

Provision of Non-Audit Services by the External Auditors

1. Introduction

In accordance with best practice and current recommendations and to avoid actual or perceived conflicts of interest, non-audit services provided by the external auditors should be approved in advance by the Audit Committee of Rentokil Initial plc (the **Company**) within certain pre-defined parameters. In addition, the external auditors will be prohibited from providing certain services during the period of their engagement.

This Policy is in line with the recommendations set out in the Financial Reporting Council's (FRC) Guidance on Audit Committees (2016) and the requirements of the CMA's Statutory Audit Services Order (2014) and the FRC's Revised Ethical Standard (2024). In line with these recommendations and requirements, the Group's external auditor may only be appointed to perform a service when doing so would be consistent with the requirements and overarching principles of the Ethical Standard.

In addition, by virtue of the Company's American Depositary Receipts being listed on the New York Stock Exchange, the Company is subject to various US securities laws, including, amongst others, those in relation to external auditor independence contained in Regulation S-X and the requirements of the Public Company Accounting Oversight Board.

The Policy's applicability during a change of external auditors is set out in the Appendix.

2. Fees

Any arrangement with the external auditors that includes contingent fee arrangements is not permitted. In addition, and in accordance with the FRC's Revised Ethical Standard (2024), non-audit services must not exceed the following limits (the **Non-Audit Services Cap**):

- **Group management audit** - the total fees for such services provided to the audited entity and its controlled undertakings shall be limited to no more than 70% of the average of the fees paid in the last three consecutive financial years for the statutory audit(s) of the audited entity and of its parent undertaking, of its controlled undertakings and of the consolidated financial statements of that group of undertakings; and
- **Statutory entity audit** - the total fees for such services provided by the audit firm shall be limited to no more than 70% of the average of the fees paid to the audit firm in the last three consecutive financial years for the statutory audit(s) of the audited entity and, where applicable, of its parent undertaking, of its controlled undertakings and of the consolidated financial statements of that group of undertakings.

3. Permitted services

(a) Non-audit/additional services which may be provided and are exempt from the Non-Audit Services Cap

The following services may be provided by the Group's external auditor subject to approval of the Audit Committee:

- Reporting required by a competent authority or regulator under law or regulation;

- In the case of a member of the Group incorporated and based in a country outside the UK and the EU, reporting required by law or regulation in that jurisdiction where the Group's external auditor is permitted to undertake that engagement;
- Reporting on internal financial controls when required by law or regulation;
- Reporting on the iXBRL tagging of financial statements in accordance with the European Single Electronic Format for annual financial reports;
- Reports, required by or supplied to competent authorities/regulators supervising any member of the Group, where the authority/regulator has either specified the Group's external auditor should provide the service or identified to the relevant member of the Group that the Group's external auditor would be an appropriate choice for such service provider; and
- Services which support the Group in fulfilling an obligation required by UK law or regulation, including listing requirements where: the provision of such services is time critical; the subject matter of the engagement is price sensitive; and it is probable that an objective, reasonable and informed third party would conclude that the understanding of the Group obtained by the Group's external auditor for the audit of the financial statements is relevant to the service, and where the nature of the service would not compromise independence.

(b) Services subject to the Non-Audit Services Cap

The following services may be provided by the Group's external auditor subject to approval of the Audit Committee:

- Reviews of interim financial information; and providing verification of interim profits not otherwise required by law or regulation;
- Where not otherwise required by law or regulation, non-audit and additional services provided by the Group's external auditor, in relation to information of the Group for which it is probable that an objective, reasonable and informed third party would conclude that the understanding of the Group obtained by the Group's external auditor is relevant to the service, and where the nature of the service would not compromise independence;
- Extended audit or assurance work that is authorised by those charged with governance performed on financial or performance information and/or financial or operational controls, in an entity relevant to an engagement or a third-party service provider, where this work is closely linked with the audit work;
- Additional assurance work or agreed upon procedures, authorised by those charged with governance performed on material included within or referenced from the annual report of an entity relevant to an engagement;
- Reporting on government grants;
- Reporting on covenant or loan agreements, which require independent verification, and other reporting to third parties with whom any member of the Group has a business relationship in accordance with Appendix C of the Revised Ethical Standard (being a participant in a bank lending or bond funded syndicate);
- Services which have been the subject of an application to the Competent Authority in accordance with Regulation 79 of The Statutory Auditors and Third Country Auditors (Amendment) (EU Exit) Regulations 2019 (SI 2019/177); and

- Generic subscriptions providing factual updates of changes to applicable law, regulation or accounting and auditing standards.

Where such services are provided, they will not include any elements of those services subject to outright prohibition (as set out in section 5 of this Policy). No other non-audit or additional services will be provided to the Group by the Group's external auditor.

4. Approval process

Any engagement with the external auditors in excess of £250,000 for an individual service or specific project in the above categories of service must be approved in advance by the Audit Committee or a sub-committee of any two members of the Audit Committee. Such proposals should be submitted in writing to the Group Chief Financial Officer, who should in turn obtain approval from the Audit Committee.

For an individual service or specific project listed in section 3 of this Policy in excess of £10,000 and up to a limit of £250,000, the Chair of the Audit Committee must approve the engagement in advance. Such proposals should be submitted in writing to the Group Chief Financial Officer, who should approve and in turn obtain approval from the Chair of the Audit Committee. Subject to the approval of the Chief Financial Officer, the Group Financial Controller and the Director of Internal Audit & Risk may obtain approval from the Chair of the Audit Committee on behalf of the Chief Financial Officer.

For an individual service or specific project listed in section 3 of this Policy and which is less than £10,000, such service or project is hereby pre-approved by the Audit Committee pursuant to this Policy. Such proposals should be submitted in writing to the Group Chief Financial Officer who must also approve the engagement in advance.

The Deputy Company Secretary shall maintain a record of all approvals and should be copied on all approval requests.

Where a new engagement could contain multiple phases, and this can be reasonably foreseen at the outset of the proposal, the Group's external auditors should set out details of all such phases and an estimate of the total associated cost within their proposal for the purposes of the above approval process.

5. Prohibited services

The following non-audit services may not be provided by the Group's external auditors:

5.1 tax services relating to:

- (i) preparation of tax forms;
- (ii) payroll tax;
- (iii) customs duties;
- (iv) identification of public subsidies and tax incentives unless support from the statutory auditor or the audit firm in respect of such services is required by law;
- (v) support regarding tax inspections by tax authorities unless support from the statutory auditor or the audit firm in respect of such inspections is required by law;
- (vi) calculation of direct and indirect tax and deferred tax;
- (vii) provision of tax advice;

- 5.2 services that involve playing any part in the management or decision-making of the audited entity;
- 5.3 bookkeeping or other services related to the accounting records or financial statements;
- 5.4 payroll services;
- 5.5 designing and implementing internal control or risk management procedures related to the preparation and/or control of financial information or designing and implementing financial information technology systems;
- 5.6 appraisal or valuation services (including valuations performed in connection with actuarial services or litigation support services) or provision of fairness opinions or contribution-in-kind reports;
- 5.7 actuarial services;
- 5.8 legal services, including with respect to:
 - (i) the provision of general counsel;
 - (ii) negotiating on behalf of the audited entity; and
 - (iii) acting in an advocacy role in the resolution of litigation;
- 5.9 services related to acting as or supplementing the function of the audited entity's internal audit function;
- 5.10 services linked to the financing, capital structure and allocation, and investment strategy of the audited entity, except providing assurance services in relation to the financial statements, such as the issuing of comfort letters in connection with prospectuses issued by the audited entity;
- 5.11 broker-dealer, investment adviser or investment banking services;
- 5.12 promoting, dealing in, or underwriting shares in the audited entity;
- 5.13 expert services unrelated to the audit;
- 5.14 human resources services, including with respect to:
 - (i) management in a position to exert significant influence over the preparation of the accounting records or financial statements which are the subject of the statutory audit, where such services involve: searching for or seeking out candidates for such position; or undertaking reference checks of candidates for such positions;
 - (ii) structuring the organisational design; and
 - (iii) cost control.

6. Monitoring and Reporting

The Audit Committee has designated the Chief Financial Officer to monitor and report on the performance of all services provided by the Company's independent auditor and to determine whether such services are in compliance with this Policy. The Chief Financial Officer will report to the Audit Committee on a periodic basis on the results of their monitoring. The Chief Financial Officer shall promptly report to the Chair of the Audit Committee any breach of this Policy that comes to their attention.

The responsibility for recording the ratio of non-audit fees to audit fees lies with both the Chief Financial Officer and the external auditors. The Chief Financial Officer and the external

auditors should maintain appropriate records such that they can monitor the level of non-audit fees to audit fees themselves.

A schedule showing the value and details of non-audit fees approved in the year to date compared to total audit fees for the year will be provided to the Audit Committee at the July and November/December Audit Committee meetings (to monitor current year fees).

A schedule showing the value and details of non-audit fees incurred in the prior year compared to total audit fees for the prior year will be provided to the Audit Committee at the February meeting.

Approved by the Audit Committee on 23 July 2024

Appendix – Applicability During a Change of Auditors

External auditors for the purpose of this Non-Audit Services Policy are defined as the external audit firm appointed by the Company to act as its independent auditor, during its period of engagement. During the period of transition from one external audit firm to their successor, the following arrangements will apply.

The Non-Audit Services Policy shall apply to the new external audit firm from the effective date of its appointment, normally 1st January in the year for which it is first engaged to conduct the independent audit of the Company.

The Non-Audit Services Policy shall apply to the departing external audit firm in full until the final Board approval of the year end results covering their final year of its engagement, normally by the end of February the following year (the **Results Approval Date**). Once a new external audit firm has been approved by the Board for appointment then this policy shall no longer apply to the previous external auditors, subject to any relevant regulatory requirements (including local requirements for subsidiaries of the Company, for example in relation to filing of statutory accounts) which continue to apply after the Results Approval Date. This shall be the case notwithstanding the fact that shareholder approval of the appointment of the new external auditors at a general meeting may still be pending.