

The Intertek logo consists of the word "Intertek" in a white, sans-serif font, centered within a dark blue rounded rectangular background.

Notice of 2009 Annual General Meeting

and Amendments to the Articles of Association

**This document is important and
requires your immediate attention.**

If you are in any doubt as to the course of action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised pursuant to the Financial Services and Markets Act 2000.

If you have sold or transferred all your ordinary shares in Intertek Group plc, please forward this document together with the Proxy Form to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

Intertek

Intertek Group plc
(the 'Company')

Registered Office

25 Savile Row
London
W1S 2ES

Incorporated in England and
Wales under the Companies
Act 1985 with Registration
Number 4267576

Directors

Vanni Treves (Chairman)
Richard Nelson (Non-Executive Deputy Chairman)
Wolfhart Hauser (Chief Executive Officer)
Mark Loughhead (Chief Operating Officer)
Bill Spencer (Chief Financial Officer)
David Allvey (Senior Independent Non-Executive Director)
Christopher Knight (Non-Executive Director)
Debra Rade (Non-Executive Director)

Notice of 2009 Annual General Meeting ('AGM') and proposed changes to the Articles of Association ('Articles')

9 March 2009

Dear Shareholder

Introduction

The 2009 AGM will be held in the Pine Room, The Westbury Hotel, Conduit Street, Mayfair, London, W1S 2YF at 11.30am on Friday, 15 May 2009. The formal Notice of the AGM is set out on page 4 of this document. The purpose of this letter is to give you details about matters relevant to the business to be conducted at the AGM and further information on the resolutions to be proposed at the meeting.

A copy of the Company's 2008 Annual Report and Accounts accompanies this Notice.

Resolutions 1 to 10 will be proposed as Ordinary Resolutions. Resolutions 11 to 14 will be proposed as Special Resolutions.

Annual Report and Accounts for the year ended 31 December 2008

Resolution 1 will be the consideration and adoption of the 2008 Annual Report and Accounts. At the meeting Shareholders will be invited to raise any questions they may have arising out of the 2008 Annual Report and Accounts.

Payment of a Final Dividend

Resolution 2 is a resolution for the approval of the payment of a final dividend of 13.7p per ordinary share to Shareholders whose names appear on the Register at the close of business on 5 June 2009. If approved, the final dividend will be paid on 19 June 2009.

Remuneration Report

In accordance with the Companies Act 2006 ('2006 Act'), directors of listed companies are required to prepare a Remuneration Report which must be approved by the members of the Company at the meeting at which the Company's annual accounts are to be laid. It is proposed, as Resolution 3, that the Directors' Remuneration Report for the financial year ended 31 December 2008, as set out on pages 42 to 55 of the Annual Report and Accounts, be approved.

The Directors' Remuneration Report contains details of the Directors of the Company who were members of the Remuneration Committee, a forward-looking statement of the Company's policy on Directors' remuneration, a performance graph showing the Company's total shareholder return compared with the performance of the FTSE 250 index, details of the Directors' service contracts and specific disclosures relating to each Director's remuneration.

Election of Directors

Resolutions 4, 5 and 6 are resolutions for the re-election of Wolfhart Hauser (Chief Executive Officer), Debra Rade (Non-Executive Director) and Christopher Knight (Non-Executive Director) who are retiring by rotation in accordance with Article 94 of the existing Articles. The Board considers it in the interest of the Company that Wolfhart Hauser continues in his role as Chief Executive Officer and therefore strongly recommends his re-election as a Director.

Debra Rade and Christopher Knight are both Non-Executive Directors. The Board confirms that Wolfhart, Debra and Christopher continue to be effective, demonstrating significant commitment to their roles, and that they have satisfied the formal performance evaluation process.

The Board believes that each Director standing for re-election has considerable and wide-ranging experience, which will be invaluable to the Company and recommends the re-election of each of the retiring directors.

Biographies of all Directors are set out in pages 32 and 33 of the 2008 Annual Report and Accounts.

Reappointment and remuneration of auditors

Under Resolution 7, it is proposed that KPMG Audit Plc be re-appointed as auditors for the coming year and under Resolution 8, that the Directors (through the Audit and Risk Committee) be authorised to determine their remuneration.

Directors' authority to allot shares

At the AGM held in May 2008 Shareholders authorised the Directors to allot relevant securities for a period of five years.

In accordance with the Directors' intention to seek annual renewal of this authority, a Resolution is proposed once again that will authorise the Directors to allot relevant securities. The Resolution is in two parts. In part (a) the Directors will be authorised to allot £526,072 nominal amount of relevant securities representing approximately one-third of the nominal amount of issued share capital of the Company as at 5 March 2009 (being the latest practicable date prior to publication of this Notice). The authority will lapse at the end of the next following AGM of the Company or after 15 months from the passing of the Resolution (whichever is the earlier). From the date of the passing of the Resolution to 30 September 2009 the authority applies only to £421,785, being the nominal amount of relevant securities available for allotment within the limits of the Company's authorised share capital. After such date, the authority in part (a) will apply to one-third of the nominal amount of issued share capital of the Company.

Further, the ABI has issued model resolutions and best practice guidelines on share allotments which the Company proposes to adopt. Implementation of the guidelines will increase the scope for the Company to launch a rights issue without needing approval at a general meeting, potentially shortening the timetable for a capital raising. Accordingly, in part (b) it is proposed that the Directors be authorised, for a period beginning on 1 October 2009 and lapsing at the same date as the authority proposed to be granted under part (a), to allot equity securities in connection with a rights issue where such rights issue is on a fully pre-emptive basis. The £526,072 nominal amount of equity securities to which this authority relates represents approximately a further one-third of the nominal amount of the issued share capital of the Company. This additional authorisation will apply only with effect from 1 October 2009 when changes proposed to the Articles take effect, if approved. The Company currently holds no shares in treasury. The Directors have no present intention of exercising this authority but consider it desirable that they should have the flexibility to issue shares from time to time to enable the Company to take advantage of business opportunities as they arise.

Resolution 9 will be proposed as an Ordinary Resolution.

Donations to EU political organisations and EU political expenditure

The 2006 Act prohibits companies from making any donations to EU political organisations or incurring any political expenditure unless authorised by members in advance. The Company's policy is

that it does not, directly or through any subsidiary, make what are commonly regarded as donations to any political party. However, the legislation includes a wide definition of what constitute political donations and expenditure; sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling public duties and support for bodies representing the business community in policy review or reform may fall within this. Accordingly, we are seeking shareholder approval on a precautionary basis to allow the Company and its subsidiaries to continue to support the community and put forward views to wider business and government interests without running the risk of being in breach of the law. The authority in Resolution 10 will cap political spending at £90,000 in aggregate and will be within the terms prescribed in the 2006 Act.

The authority will expire at the conclusion of the next following AGM. The Directors intend to seek this authority annually.

Directors' authority to allot equity securities other than pro rata

At the AGM held in May 2008 a Special Resolution was passed empowering the Directors to allot equity securities for cash without first being required to offer such shares to existing shareholders. It is proposed that this authority be renewed. If approved, the Resolution will authorise the Directors to issue shares in connection with a rights issue and otherwise to issue shares for cash up to a nominal amount of £78,911, which includes the sale for cash on a non pre-emptive basis of any shares the Company holds in treasury and represents approximately five per cent of the issued share capital of the Company as at 5 March 2009.

Resolution 11 will be proposed as a Special Resolution. The authority will expire at the end of the next following AGM of the Company or after 15 months from the passing of the Resolution (whichever is the earlier).

Directors' authority to make market purchases of own shares

At the AGM held in May 2008 a Special Resolution was passed empowering the Directors to purchase the Company's shares in the market. It is proposed that this authority be renewed, and a further Special Resolution is therefore set out as Resolution 12. The power given by the Resolution 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. The purchase price would be paid out of distributable profits.

Under the Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003, listed companies may hold shares in treasury as an alternative to cancelling them, following a purchase of own shares in accordance with the 2006 Act. Such shares may subsequently be cancelled, sold for cash or used to satisfy share options or awards under share incentive plans, though the Company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of these shares whilst held in treasury. In addition, no dividend or other distribution of the Company's assets may be made to the Company in respect of such shares.

If the Directors exercise the authority conferred by the Resolution, they may consider holding those shares in treasury rather than cancelling them. The Directors believe that holding shares in treasury may provide the Company with greater flexibility in the management of its share capital.

Where treasury shares are used to satisfy share options or awards, they will be classed as new issue shares for the purpose of the ten per cent limit on the number of shares that may be issued over a ten year period under the Company's relevant share plan rules. The Board will also have regard to any guidelines issued by investor groups which may be in force at the time of any purchase, holding or re-sale of treasury shares.

The maximum number of shares which may be purchased under the proposed authority will be 15,782,149 shares representing approximately ten per cent of the issued ordinary share capital of the Company as at 5 March 2009. The price paid for shares will not be less than the nominal value of 1p per share nor more than five per cent above the average of the middle-market quotations of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days preceding the day on which the shares are purchased.

The total numbers of (i) options to subscribe for ordinary shares and (ii) share incentive awards that were outstanding as at 5 March 2009 were 1,388,537 and 1,374,315 respectively. The proportion of issued share capital that they represented at that time was 1.7 per cent and the proportion of issued share capital that they will represent if the full authority to purchase shares (existing and being sought) is used is 1.9 per cent.

If passed, Resolution 12 will provide the Company with the necessary authority to make market purchases until the conclusion of the 2010 AGM. It is the present intention of the Directors to seek to renew this authority annually.

Notice period for general meetings

It is proposed in Resolution 13 to approve the holding of general meetings, other than AGMs, on 14 days' notice. Although the Company's Articles currently permit this, regulations are due to come into force on 3 August 2009 to implement the EU Shareholder Rights Directive in the UK, which, as currently drafted, will require the passing of a shareholder resolution to authorise such notice. Without the passing of Resolution 13, the minimum notice period under the regulations, as currently

drafted, would be 21 days. Although the final form of the regulations will not be known before the AGM, the Directors nevertheless consider it to be in the best interests of Shareholders to pass Resolution 13 in order to avoid being constrained by the regulations implementing the EU Directive, which will come into force in August 2009.

The authority will expire at the conclusion of the next following AGM of the Company. The Directors intend to seek this authority annually.

Amendment to the Articles of Association

It is proposed in Resolution 14 to amend the Articles with effect from 1 October 2009 in order to take account of changes in English company law brought about by the final implementation of the 2006 Act.

The 2006 Act has been implemented in stages: some of its provisions are already in force and the remaining provisions are proposed to be implemented on 1 October 2009.

The principal proposed changes to the Articles are summarised in the Appendix to this letter. Other changes, which are of a minor, technical or clarifying nature and also some small changes which merely reflect changes made by the 2006 Act have not been noted in that Appendix.

The Articles, together with a copy of the amended Articles marked to show the changes proposed by Resolution 14, are available for inspection as described on page 6 in the notes to the Notice of AGM and on the Company's website at www.intertek.com/investors.

Recommendations

Your Directors believe that all the proposals to be considered at the AGM are in the best interests of the Company and the Shareholders as a whole and, accordingly, your Directors recommend Shareholders to vote in favour of these resolutions.

Action to be taken

A Proxy Form has been provided to enable you to vote at the AGM, if you cannot attend. Shareholders can appoint multiple proxies if they so wish. Please refer to the Proxy Form for further details. Whether or not you are able to attend the meeting, you are requested to complete the Proxy Form and return it to our Registrars, Equiniti, at the address shown, as soon as possible and in any event so as to be received not later than 48 hours before the time of the AGM. Shareholders may, if they so wish, register the appointment of a proxy electronically by logging on to Equiniti's website at www.sharevote.co.uk where full details of the procedure are given. CREST members who wish to appoint a proxy or proxies through the CREST Electronic Proxy Appointment Service may do so using the procedures described in the CREST Manual. The lodging of a Proxy Form does not preclude you from subsequently attending and voting at the AGM in person if you so wish.

Yours faithfully



Vanni Treves
Chairman

Notice of Annual General Meeting

Intertek Group plc
(the 'Company')

Notice is hereby given that the Annual General Meeting ('AGM') of the Company will be held in the Pine Room, The Westbury Hotel, Conduit Street, Mayfair, London, W1S 2YF at 11.30am on Friday 15 May 2009 for the following purposes:

To consider and, if thought fit, pass the following resolutions:

Ordinary resolutions

1. To receive and adopt the Annual Report and Accounts for the year ended 31 December 2008.
2. To approve the payment of a final dividend of 13.7p per ordinary share of 1p each in the capital of the Company ('ordinary shares') to be paid on 19 June 2009 to Shareholders whose names appear on the register of members at the close of business on 5 June 2009.
3. To approve the Remuneration Report for the year ended 31 December 2008.
4. To re-elect Dr Wolfhart Hauser as a Director.
5. To re-elect Ms Debra Rade as a Director.
6. To re-elect Mr Christopher Knight as a Director.
7. To re-appoint KPMG Audit Plc as Auditors to hold office from the conclusion of the meeting until the conclusion of the next general meeting at which accounts are laid.
8. To authorise the Directors to determine the remuneration of the Auditors.
9. That
 - (a) the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined in section 80 of the Companies Act 1985 ('1985 Act')) up to an aggregate nominal amount of £526,072 pursuant to section 80 of the 1985 Act provided that the authority hereby conferred shall expire at the conclusion of the next AGM or after 15 months from the date of passing of this Resolution (whichever is the earlier) save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred had not expired,
 - (b) with effect from 1 October 2009 the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined in section 94 of the 1985 Act) in connection with a rights issue in favour of ordinary Shareholders where the equity securities respectively attributable to the interests of all ordinary Shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them up to an aggregate nominal amount of £526,072 provided that this authority shall expire on the date of the next AGM or after 15 months from the passing of this Resolution (whichever is earlier) save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the authority conferred had not expired.
10. That pursuant to section 366 of the Companies Act 2006 ('2006 Act'), the Company and all companies that are subsidiaries of the Company at any time during the period for which this Resolution shall have effect, be and are hereby authorised, in aggregate
 - (a) to make political donations (as defined in section 364 of the 2006 Act) ('Political Donations') to political parties (as defined in section 363(1) of the 2006 Act) ('Political Parties') or independent election candidates (as defined in section 363(2) of the 2006 Act) not exceeding £20,000 in total;
 - (b) to make Political Donations to political organisations (as defined in section 363(2) of the 2006 Act) other than Political Parties not exceeding £20,000 in total; and
 - (c) to incur political expenditure (as defined in section 365 of the 2006 Act) not exceeding £50,000 in total

during the period beginning with the date of the passing of this Resolution and ending on the conclusion of the next AGM after the passing of this Resolution. In any event, the aggregate amount of political donations and political expenditure to be made or incurred by the Company and its subsidiaries pursuant to this Resolution shall not exceed £90,000.
11. That, subject to the passing of Resolution 9, the Directors be and are hereby empowered pursuant to section 95 of the 1985 Act to allot equity securities (as defined in section 94 of the 1985 Act) for cash pursuant to the authority conferred by Resolution 9 as if sub-section (1) of section 89 of the 1985 Act did not apply to any such allotment provided that this power shall be limited
 - (a) to the allotment of equity securities in connection with a rights issue in favour of ordinary Shareholders where the equity

securities respectively attributable to the interests of all ordinary Shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them; and

- (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £78,911;

and shall expire on the date of the next AGM or after 15 months from the passing of this Resolution (whichever is earlier) save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

12. That the Company is hereby generally and unconditionally authorised for the purposes of section 166 of the 1985 Act to make market purchases (within the meaning of section 163 of the 1985 Act) of ordinary shares provided that

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 15,782,149;
- (b) the minimum price which may be paid for an ordinary share is its nominal value;
- (c) the maximum price which may be paid for an ordinary share is an amount equal to 105 per cent of the average of the middle-market quotations for an ordinary share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the ordinary share is purchased;
- (d) the authority hereby conferred shall expire at the conclusion of the next AGM unless such authority is renewed at that time; and

- (e) the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase in pursuance of any such contract.

13. That until the conclusion of the next AGM the Company be and is hereby generally and unconditionally authorised to convene general meetings (other than AGMs) on 14 days' notice.

14. That, with effect from 1 October 2009

- (a) those provisions of the Memorandum of Association ('Memorandum') which, by virtue of section 28 of the 2006 Act, are to be treated as part of the Company's Articles of Association ('Articles') be removed and any limit previously imposed by the Company's authorised share capital whether by the Company's Memorandum or Articles or by resolution in general meeting be removed; and

- (b) the Articles produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be adopted as the Articles of the Company in substitution for, and to the exclusion of, the existing Articles.

By order of the Board

Fiona Evans

Group Company Secretary, 9 March 2008

Registered Office

25 Savile Row, London, W1S 2ES

Notes:

1. Only persons entered on the register of members not later than 6.00pm on Wednesday 13 May 2009 are entitled to attend and vote at the meeting or, in the event that the meeting is adjourned, in the register of members not later than 6.00pm two days prior to the reconvened meeting and the number of shares registered in their respective names shall determine the number of votes such persons are entitled to cast at the meeting. Changes to entries in the register of members after 6.00pm on Wednesday 13 May 2009 or, in the event that the meeting is adjourned, after 6.00pm two days prior to the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, speak and to vote instead of him. A proxy need not also be a member. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy, you will need to complete a separate Proxy Form in relation to each appointment. Additional Proxy Forms may be obtained by photocopying the Proxy Form. You can only appoint a proxy using the procedures set out in these notes and the notes to the Proxy Form. The right of a member under section 325 of the 2006 Act to appoint a proxy does not apply to a person nominated to enjoy information rights under section 146 of the 2006 Act.
3. As at 5 March 2009 (being the latest practicable business day prior to the publication of this Notice) the Company's issued share capital consists of 157,821,490 ordinary shares carrying one vote each. Therefore, the total voting rights in the Company as at 5 March 2009 are 157,821,490.
4. Proxy Forms should be completed in accordance with the notes thereon and should be received by our Registrar, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6ZL not later than 48 hours before the time appointed for the meeting or any adjourned meeting. Shareholders who return a Proxy Form or register the appointment of a proxy electronically will still be able to attend the meeting and vote in person if they so wish.
5. Shareholders may if they so wish, register the appointment of a proxy electronically by logging on to the Equiniti website at www.sharevote.co.uk where full details of the procedure are given. Shareholders are advised to read the terms and conditions relating to the use of this facility before appointing a proxy, these may be viewed on the website. Electronic proxy appointments must be received by Equiniti not later than 48 hours before the time appointed for the meeting. A Proxy Form lodged electronically will be invalid unless it is lodged at the address specified on the Equiniti website.
6. Shareholders whose shares are held in uncertificated form through CREST may also register the appointment of a proxy or proxies through the CREST electronic proxy appointment service. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (RA19) by not later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
7. CREST members and, where applicable, their CREST sponsors and voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
8. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
9. The Company cannot accept responsibility for loss or damage arising from the opening or use of any emails or attachments from the Company and recommends that shareholders subject all messages to virus checking procedures prior to opening or use. Any electronic communication received by the Company and/or by Equiniti, including the lodgment of an electronic Proxy Form that is found to contain a computer virus, will not be accepted.
10. Electronic communication facilities are available to all shareholders on equal terms and those who use them will not be disadvantaged in any way.
11. A copy of the existing Articles and a copy of the proposed amended Articles marked to show the changes proposed by Resolution 14, the service contracts of the Directors and the Non-Executive Directors' terms and conditions of appointment will be available for inspection at the registered office of the Company at all times during normal business hours on any business day and also at the place of the meeting for a period from 15 minutes immediately before the meeting until its conclusion.
12. Where a copy of this Notice is being received by a person who has been nominated to enjoy information rights under section 146 of the 2006 Act ('nominee')
 - (a) the nominee may have a right under an agreement between the nominee and the member by whom he was appointed, to be appointed, or to have someone else appointed, as a proxy for the meeting, or
 - (b) if the nominee does not have any such right or does not wish to exercise such right, the nominee may have a right under any such agreement to give instructions to the member as to the exercise of voting rights.

Appendix

Principal changes to the Articles of Association proposed pursuant to Resolution 14, reflecting the provisions of the 2006 Act coming into force on 1 October 2009:

1. Provisions of the Company's Memorandum

The provisions regulating the operations of the Company are currently set out in the Company's Memorandum and Articles of Association. The Company's Memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The 2006 Act will significantly reduce the constitutional significance of a company's memorandum. It provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the Company. Under the 2006 Act the objects clause and all other provisions which are currently contained in a company's memorandum, for existing companies at 1 October 2009, will be deemed to be contained in a company's articles but the company can remove these provisions by special resolution.

Further, the 2006 Act states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses.

For the foregoing reasons the Company is proposing, to remove the objects clause together with all other provisions of its Memorandum which, by virtue of the 2006 Act, are to be treated as forming part of the Company's Articles as of 1 October 2009. The Company is proposing that the provisions of the Memorandum stating that the Company is a public company and that the liability of members is limited be preserved by the insertion of equivalent provisions in the Company's Articles.

2. Change of name

Currently a company can only change its name by special resolution. Under the 2006 Act a company will be able to change its name by other means provided for by its articles. To take advantage of this provision, the proposed new Articles enable the directors to pass a resolution to change the Company's name.

3. Authorised share capital and unissued shares

The 2006 Act abolishes the requirement for a company to have an authorised share capital. The Company is proposing changes to its Memorandum and Articles to reflect this. Resolution 14(a) deletes, with effect from 1 October 2009, all provisions of the Company's Memorandum relating to the authorised share capital, which are deemed to form part of the Articles from that date. The Articles proposed to be adopted with effect from 1 October 2009 have no references to authorised share capital. The Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the 2006 Act, save in respect of employee share schemes.

4. Preference shares

The Articles proposed to be adopted have no references to preference shares. The Company has no preference shares in issue and the Directors have no present intention of issuing such shares.

5. Redeemable shares

At present if a company wishes to issue redeemable shares, the articles of association of the company must contain the power to do so and include the terms, conditions and manner of redemption. The 2006 Act enables the directors to determine such matters provided the Articles contain express authorisation for them to do so. The Articles proposed to be adopted contain such authorisation which will take effect from 1 October 2009. The Company has no plans to issue redeemable shares.

6. Authority to purchase own shares, consolidate and sub divide shares, and reduce share capital

Under the law currently in force a company requires specific enabling provisions in its articles to purchase its own shares, to consolidate or sub divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The existing Articles of the Company include these enabling provisions. Under the 2006 Act a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly the relevant enabling provisions have been removed in the proposed new Articles.

7. Suspension of registration of share transfers

The existing Articles of the Company permit the Directors to suspend the registration of transfers. Under the 2006 Act share transfers must be registered as soon as practicable. The power in the existing Articles of the Company to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the Articles proposed to be adopted.

8. Directors' fees

The proposed Articles increase the aggregate of fees that may be paid to the directors of the Company as a whole for their services from £500,000 to £750,000 per annum. The Board believes it is appropriate to recommend an increase in this aggregate limit in view of the continuing increase in the scope and nature of the responsibilities of the Chairman and Non Executive Directors. The revised limit is in line with market practice and the Board is contemplating, as the Group grows, increasing the size of the Board. Shareholders should note that this aggregate limit does not apply to the salaries of executive directors.