

**INTERTEK GROUP INC AGM Date: 2013-05-17**

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|--|----------------|
| <b>1 Receive the Annual Report</b>   | <b>For</b>     |
| <b>2 Approve the Remuneration Report</b><br>Disclosure is adequate overall. TSR and ESP targets attached to the matching shares are not sufficiently challenging for the level of award. The use of two performance conditions is welcomed. It is considered best practice that all long term incentive schemes should apply at least two performance conditions concurrently rather than separately. Total variable pay is excessive in theory and in practice, particularly for the Chief Executive. Service contracts are 12-month rolling and termination payments do not raise governance concerns. | <b>Oppose</b>  |
| <b>3 Approve the dividend</b>  | <b>For</b>     |
| <b>4 Re-elect Sir David Reid</b><br>Chairman. Independent upon appointment. Mr. Reid serves as Chair of the Nomination Committee and we note that the company has not made a statement of intention to meet the Davies recommendation with respect to female representation on the Board. We consider this Mr. Reid's responsibility and therefore abstain his re-election.  | <b>Abstain</b> |
| <b>5 Re-elect Edward Astle</b>   | <b>For</b>     |
| <b>6 Re-elect Alan Brown</b>   | <b>For</b>     |
| <b>7 Re-elect Wolfhart Hauser</b>  | <b>For</b>     |
| <b>8 Re-elect Christopher Knight</b>   | <b>For</b>     |
| <b>9 Elect Louise Makin</b>  | <b>For</b>     |
| <b>10 Re-elect Lloyd Pitchford</b>   | <b>For</b>     |
| <b>11 Re-elect Michael Wareing</b><br>Senior Independent Director. Michael Wareing is Chairman of the Audit Committee and served as International Chief Executive Officer of KPMG until 2011 when he was appointed to the Board. KPMG has audited the Company since 2002 when the Company was listed. At the very least he should not be a member of the audit committee.  | <b>Oppose</b>  |
| <b>12 Elect Lena Wilson</b>  | <b>For</b>     |
| <b>13 Appoint the auditors</b><br>KPMG Audit Plc proposed. Non-audit fees were 20% of audit fees during the year under review and 77% on a three year aggregate basis. This level of non-audit fees gives rise to concerns over the independence of the auditors. In addition, Michael Wareing, Chairman of the Audit Committee, served as International Chief Executive Officer of KPMG until 2011. On this basis, we oppose.   | <b>Oppose</b>  |
| <b>14 Allow the board to determine the auditors remuneration</b>   | <b>For</b>     |
| <b>15 Issue shares with pre-emption rights</b>   | <b>For</b>     |

**16 Approve EU Political Donations**

**For**

The board seeks shareholder approval for the authority to: (a) make donations to political parties or independent election candidates; (b) make donations to political organisations other than political parties; and (c) to incur political expenditure. The maximum aggregate payable under the authority shall not exceed £90,000. The notice of meeting makes it clear that the company does not make donations to political parties.

**17 Issue shares for cash**

**For**

**18 Authorise Share Repurchase**

**For**

**19 Meeting notification related proposal**

**For**