

Annual general meeting letter to shareholders

This document is important and requires your immediate attention.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Rentokil Initial plc
Portland House
Bressenden Place
London
SW1E 5BH
Tel: 020 7592 2700
Fax: 020 7592 2800
www.rentokil-initial.com

Dear Shareholder,

I have pleasure in sending you the notice of the annual general meeting of Rentokil Initial plc (“the Company”) to be held at No. 4 Hamilton Place, London, W1J 7BQ on 13 May 2009 at 11.00 a.m. A location map is provided on the reverse of the accompanying form of proxy together with an attendance card which you should bring with you if you attend the meeting. Explanatory notes on all the resolutions accompany the notice of meeting.

In the preliminary announcement of the 2008 results the Company confirmed that it would not be proposing a final dividend for 2008. The board regrets that our shareholders will not receive a final dividend, but firmly believes that passing the final dividend along with other measures to conserve resources is the right course of action given the degree of economic uncertainty ahead. Shareholders should, however, be encouraged by the fact that there are numerous opportunities to improve the financial performance of the business, many of which are entirely within our own control and described in the accompanying annual report.

In addition to the other routine matters to be considered at the meeting, I would like to draw your attention to resolutions 3 to 6 under which directors Peter Bamford, Alan Giles and Peter Long submit themselves for re-election and our recently appointed chief financial officer, Michael Murray, submits himself for appointment to the board. Biographical information on each of Peter Bamford, Alan Giles, Peter Long and Michael Murray is set out in the explanatory notes following the notice of the meeting.

Further, the Shareholder Rights Directive (“the Directive”) is intended to be implemented in the UK in August this year. One of the requirements of the Directive is that all general meetings must be held on 21 days’ notice unless shareholders agree to a shorter notice period. We are currently able to call general meetings (other than annual general meetings) on 14 clear days’ notice. Resolution 9 is being proposed so that we can continue to be able to do so after the Directive is implemented.

The board believes that the proposed resolutions set out in the following notice of meeting are in the best interests of the Company and shareholders and therefore recommend you to vote in favour of the resolutions to be put to the meeting as all members of the board intend to do in respect of their own beneficial shareholdings.

I hope that you are able to attend the meeting.

Yours faithfully,



John McAdam
Chairman
7 April 2009

Notice of annual general meeting

Notice is hereby given that the annual general meeting of Rentokil Initial plc (the Company) will be held at No. 4 Hamilton Place, London, W1J 7BQ on 13 May 2009 at 11.00 a.m. for the following purposes:

1. To receive the accounts of the Company for the year ended 31 December 2008 and the report of the directors and auditors thereon.
2. To approve the directors' remuneration report for the year ended 31 December 2008.
3. To re-elect Peter Bamford as a director of the Company who retires in accordance with article 114 with effect from the end of the meeting.
4. To re-elect Alan Giles as a director of the Company who retires in accordance with article 114 with effect from the end of the meeting.
5. To re-elect Peter Long as a director of the Company who retires in accordance with article 114 with effect from the end of the meeting.
6. To appoint Michael Murray as a director of the Company in accordance with article 119 with effect from the end of the meeting
7. To re-appoint PricewaterhouseCoopers LLP as the Company's auditors until the conclusion of the next general meeting of the Company at which accounts are laid.
8. To authorise the directors to agree the auditors' remuneration.
9. To consider the following resolution as a special resolution:

"That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice."
10. To consider the following resolution as an ordinary resolution:

"That pursuant to Article 12 of the Company's articles of association, the board be authorised to allot relevant securities (as defined in the Companies Act 1985):

 - a) up to a nominal amount of £6,043,387; and
 - b) comprising equity securities (as defined in the Companies Act 1985) up to a nominal amount of £12,086,774 (including within such limit any shares issued under (a) above) in connection with an offer by way of a rights issue to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings and so that the board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to apply until the end of the annual general meeting of the Company to be held in 2010 (or, if earlier, 15 months from the date of this

resolution) but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require relevant securities to be allotted after the authority ends and the board may allot relevant securities under any such offer or agreement as if the authority had not ended."

11. To consider the following resolution as a special resolution:

"That if resolution 10 is passed and, pursuant to Article 13 of the Company's articles of association, the board be given power to allot equity securities (as defined in the Companies Act 1985) for cash under the authority given by that resolution and/or where the allotment constitutes an allotment of equity securities by virtue of section 94(3A) of the Companies Act 1985, free of the restriction in section 89(1) of the Companies Act 1985, such power to be limited:

- a) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under resolution 10(b), by way of a rights issue only) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings and so that the board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
- b) in the case of the authority granted under resolution 10(a), to the allotment (otherwise than under (a) above) of equity securities up to a nominal amount of £907,415.

such power to apply until the end of the annual general meeting of the Company to be held in 2010 (or, if earlier, 15 months from the date of this resolution) but during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the power ends and the board may allot equity securities under any such offer or agreement as if the power had not ended."

12. To consider the following resolution as a special resolution:

"That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of its ordinary shares of 1p each in the capital of the Company, subject to the following conditions:

- a) the maximum number of ordinary shares authorised to be purchased is 181,483,101;
- b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 1p (being the nominal value of an ordinary share);

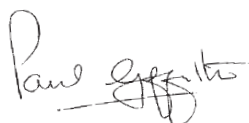
- c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of: (i) an amount equal to 105 per cent of the average of the middle market quotations of an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System (SETS);
- d) this authority shall expire at the close of the annual general meeting of the Company to be held in 2010 (or, if earlier, 18 months from the date of this resolution); and
- e) a contract to purchase shares under this authority may be made prior to the expiry of this authority, and concluded in whole or in part after the expiry of this authority."

13. To consider the following resolution as an ordinary resolution:

"That the Company and any company which is or becomes a subsidiary of the Company during the period to which this resolution relates be and is hereby authorised to (a) make donations to political parties and independent election candidates; (b) make donations to political organisations other than political parties; and (c) incur political expenditure, during the period commencing on the date of this resolution and ending at the close of the annual general meeting of the Company to be held in 2010, provided that in each case any such donations and expenditure made by the Company and any such subsidiary shall not exceed €50,000 per company and together with those made by any such subsidiary and the Company shall not in aggregate exceed €200,000.

Any terms used in this resolution which are defined in Part 14 of the Companies Act 2006 shall bear the same meaning for the purposes of this resolution."

By order of the board



Paul Griffiths
Company Secretary
7 April 2009

Rentokil Initial plc, Portland House,
Bressenden Place, London SW1E 5BH

Registered office as above
Registered in England and Wales No. 5393279

Explanatory Notes

Adoption of report and accounts – (resolution 1)

The directors must present the report of the directors and the accounts of the Company for the year ended 31 December 2008 to shareholders at the annual general meeting. The report of the directors, the accounts, and the report of the Company's auditors on the accounts and on those parts of the directors' remuneration report that are capable of being audited are contained within the annual report and accounts.

Approval of directors' remuneration report – (resolution 2)

In line with best practice in corporate governance as now reflected in the Directors' Remuneration Report Regulations 2002, the board has presented its directors' remuneration report to shareholders in the annual report and accounts. The directors' remuneration report, which may be found on pages 38 to 46 of the annual report, gives details of your directors' remuneration for the year ended 31 December 2008 and sets out the Company's overall policy on directors' remuneration. As required by the Directors' Remuneration Report Regulations, the Company's auditors, PricewaterhouseCoopers LLP, have audited those parts of the directors' remuneration report capable of being audited and their report may be found on page 106 of the annual report. The board considers that appropriate executive remuneration plays a vital part in helping to achieve the Company's overall objectives and, accordingly, and in compliance with the Directors' Remuneration Report Regulations, shareholders will be invited to approve the directors' remuneration report.

Re-election and appointment of directors – (resolutions 3 to 6)

Resolutions 3 to 5 propose the re-election of Peter Bamford, Alan Giles and Peter Long who are retiring by rotation in accordance with the Company's articles of association.

Peter Bamford is aged 55. Appointed a director in July 2006. Chairman of The Key Revolution and a director of MCPC-PRS Alliance. Formerly Chief Marketing Officer and director of Vodafone Group plc having held senior executive roles at Vodafone, including as Chief Executive of Northern Europe, Middle East and Africa operations and Chief Executive of Vodafone UK. Formerly a non-executive director of Woolworths plc. An independent non-executive director.

Alan Giles is aged 54. Appointed a director in May 2006. Chairman of Fat Face World Ltd, a director of the Office of Fair Trading and of Book Tokens Limited. Formerly Chief Executive of HMV Group plc, Managing Director

of Waterstone's, director of WH Smith PLC, non-executive director of Somerfield plc and Wilson Bowden plc. An independent non-executive director.

Peter Long is aged 56. Chartered Management Accountant. Appointed a director in October 2002. Chief Executive of TUI Travel PLC. Non-executive director of Debenhams PLC. Formerly Chief Executive of Sunworld Limited. The senior independent non-executive director.

Resolution 6 proposes the re-appointment of Michael Murray who was appointed as a director since the last annual general meeting. Michael Murray is aged 42 and a Chartered Management Accountant. Appointed a director and Chief Financial Officer in January 2009. Formerly Finance Director of GSL (2006-2008) prior to which he held various finance roles within the TNT group, including finance director of TNT Asia Pacific and latterly as Chief Financial Officer of TNT Express. Michael Murray joined the board following a search conducted by external specialists appointed by the Company.

Re-appointment of auditors – (resolution 7)

The auditors of a company must be re-appointed at each general meeting at which accounts are laid. Resolution 7 proposes the re-appointment of the Company's existing auditors, PricewaterhouseCoopers LLP, until the conclusion of the next general meeting of the Company at which accounts are laid.

Auditors' remuneration – (resolution 8)

This resolution gives authority to the directors to determine the auditors' remuneration.

Notice of general meetings – (resolution 9)

This resolution is required to reflect the proposed implementation in August 2009 of the Shareholder Rights Directive (the Directive). The regulation implementing this Directive will increase the notice period for general meetings of the Company to 21 days. The Company is currently able to call general meetings (other than an annual general meeting) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so after August 2009, shareholders must have approved the calling of meetings on 14 clear days' notice. Resolution 9 seeks such approval. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 clear days' notice.

Authority to allot shares – (resolution 10)

Resolution 10 seeks to renew the existing authority which would otherwise expire at the annual general meeting, to give the board authority to allot the Company's unissued shares up to a nominal amount of £6,043,387 and also to give the board authority

to allot ordinary shares up to a nominal amount of £12,086,774 by way of a rights issue. The amount of £6,043,387 represents 33.3 per cent. of the Company's issued ordinary share capital as at 20 March 2009. The amount of £12,086,774 represents 66.6 per cent. of the Company's issued ordinary share capital as at 20 March 2009.

This renewed authority will remain in force until the annual general meeting to be held in 2010 (or, if earlier, 15 months from the date of this resolution). The board has continued to seek annual renewal of this authority in accordance with best practice.

The board has no present intention to exercise this authority. However, renewal of this authority will ensure that the board has flexibility in managing the Company's capital resources so that the board can act in the best interests of shareholders generally.

If the board takes advantage of the additional authority to issue shares representing more than one third of the Company's issued share capital or for a rights issue where the monetary proceeds exceed one third of the Company's pre-issue market capitalisation, all members of the board wishing to remain in office will stand for re-election at the next annual general meeting following the decision to make the relevant share issue.

Disapplication of pre-emption rights – (resolution 11)

Resolution 11 seeks to renew the authority given to the board which would otherwise expire at the annual general meeting, to allot equity securities for cash on a non pre-emptive basis (a) pursuant to a rights issue, or (b) up to an aggregate nominal amount of £907,415 which represents less than 5% of the issued ordinary share capital of the Company as at 20 March 2009.

This renewed authority will remain in force until the annual general meeting to be held in 2010 (or, if earlier 15 months from the date of this resolution).

The board has continued to seek annual renewal of this authority in accordance with best practice.

In accordance with the guidelines issued by the Association of British Insurers' Pre-emption Group, the board confirms its intention that no more than 7.5% of the issued share capital (excluding treasury shares) will be issued for cash on a non pre-emptive basis during any rolling three-year period.

Renewal of this authority will ensure that the board has flexibility in managing the Company's capital resources so that the board can act in the best interests of shareholders generally.

Authority to purchase own shares – (resolution 12)

This resolution gives the Company authority to buy back its own ordinary shares in the market as permitted by the Companies Act 1985. The authority limits the number of shares that could be purchased to a maximum of 181,483,101 (representing 10% of the issued share

capital of the Company as at 20 March 2009) and sets minimum and maximum prices. This authority will expire at the conclusion of the annual general meeting of the Company next year (or, if earlier, 18 months from the date of this resolution). The directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account the cash reserves of the Company, the Company's share price and other investment opportunities. The authority will be exercised only if the directors believe that to do so will result in an increase in earnings per share and will be in the interests of shareholders generally. Any purchases of ordinary shares will be by means of market purchases through the London Stock Exchange. Any shares purchased under this authority may either be cancelled or held as treasury shares. Treasury shares may subsequently be cancelled, sold for cash or used to satisfy options issued to employees pursuant to the company's employees' share schemes. As at 20 March 2009 there were options over 20 ordinary shares in the capital of the Company which represent 1.9% of the Company's issued ordinary share capital. If the authority to purchase the Company's ordinary shares was exercised in full, these options would thereafter represent 1.7% of the Company's issued ordinary share capital excluding treasury shares. The authority will only be valid until the conclusion of the next annual general meeting in 2010 (or, if earlier, 18 months from the date of this resolution). The current articles of association provide the Company with the power to purchase its own shares and the Company has sought the authority of the shareholders to do this by way of special resolution.

Authority to make 'political donations' – (resolution 13)

It is not proposed or intended to alter the Company's policy of not making political donations, within the normal meaning of that expression. However, given the breadth of the relevant provisions in the Companies Act 2006 it may be that some of the Company's activities may fall within the wide definitions under the Companies Act 2006 and, without the necessary authorisation, the Company's ability to communicate its views effectively to political audiences and to relevant interest groups could be inhibited. Such activities may include briefings at receptions or conferences – when the Company seeks to communicate its views on issues vital to its business interests – including, for example, conferences of a party political nature or of special interest groups. Accordingly, the Company believes that the authority contained in Resolution 13 is necessary to allow it (and its subsidiaries) to fund activities which it is in the interests of shareholders that the Company should support. Such authority will enable the Company and its subsidiaries to be sure that they do not, because of any uncertainty as to the bodies or the activities covered by the Companies Act 2006, unintentionally commit a technical breach of the Companies Act 2006. Any expenditure which may be incurred under authority of this resolution will be disclosed in next year's annual report.

Notes

1. Documents enclosed

This notice of meeting is being sent to all shareholders who have requested to receive shareholder communications in paper form and available at the Company's website, www.rentokil-initial.com. A proxy form incorporating an admission card will be sent to all shareholders either enclosed with this notice or with the notification that the notice of meeting is available on the Company's website.

2. Admission card

If you are attending the meeting, you should bring the admission card with you.

3. Entitlement to attend and vote

The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those members entered in the register of members of the Company at the close of business on 11 May 2009, or, if this meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their name at that time. Changes to the entries in the register of members after close of business on 11 May 2009 or, if this meeting is adjourned, in the register of members less than 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.

4. Proxies

Registered shareholders who are unable to attend the meeting may appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the annual general meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company and may be appointed by:

- a) completing and returning the proxy form attached to this notice;
- b) going to www.capitashareportal.com and following the instructions provided; or
- c) if you are a user of the CREST system (including CREST Personal Members), having an appropriate CREST message transmitted.

To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent RA10 by 11.00 a.m. on 11 May 2009. 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 Applications Host) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST

Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35 (5) (a) of the Uncertificated Securities Regulations 2001.

In any case your proxy form must be received by the Company's registrars no later than 11.00 a.m. on 11 May 2009. Further details regarding the appointment of proxies are given in the notes to the proxy form.

The rights of shareholders in relation to the appointment of proxies as stated above do not apply to a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a Nominated Person). Such rights can only be exercised by shareholders of the Company.

Any Nominated Person to whom this notice has been sent may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the annual general meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

5. Total voting rights

As at 20 March 2009 (being the last practicable date prior to the publication of this notice), the Company's issued share capital consists of 1,814,831,011 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 20 March 2009 are 1,814,831,011.

6. Multiple corporate representatives

In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in (i) above.

7. Sending documents relating to the meeting to the Company

Any documents or information relating to the proceedings at the meeting may only be sent to the Company in one of the ways set out in this notice of meeting.

8. Documents available for inspection

The following documents are available for inspection during normal business hours at Portland House, Bressenden Place, London, SW1E 5BH from 9.00 a.m. on 7 April 2009 until the conclusion of the annual general meeting and will also be available for inspection at the annual general meeting venue for at least 15 minutes prior to and during the annual general meeting itself:

- a) the register of directors' interests, together with copies of the directors' service contracts and letters of appointment by the Company; and
- b) the biographies of directors seeking re-election/election.

www.rentokil-initial.com/annualreport2008