Maximising value: the £10.9bn take-private of Intertek Group Plc

Transaction overview

We are advising Intertek Group plc ("**Intertek**") on the recommended all-cash offer by Isotope Bidco Limited ("**Bidco**"), a newly formed company indirectly controlled by investment funds advised by affiliates of EQT AB, together with certain minority co-investors including subsidiaries of the Abu Dhabi Investment Authority (via Luxinva S.A.) and Mubadala Investment Company (via ATIC Second International Investment Company LLC).

Under the terms of the offer, Intertek shareholders are entitled to receive £60.00 cash per share, as well as retaining a final dividend of 107.7 pence per share for FY25 without reduction to the cash consideration. The offer values Intertek at approximately £9.5 billion and implies an enterprise value of approximately £10.9 billion.

The offer represents a premium of approximately 59% to Intertek's closing share price of £37.78 on 9 April 2026, the last business day before EQT's initial approach, and premiums of between 38% and 64% over various recent share prices and volume-weighted averages.

The transaction is to be effected by means of a court-sanctioned scheme of arrangement under the UK City Code on Takeovers and Mergers and is expected to complete in Q4 2026 or Q1 2027, subject to regulatory and shareholder approvals.

Deal team

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We have advised on *5 of the 7* UK public takeover offers worth *£1bn+ in 2026 to date*

Case Study: Intertek Group plc on the recommended all-cash offer by EQT AB

Strategic rationale

Intertek is a leading Total Quality Assurance provider to industries worldwide, operating a network of more than 1,000 laboratories and offices in over 100 countries, employing more than 44,000 staff, and delivering FY2025 group revenue of approximately £3.43 billion. As a FTSE 100 constituent since 2009, Intertek occupies a market-leading position in the highly attractive global Assurance, Testing, Inspection and Certification (ATIC) industry.

The transaction reflects EQT's strategic conviction in the quality and long-term growth potential of the ATIC sector, and in Intertek's position as a platform for sustained value creation through.

01 Continued execution of Intertek's established "AAA" growth strategy, which has delivered annual revenue growth of 6% at constant currency, 240 basis points of margin accretion, and average EPS growth of 12% per annum since its launch.

02 Investment in Intertek's global talent base and operational infrastructure across its two major divisions: Intertek Testing & Assurance (£1.86bn FY2025 revenue) and Intertek Energy & Infrastructure (£1.58bn FY2025 revenue).

03 Potential operational improvements and strategic realignment outside the constraints of public market quarterly reporting and short-term earnings pressure.

Significant and hard-fought premium for shareholders

Following multiple approaches that played out in public, the terms of the acquisition deliver a compelling premium of 59% to the undisturbed share price and crystallises significant and certain value relative to risk-adjusted standalone projections.

The Intertek Board achieved an uplift from the initial unsolicited approach at £51.50 per share to the final recommended offer at £61.077 - an uplift of approximately 19% from first to final offer.

What was significant about this deal?

Strategic review

Shortly following EQT's initial approach, Intertek's board announced a strategic review targeted at evaluating the potential separation of Intertek Energy & Infrastructure from Intertek Testing & Assurance. Intertek's consideration of the strategic review (on which Slaughter and May also advised) pre-dated any approach from EQT and created unique deal dynamics, whereby it was highlighted to EQT that the Intertek board was willing to pursue other avenues of value-creation.

Hard-fought premium negotiated in public

The deal involved a series of approaches and rejections, played out publicly, with four escalating proposals rejected and renegotiated over ten weeks. The Intertek board's disciplined approach - rejecting three successive offers in the face of public scrutiny and while maintaining a credible standalone alternative - ultimately delivered a 59% premium to the undisturbed price and a 19% uplift from EQT's initial proposal.

Shareholder dynamics

Owing to the public nature of the approaches, Intertek dealt with shareholder interventions during the offer period - a relatively unusual dynamic in UK public M&A. Harris Associates, PrimeStone Capital, and Lost Coast Collective all publicly provided their views on EQT's proposals.

Scale and market significance

This is the third-largest private equity takeover in the UK, behind only BAA (2006) and Alliance Boots (2007), and one of the largest-ever PE take-privates of a listed Testing, Inspection and Certification business globally.

Broader market context

The transaction is a landmark in the ongoing trend of private equity take-privates of UK-listed companies and demonstrates the continued attractiveness of UK businesses to international acquirers. However, the transaction also highlighted the need for target boards to stand behind their view on valuation.

What value did we bring?

As sole legal adviser to Intertek throughout this complex and contested process, Slaughter and May delivered value across multiple dimensions:

Navigating the public debate in relation to Intertek's value

We advised the Intertek board through the public process of four escalating proposals from EQT over approximately ten weeks. Our strategic advice on the timing and manner of Intertek's engagement with EQT, Intertek's shareholders and its wider stakeholders was instrumental in maximising the value ultimately delivered to shareholders.

This advice required close coordination with Intertek's financial advisers and communications adviser, to deliver a seamless execution across all aspects of the public engagement and private negotiations.

As the offer period progressed, our dynamic and proactive advice allowed Intertek to shift from their initial rejection of offers which fundamentally undervalued Intertek through to maximising shareholder value via the delivery of an attractive final offer that managed identified execution risks. Our advice facilitated Intertek having an eye to the "next stage" at all times.

Shareholder management

Capitalising on our market leading activism practice, we advised on the engagement with shareholders' interventions during the offer period. Our advice allowed Intertek to respond appropriately while maintaining its fiduciary duties and negotiating position.

Multi-track advice

We advised on the announcement and conduct of Intertek's strategic review to evaluate the potential separation of its Energy & Infrastructure division (by sale or demerger) and ensured that this process remained on track during the negotiations with EQT, whilst leveraging the familiarity gained of Intertek's business via the Strategic Review and our longstanding relationship with the company. We fielded a co-ordinated and multidisciplinary team that could advise across both transaction tracks.

Takeover Code expertise

We navigated the complex procedural and substantive requirements of the UK Takeover Code throughout the protracted process, including advising on disclosure obligations, timetable management (including the extension of the Put Up or Shut Up deadline), and the transition from the possible offer to the firm offer announcement.