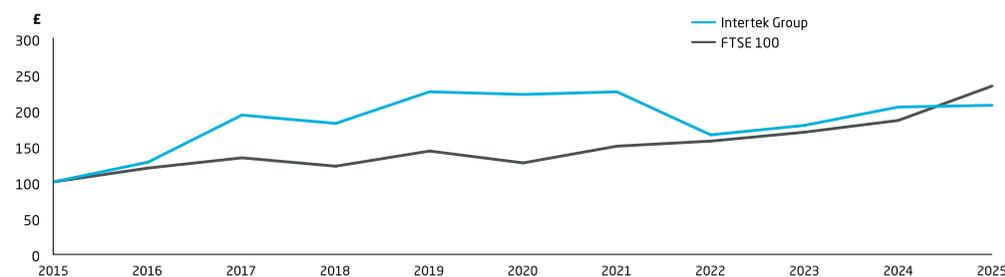
The table below shows the movement in spend on staff costs between the 2024 and 2025 financial years, compared to dividends.

	2025 £m	2024 £m	% change
Staff costs ¹	1,480.3	1,492.5	(0.8)%
Dividends	252.2	206.1	22.4%

1. Staff costs are shown at actual rates. At constant currency, staff costs increased by 2.1%, reflecting a 2.9% foreign exchange impact.

Performance graph

Consistent with prior years, the graph alongside shows the TSR in respect of the Company over the last ten financial years, compared with the TSR for the full FTSE 100 Index. The FTSE 100 is selected as the comparator group as it is a good representation of peer group companies and Intertek is a constituent of the FTSE 100. TSR, reflecting the change in the value of a share and dividends paid, can be represented by the value of a notional £100 invested at the beginning of a period and its change over that period.





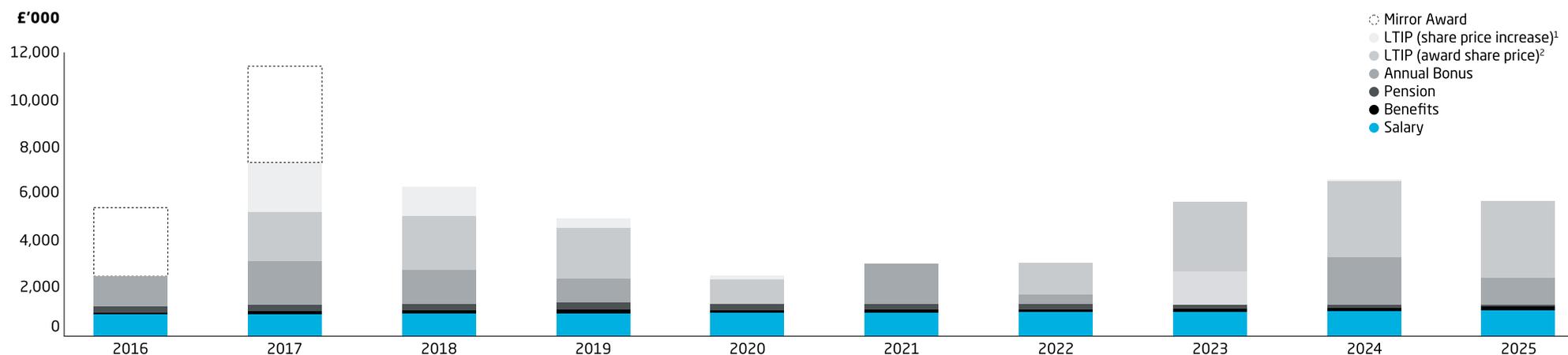
CEO total remuneration

The total remuneration figures for the CEO during each of the past ten financial years are shown in the table below. Consistent with the calculation methodology for the single figure for total remuneration, the total remuneration figure includes the total annual incentive and Deferred Share Award based on that year's performance and LTIP share awards based on the three-year performance period ending in the relevant year. The annual incentive payout and LTIP award vesting level as a percentage of the maximum opportunity are also shown for each of these years.

	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025
Total remuneration £'000	5,452 ¹	11,417 ¹	6,223	4,986	2,470	3,048	3,080	5,675	6,611 ²	6,199
Annual incentive (%)	70.2	100.0	75.5	52.3	0.0	85.0	20.6	68.9	95.6	52.2
LTIP award vesting (%)	-	90.9	98.3	89.4	41.5	0.0	66.7	100.0	100.0	100.0

- As reported in previous years, at the time of joining, the Company had bought out André's existing share awards with his previous employer in two tranches of 91,575 and 91,574 shares vesting in 2016 and 2017, each at an award price of £28. The tranche that vested in 2017 vested at a share price of £42.95, which represents an increase in our Company share price over the two years of over 53%. These awards were one-off awards and not part of his ongoing remuneration.
- This figure has been updated to show the actual value of the vested LTIP award based on the share price of £49.94, whilst the 2024 Annual Report included figures based on the share price for the final quarter of 2024 (£47.69). There was no discretion exercised in respect of the awards.

The graph below shows the total remuneration of the Intertek CEO over the ten-year period from 2016 to 2025.



- LTIP (share price increase) shows the proportion of the LTIP value received which resulted from increase in the share price over the vesting period.
- LTIP (award share price) shows the proportion of the LTIP value received which resulted from the share price on award date.

Approval of the Directors' Remuneration report

The Directors' Remuneration report, including both the Directors' Remuneration Policy and the Annual Report on Remuneration, was approved by the Board on 2 March 2026.

Graham Allan
Chair of the Remuneration Committee



In accordance with the requirements of the Companies Act 2006 ('Act') and the Disclosure Guidance and Transparency Rules ('DTR') of the Financial Conduct Authority ('FCA'), the following section describes the matters that are required for inclusion in the Directors' report and which have been approved by the Board. Further details of matters required to be included in the Directors' report are incorporated by reference into this report and set out below.

Annual Report & Accounts and compliance with UK Listing Rule ('UKLR') 6.6.1 R

The Annual Report & Accounts is in a three-report format: Strategic Report – Report 1; Sustainability Report/Directors' report – Report 2; and Financial Report – Report 3. The Board has prepared a Strategic Report in Report 1 which provides an overview of the development and performance of the Company's business together with any research and development activities during the year ended 31 December 2025 and its position at the end of that year. The Strategic Report additionally outlines any important events since the end of the financial year and likely future developments in the business of the Company and Group.

For the purposes of compliance with DTR 4.1.5 R (2) and DTR 4.1.8 R, the required content of the management report can be found in the Strategic Report and this Directors' report in Report 2, including the sections of the Annual Report & Accounts, being Reports 1, 2 and 3, incorporated by reference.

For the purposes of UKLR 6.6.4 R, the information required to be disclosed by UKLR 6.6.1 R can be found in the table below.

Topic	Location and page	
1.	Amount of interest capitalised	Not applicable
2.	Any information required by UKLR 6.2.23 R (Publication of unaudited financial information)	Not applicable
3.	Details of long-term incentive schemes	Directors' Remuneration Committee Report (pages 2.80–2.107)
4.	Waiver of emoluments by a Director	Not applicable
5.	Waiver of future emoluments by a Director	Not applicable
6.	Non pre-emptive issues of equity for cash	Not applicable
7.	Information required by Topic 6 above for any unlisted major subsidiary undertaking of the Company	Not applicable
8.	Company participation in a placing by a listed subsidiary	Not applicable
9.	Any contracts of significance	Other Disclosures (page 2.109)
10.	Any contracts for the provision of services by a controlling shareholder	Not applicable
11.	Shareholder waivers of dividends	Other Disclosures (page 2.109)
12.	Shareholder waivers of future dividends	Other Disclosures (page 2.109)
13.	Agreements with controlling shareholders	Not applicable



Directors

The names of the members of the Board, as at the date of this report, and their biographical details are set out on pages 2.54–2.56.

Articles of Association

The Company's Articles of Association contain provisions relating to the retirement, election and re-election of Directors but, in accordance with best practice, all Directors who wish to continue to serve will stand for election and re-election at the Annual General Meeting ('AGM').

The Articles of Association set out the internal regulation of the Company and cover such matters as the rights of shareholders, the appointment or removal of Directors and the conduct of the Board and general meetings. Copies are available upon request from the Group Company Secretary and are available at the Company's AGM. Further powers are granted by members in general meetings and those currently in place are set out in detail on the next page.

Directors' indemnities

The Board believes that it is in the best interests of the Group to attract and retain the services of the most able and experienced Directors by offering competitive terms of engagement, including the granting of indemnities on terms consistent with the applicable statutory provisions. In accordance with the Articles of Association, the Company has executed deed polls of indemnity for the benefit of the Directors of the Company.

These provisions, which are deemed to be qualifying third-party indemnity provisions (as defined by section 234 of the Act), were in force during the financial year ended 31 December 2025 for the benefit of the Directors and, at the date of this report, remain in force in relation to certain losses and liabilities which they may incur (or have incurred) in connection with their duties, powers or office.

Directors' interests

Other than the Directors' service agreements or letters of appointment, none of the Directors of the Company had a personal interest in any business transactions of the Company or its subsidiaries. The terms of the Directors' service agreements or letters of appointment and the Directors' interests in shares and share awards of the Company, in respect of which transactions are notifiable to the Company and the FCA under Article 19 of the UK Market Abuse Regulation, are disclosed in the Directors' Remuneration report.

Directors' powers

The Directors are responsible for the strategic management of the Company and their powers to do so are determined by the provisions of the Act and the Company's Articles of Association.

Dividend

The Directors are recommending a final dividend of 107.7p per ordinary share (2024: 102.6p) making a full year dividend of 165.0p per ordinary share (2024: 156.5p) which will, if approved at the AGM, be paid on 24 June 2026 to shareholders on the register at the close of business on 29 May 2026.

Share capital

The issued share capital of the Company and the details of the movements in the Company's share capital during the year, including shares purchased as part of the share buyback programme, are shown in note 15 in Report 3.

The holders of ordinary shares are entitled to receive dividends when declared, receive the Company's Annual Report & Accounts, attend and speak at general meetings of the Company, appoint proxies and exercise voting rights. A waiver of dividend exists in respect of the 435,591 shares held by the Intertek Group Employee Share Ownership Trust ('Trust') as of 31 December 2025 and with respect to future dividends. Details of the shares purchased by the Trust during the year are outlined in note 15 in Report 3. There are no restrictions on the transfer of ordinary shares in the Company.

The rights attached to shares in the Company are provided by the Articles of Association, which may be amended or replaced by means of a special resolution of the Company in a general meeting. The Directors' powers are conferred on them by UK legislation and by the Company's Articles of Association.

No ordinary shares carry any special rights with regard to the control of the Company and there are no restrictions on voting rights except that a shareholder has no right to vote in respect of a share unless all sums due in respect of that share are fully paid. There are no arrangements known to the Company by which financial rights carried by any shares in the Company are held by a person other than the holder of the shares, nor are there any arrangements between holders of securities that may result in restrictions on the transfer of securities or on voting rights known to the Company. All issued shares are fully paid.

Shares are admitted to trading on the London Stock Exchange and may be traded through the CREST system.

Allotment of shares

At the AGM held in 2025, the shareholders generally and unconditionally authorised the Directors to allot relevant securities up to approximately two-thirds of the nominal amount of issued share capital.

It is the Directors' intention to seek renewal of this authority in line with guidance issued by the Investment Association. The resolution will be set out in the Notice of AGM.

At the AGM held in 2025, the Directors were also empowered by the shareholders to allot equity securities, up to 5% of the Company's issued share capital, for cash under section 570 of the Act. It is intended that this authority be renewed at the forthcoming AGM.

It is the Board's intention to also propose the renewal of the additional special resolution to allow the Company to allot equity securities up to a further 5% of the Company's issued share capital. This is applicable when the Board determines a transaction to be an acquisition or other capital investment and 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.

Purchase of own shares

Shareholders also approved the authority for the Company to buy back up to 10% of its own ordinary shares by market purchase until the conclusion of the AGM to be held this year. During 2025, the Directors exercised this authority having considered the gearing levels, the general financial position of the Company, and on being satisfied that the purchase would increase the earnings per share of the ordinary share capital in issue, and that the purchase was in the interests of the shareholders. Further details about the buyback undertaken can be found in note 15 in Report 3. The Directors will seek to renew this authority for up to 10% of the Company's issued share capital at the forthcoming AGM. This power 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 give careful consideration to gearing levels of the Company and its general financial position. Any shares purchased in this way may be held in treasury which, the Directors believe, will provide the Company with flexibility in the management of its share capital. Where treasury shares are used to satisfy Share Awards, they will be classed as new issue shares for the purpose of the 10% limit on the number of shares that may be issued over a ten-year period under the relevant share plan rules. The Company currently holds no shares in treasury.

Significant agreements

The Company is not a party to significant agreements which take effect, alter or terminate upon a change of control following a takeover bid apart from a number of credit facilities with banks together with certain senior notes issued by the Company. The total amount owing under such credit facilities and senior note agreements as of 31 December 2025 is shown in note 14 to the financial statements on page 3.28 in Report 3. These agreements contain clauses such that, in the event of a change of control, the Company can offer to or must repay all such borrowings together with accrued interest, fees and other sums owing as required by the individual agreements.



The rules of the Company's incentive plans contain clauses relating to a change of control resulting from a takeover and, in such an event, awards would vest subject to the satisfaction of any associated performance criteria. The Company is not aware of any other agreements with change of control provisions that are considered to be significant in terms of their potential impact to the business.

There are no significant agreements or contracts in place with any Group Company and a Director of the Company or a major shareholder.

Our people

Information about the Group's employees, employment of disabled persons policies and employment practices is contained within this report on pages 2.16–2.23. Information on the employee share schemes is in the Directors' Remuneration report and note 17, on pages 3.38–3.39 in Report 3. The steps by the Company taken to inform, engage and consult with employees is outlined on pages 2.16 – 2.23 and page 2.63.

Stakeholders

Information on the steps taken by the Company to inform, engage and consult with our stakeholders is outlined on pages 2.24–2.33, 2.40–2.43, 2.46, 2.66 and 2.67.

Energy use and greenhouse gas ('GHG') emissions

Information about the Group's energy use, GHG emissions and methodologies used for their calculation are given in this report on pages 2.34–2.39.

Task Force on Climate-related Financial Disclosures ('TCFD')

The climate-related financial disclosures consistent with TCFD recommendations are on pages 1.62–1.70 in Report 1.

Financial instruments

Details about the Group's use of financial instruments are outlined in note 14 in Report 3.

Material interests in shares

Up to 2 March 2026, being the latest practicable date before the publication of this report, the below disclosures of major holdings of voting rights have been made (and have not been amended or withdrawn) to the Company pursuant to the requirements of DTR 5. Changes notified to the Company after the year end have been disclosed in line with DTR 5 via a Regulatory Information Service.

Political donations

At the AGM in 2025, shareholders passed an ordinary resolution, on a precautionary basis, to authorise the Company to make donations to UK political organisations and to incur UK political expenditure (as such items are defined in the Act) not exceeding £90,000.

During the year the Group did not make any such political donations (2024: £nil). It is the Company's policy not to, directly or through any subsidiary, make what are commonly regarded as donations to any political party.

At the forthcoming AGM of the Company, shareholders' approval will again be sought to authorise the Group to make political donations and/or incur political expenditure (as such terms are defined in section 362 to 379 of the Act). Further information is contained in the Notice of AGM.

Branches

The Company, through various subsidiaries, has established branches in a number of different countries in which the business operates. The list of related undertakings is available in note 23 in Report 3.

Annual General Meeting

The Notice of AGM, which is to be held on 20 May 2026, will be available for download from the Company's website at [intertek.com/investors](https://www.intertek.com/investors). The Notice details the business to be conducted at the meeting and includes information concerning the deadlines for submitting proxy forms and in relation to voting rights.

Independent auditors

Following the external audit tender process as set out on page 2.77, and upon the recommendation of the Audit Committee, a resolution to appoint Deloitte LLP as auditors, and to determine their remuneration, will be proposed at the forthcoming AGM. Subject to the appointment of Deloitte LLP at the AGM, the current auditor, PricewaterhouseCoopers LLP, will step down from office.

Statement of disclosure of information to auditors

The Directors who held office at the date of approval of this Directors' report confirm that, so far as they are aware, there is no relevant audit information of which the Company's auditors are unaware and each Director has taken all reasonable steps that he or she ought to have taken as a Director of the Company to make themselves aware of any relevant audit information and to establish and ensure that the Company's auditors are aware of that information.

Material interests in shares at date of notification

Shareholder	Direct voting rights	Indirect voting rights	Percentage of voting rights attached to shares	Voting rights through financial instruments	Percentage of voting rights through financial instruments	Total voting rights	Percentage of total voting rights
BlackRock, Inc.	-	12,341,128	8.01%	3,194,181	2.06%	15,535,309	10.07%
PineStone Asset Management Inc.	8,157,859	-	5.05%	-	-	8,157,859	5.05%
Massachusetts Financial Services Company	-	8,068,287	4.99%	-	-	8,068,287	4.99%
Fiera Capital Corporation	-	8,010,553	4.96%	-	-	8,010,553	4.96%

These holdings are published on a Regulatory Information Service and on the Company's website.

Statement of Directors' Responsibilities

in respect of the financial statements



The Directors are responsible for preparing the Annual Report & Accounts, including the financial statements, in accordance with applicable law and regulation.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the Group financial statements in accordance with UK-adopted international accounting standards and the Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 'Reduced Disclosure Framework', and applicable law).

Under company law, Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Company and of the profit or loss of the Group for that period. In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable UK-adopted international accounting standards have been followed for the Group financial statements and United Kingdom Accounting Standards, comprising FRS 101, have been followed for the Company financial statements, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

The Directors are responsible for safeguarding the assets of the Group and Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements and the Directors' Remuneration report comply with the Companies Act 2006.

The Directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Directors' confirmations

The Directors consider that the Annual Report & Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's and Company's position and performance, business model and strategy.

Each of the Directors, whose names and functions are listed in the Directors' report, confirm that, to the best of their knowledge:

- the Group financial statements, which have been prepared in accordance with UK-adopted international accounting standards, give a true and fair view of the assets, liabilities, financial position and profit of the Group;
- the Company financial statements, which have been prepared in accordance with United Kingdom Accounting Standards, comprising FRS 101, give a true and fair view of the assets, liabilities and financial position of the Company; and
- the Strategic Report includes a fair review of the development and performance of the business and the position of the Group and Company, together with a description of the principal risks and uncertainties that it faces.

In the case of each Director in office at the date the Directors' report is approved:

- so far as the Director is aware, there is no relevant audit information of which the Group's and Company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Group's and Company's auditors are aware of that information.

André Lacroix

Chief Executive Officer
2 March 2026

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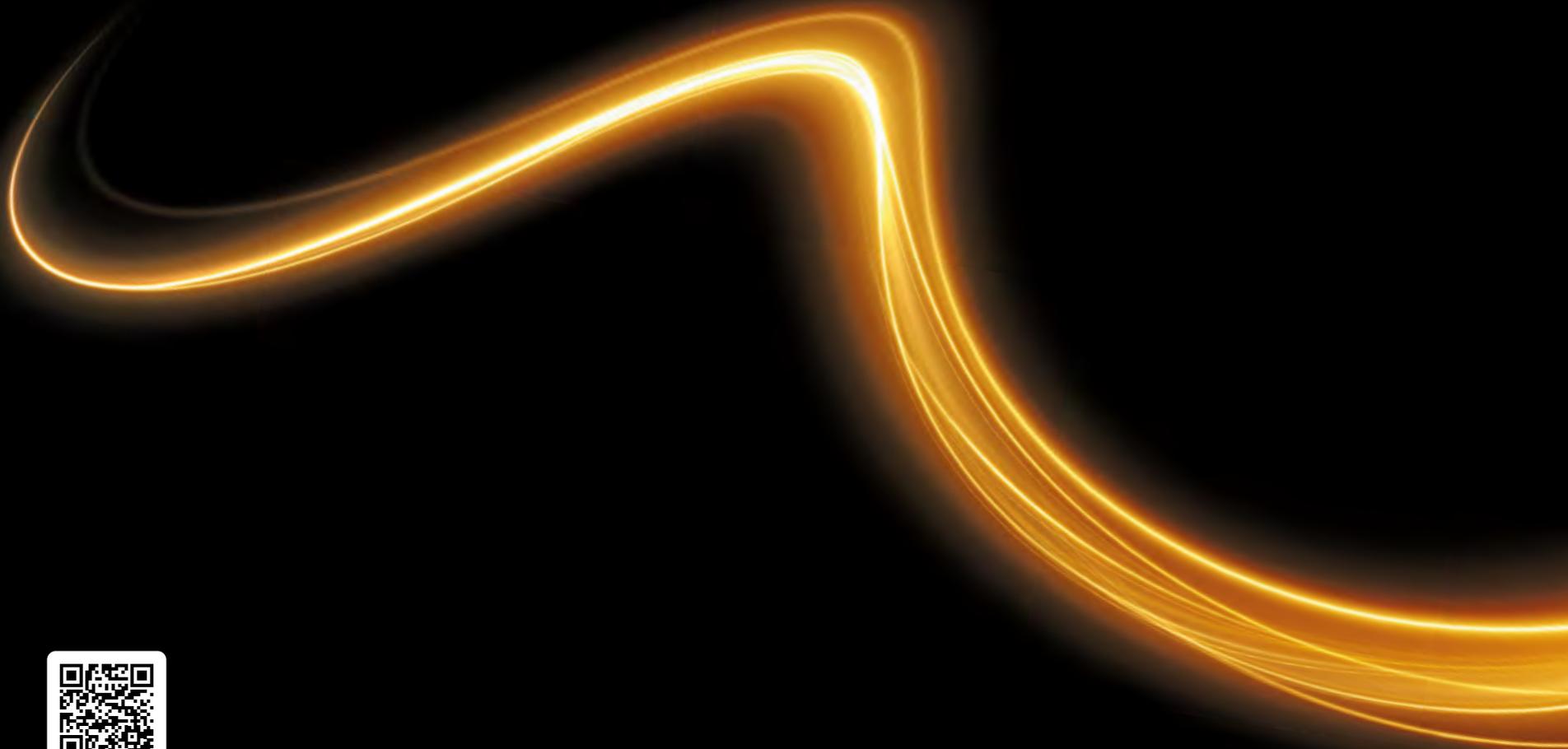
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