

**RENTOKIL INITIAL PLC (RTO)
RESULTS OF ANNUAL GENERAL MEETING 2016 ('AGM') and DIRECTORATE CHANGE**

At the AGM of Rentokil Initial plc duly convened and held in the Ascot Suite at the Hilton Hotel Gatwick Airport, South Terminal, Crawley, West Sussex, RH6 OLL on Wednesday 11 May 2016, each resolution as set out in the notice of meeting dated 1 April 2016 were passed on a poll. The results are set out below and will be placed on the Company website at www.rentokil-initial.com/investors

Resolution	For (No. of votes)*	%	Against (No. of votes)	%	Total votes cast (No. of votes)	Withheld (No. of votes)**
1 To receive the directors' report and accounts	1,412,107,207	99.563%	6,204,964	0.437%	1,418,312,171	1,622,654
2 To approve the 2016 Directors' Remuneration Policy report	1,382,246,241	97.393%	36,998,254	2.607%	1,419,244,495	1,481,537
3 To approve the Directors' Annual Remuneration Report	1,373,705,035	96.805%	45,333,214	3.195%	1,419,038,249	896,576
4 To approve the revised Performance Share Plan 2016 Rules (2016 PSP) and authorise the directors to establish additional schedules to the 2016 PSP as they consider necessary	1,384,825,513	97.585%	34,271,067	2.415%	1,419,096,580	838,245
5 To declare a final dividend	1,419,892,504	100.000%	5,726	0.000%	1,419,898,230	36,595
6 To re-elect John McAdam as a director	1,384,702,467	97.567%	34,528,816	2.433%	1,419,231,283	703,542
7 To re-elect Richard Burrows as a director	1,411,925,641	99.442%	7,919,333	0.558%	1,419,844,974	89,851
8 To re-elect Alan Giles as a director	1,359,339,826	95.739%	60,506,256	4.261%	1,419,846,082	88,743
9 To re-elect Andy Ransom as a director	1,417,839,287	99.859%	2,005,399	0.141%	1,419,844,686	90,139
10 To re-elect Angela Seymour-Jackson as a director	1,417,757,630	99.853%	2,080,952	0.147%	1,419,838,582	96,243
11 To re-elect Julie Southern as a director	1,417,228,435	99.816%	2,612,616	0.184%	1,419,841,051	93,774
12 To re-elect Jeremy Townsend as a director	1,415,467,291	99.735%	3,761,540	0.265%	1,419,228,831	705,994
13 To appoint KPMG LLP as auditors	1,381,773,882	99.846%	2,126,070	0.154%	1,383,899,952	36,034,873
14 To authorise the directors to agree the auditors' remuneration	1,392,442,919	99.444%	7,791,648	0.556%	1,400,234,567	19,700,258
15 To authorise the calling of a general meeting (other than an AGM) on 14 days' clear notice	1,358,130,147	95.650%	61,766,247	4.350%	1,419,896,394	38,430
16 To authorise the directors to allot shares	1,397,006,684	98.391%	22,848,332	1.609%	1,419,855,016	79,809
17 To disapply statutory pre-emption rights	1,208,890,570	96.867%	39,097,914	3.133%	1,247,988,484	171,946,341
18 To authorise the Board to make market purchases of the Company's own shares	1,400,896,276	98.663%	18,981,833	1.337%	1,419,878,109	56,716
19 To authorise the making of political donations	1,249,752,578	89.070%	153,357,186	10.930%	1,403,109,764	16,825,060

**Votes "For" include those votes giving the Chairman discretion.*

***A vote withheld is not a vote in law and is not counted in the calculation of proportion of votes cast for or against a resolution.*

The number of ordinary shares in issue at close of business on 11 May 2016 was 1,828,832,965 ordinary shares of 1p each. Resolutions 15, 17 and 18 were proposed as Special resolutions. A copy of the resolutions can be found in the Notice of Meeting available at www.rentokil-initial.com/investors.

Also, in accordance with UK Listing Authority rule 9.6.2 a copy of the document setting out the special resolutions passed will be submitted to and available for inspection shortly at the National Storage Mechanism located at <http://www.morningstar.co.uk/uk/NSM>

Directorate Change

The Company notes that Peter Bamford, who served on the Board for nine years, stood down as a non-executive director at the conclusion of the 2016 AGM on 11 May 2016.

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12 May 2016