

Rentokil Initial

Notice of Annual General Meeting

12 May 2021

2:00pm

Due to current guidance by the UK government in respect of COVID-19 and our commitment to our shareholders' and employees' safety, we have unfortunately concluded that shareholders will not be permitted to attend the physical location for the AGM in person. The Board strongly recommends that shareholders instead make use of the electronic facilities on offer to allow full participation remotely. Shareholders will be able to submit their voting instructions both in advance and on the day.

Further information on meeting arrangements are contained in Appendix 3.

While we do not expect the arrangements for the AGM to change, the measures being taken by the UK government to help contain the spread of COVID-19 are subject to change and we therefore recommend that shareholders check the Company's website www.rentokil-initial.com/agm in advance of the meeting where any updates will be provided.

Annual General Meeting (AGM)

ACTION REQUIRED

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 appropriate independent professional adviser. If you have sold or otherwise transferred your Rentokil Initial plc shares, please pass this Notice of AGM 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 whoever now holds the shares.

Dear Shareholder

I have pleasure in enclosing the Notice of the Annual General Meeting (AGM) of Rentokil Initial plc (the Company) which will be held at, and broadcast from, the Company's offices at the Power Centre, A1 & A2, Link 10, Napier Way, Crawley, RH10 9RA on Wednesday 12 May 2021 at 2:00pm. The formal Notice of the AGM is set out on pages 4 and 5 of this document and an explanation of the business to be considered and voted on at the AGM is set out on pages 6 to 8.

Attendance and voting

The AGM is an important event in the Company's corporate calendar and provides an opportunity to engage with shareholders and for shareholders to pass the necessary resolutions for the conduct of the business and affairs of the Company. Due to the ongoing COVID-19 situation, it has once again been necessary to make some changes to how we hold and conduct the AGM this year. For the first time we will be holding a hybrid meeting, which means that shareholders will this year have the opportunity to attend, ask questions and vote on the proposed resolutions at the AGM electronically.

In light of the ongoing COVID-19 pandemic and the UK government's current guidance, which includes restrictions on public gatherings, the Board has concluded that it will unfortunately not be possible to allow shareholders to attend in person on the day. Shareholders are recommended to make use of the electronic facilities on offer to participate in the meeting remotely. In order to protect the health and well-being of our shareholders, Directors, employees and other key stakeholders, it is intended that the only people present at the physical meeting will be those required to form a quorate meeting and transact the formal business of the meeting. We regret that this course of action is required again this year but are committed to holding an AGM in person next year, assuming that the restrictions have eased by then.

Your vote remains important to us and, in light of the above, we strongly encourage you to consider ensuring your vote is counted by submission of the proxy form online or by post. We would also advise you appoint me, the Chair of the meeting, as your proxy to ensure your vote is counted if for some reason you or your proxy are not able to attend virtually. Please complete and submit your form of proxy online or complete the paper proxy that accompanies this Notice and return it to the Company's Registrar, Equiniti. All proxy forms must be received by no later than 2:00pm on Monday 10 May 2021. Information about how to appoint a proxy electronically is given in note 3 on page 9 of this document. Voting by proxy ahead of the meeting will not prevent you from attending and voting electronically.

Shareholders and their duly appointed representatives and/or proxies are invited to participate remotely via a live webcast which you can access by logging on to web.lumiagm.com. You will be able to vote in a number of ways, both in advance of and during the AGM. A user guide can be found on pages 14 and 15 in respect of the electronic elements of the AGM, including instructions on how to join the meeting and how to submit your votes on the day along with the relevant contact details if you encounter any issues.

The Company strongly encourages shareholders to submit any questions they would like to have answered at the AGM by emailing them to chairman@rentokil-initial.com in advance, so as to be received no later than 12 noon on Monday 10 May 2021. You can also submit questions immediately before and during the meeting via web.lumiagm.com. Where it is not possible to answer any of the questions submitted prior to and during the AGM, for example due to time constraints, the Directors will endeavour, where appropriate, to answer them both directly to the shareholder by post and by publishing questions and responses on the Company's website at rentokil-initial.com/agm as soon as practicable following the AGM.

While we do not anticipate any changes to the arrangements set out above, given the constantly evolving nature of the situation we will continue to monitor the current restrictions and the latest available public health guidance, and will provide any updates in relation to our AGM on our website at rentokil-initial.com/agm.

Remuneration Policy

This year, we are seeking your approval for a new Directors' Remuneration Policy at the AGM as the policy must be approved by shareholders at least once every three years. The Remuneration Committee reviewed the existing policy, which is due for renewal having been approved at the AGM in 2018, and concluded that there were some areas, such as shareholding requirements and pension arrangements, which would benefit from being updated to reflect current corporate governance best practice in line with the UK Corporate Governance Code. In addition, due to the Company's continued strong growth since the approval of the previous policy, the overall remuneration package was found to have become low compared with that of similarly-sized companies.

The Remuneration Committee undertook a detailed consultation with key shareholders, representing approximately 60% of the shareholder register, and several leading proxy agencies over proposals to address these issues. The proposed policy is designed to maintain the principles of the overall framework approved by shareholders in 2018, retaining the alignment of our Executive Directors' remuneration with returns to shareholders and the sustainable, long-term success of the Company while making some changes to align the total opportunity with peers. The key changes to the policy are outlined in the explanatory notes on page 6.

Dividend

Due to the significant impact and ongoing uncertainty caused by the COVID-19 pandemic, the Board took the decision to suspend dividend payments during 2020. I am very pleased that our financial performance in 2020 has allowed us to resume dividend payments. Reflecting the Group's strong performance and financial position, the Board is now recommending a final dividend of 5.41p per share for the year.

Auditor

The Audit Committee undertook a competitive tender process during 2020 and, following its outcome, the Board has approved the proposed appointment of PricewaterhouseCoopers LLP (PwC) as the Company's external auditor for the financial year commencing on 1 January 2021. Full details of the tender process can be found on page 104 of the Annual Report. The Board is now recommending the appointment of PwC be approved by shareholders.

Board changes

Since the last AGM, Stuart Ingall-Tombs has been appointed by the Board as Chief Financial Officer of the Company and will, therefore, be standing for election in accordance with the Company's Articles of Association and the UK Corporate Governance Code. Furthermore, Sarosh Mistry will be joining us for his first AGM as he will join the Board as a Non-Executive Director on 1 April 2021. As both Stuart and Sarosh have been appointed as Directors since the last AGM, they will retire and stand for election for the first time.

All other Directors will be standing for re-election this year with the exception of Angela Seymour-Jackson who, having served on the Board for a period of nine years, is not seeking re-election. Biographical details of the Directors seeking election and re-election are set out on pages 12 and 13. The Board recommends to shareholders the election or re-election, as relevant, of all Directors on the basis that they are all experienced Directors, meet the independence requirements in the UK Corporate Governance Code, and demonstrate the appropriate level of effectiveness and commitment to the role.

The Board believes that all of the resolutions to be put to the meeting are in the best interests of the Company's members as a whole and will promote the success of the Company for their and its other stakeholders' benefit. The Board unanimously recommends that you vote in favour of the resolutions to be put to the meeting, as members of the Board intend to do in respect of their own beneficial shareholdings. All resolutions will be put to a poll and the voting results will be published via a Regulatory Information Service announcement and publication on the Company's website as soon as possible following the AGM.

Thank you, on behalf of the Board, for your continued support of Rentokil Initial. If you have any questions please do not hesitate to contact me by email at chairman@rentokil-initial.com.

Yours faithfully



Richard Solomons
Chairman
31 March 2021

Rentokil Initial plc
Riverbank
Meadows Business Park
Blackwater
Camberley
Surrey GU17 9AB

Tel: +44 (0)1276 607444
Registered office: as above
Registered in England and Wales; Company No. 5393279

rentokil-initial.com

Notice of AGM 2021

Notice is hereby given that the AGM of Rentokil Initial plc (the Company) will be held at, and broadcast from, the Company's offices at the Power Centre, A1 & A2, Link 10, Napier Way, Crawley, RH10 9RA on Wednesday 12 May 2021 at 2:00pm for the purposes listed below. Resolutions 1 to 17 will be proposed as ordinary resolutions and resolutions 18 to 21 will be proposed as special resolutions.

Report and Financial Statements

1. To receive the audited Financial Statements of the Company for the year ended 31 December 2020, the Strategic Report and the reports of the Directors and auditor thereon.

Remuneration Report

2. To approve the 2021 Directors' Remuneration Policy as set out in the Annual Report and Financial Statements of the Company for the year ended 31 December 2020.
3. To approve the Directors' Remuneration Report (including the Remuneration Committee Chair's statement but excluding that part containing the Directors' Remuneration Policy) as set out in the Annual Report and Financial Statements of the Company for the year ended 31 December 2020.

Amended Performance Share Plan Rules

4. To approve the amended rules of the Performance Share Plan 2016 (the 2016 PSP Rules), a copy of which is produced to the meeting. The amendments are set out on page 7 of the 2016 PSP Rules and explained in the explanatory notes to this Notice.

Dividend

5. To declare a final dividend of 5.41p per ordinary share for the year ended 31 December 2020 as recommended by the Directors.

Directors

6. To elect Stuart Ingall-Tombs, with effect from the end of the meeting, as a Director in accordance with the Company's Articles of Association.
7. To elect Sarosh Mistry, with effect from the end of the meeting, as a Director in accordance with the Company's Articles of Association.
8. To re-elect John Pettigrew, with effect from the end of the meeting, as a Director of the Company.
9. To re-elect Andy Ransom, with effect from the end of the meeting, as a Director of the Company.
10. To re-elect Richard Solomons, with effect from the end of the meeting, as a Director of the Company.
11. To re-elect Julie Southern, with effect from the end of the meeting, as a Director of the Company.
12. To re-elect Cathy Turner, with effect from the end of the meeting, as a Director of the Company.
13. To re-elect Linda Yueh, with effect from the end of the meeting, as a Director of the Company.

Auditor

14. To appoint PricewaterhouseCoopers LLP as the Company's auditor to hold office until the conclusion of the next general meeting of the Company at which accounts are laid before the Company.
15. To authorise the Directors to agree the auditor's remuneration.

Directors' authority to make political donations

16. That, in accordance with s.336 of the Companies Act 2006 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 generally 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 AGM of the Company to be held in 2022, provided that in each case any such donations and expenditure made by the Company or by 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 £100,000.

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.

Directors' authority to allot shares

17. That
 - (a) pursuant to Article 9 of the Company's Articles of Association, the Directors be generally and unconditionally authorised to allot relevant securities (as defined in s.551 of the Companies Act 2006) and to grant rights to subscribe for or to convert any security into shares in the Company:
 - (i) up to an aggregate nominal amount of £6,197,000; and
 - (ii) comprising equity securities (as defined in s.560(1) of the Companies Act 2006) up to an aggregate nominal amount of £12,394,000 (including within such limit any shares issued or rights granted under (a)(i) above) in connection with an offer by way of a rights issue:
 - (A) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (B) to holders of other equity securities if this is required by the rights of those securities or, as the Directors otherwise consider it necessary, as permitted by the rights of those securities,

and so that the Directors may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

Such authorities shall apply (unless previously renewed, varied or revoked by the Company in general meeting) until the end of the AGM of the Company to be held in 2022 (or, if earlier, at the close of business of 12 August 2022) 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 Directors may allot relevant securities under any such offer or agreement as if the authority had not ended;

- (b) subject to paragraph (c), all existing authorities given to the Directors pursuant to s.551 of the Companies Act 2006 be revoked by this resolution; and
- (c) paragraph (b) shall be without prejudice to the continuing authority of the Directors to allot shares, or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

Disapplication of pre-emption rights

18. That if resolution 17 is passed, and in place of the power given to them pursuant to the special resolution of the Company passed on 13 May 2020, the Directors be generally and unconditionally authorised, pursuant to s.570 and s.573 of the Companies Act 2006, to allot equity securities (as defined in the Companies Act 2006) for cash pursuant to the authority given by resolution 17 as if s.561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority:

- (a) shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under resolution 17(a)(ii), by way of a rights issue only):
- (i) to the ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, 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 17(a)(i) shall be limited to the allotment of equity securities for cash otherwise than pursuant to paragraph (a) up to an aggregate nominal amount of £929,000; and
- (c) to expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next AGM of the Company (or, if earlier, at the close of business of 12 August 2022) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of s.560(3) of the Companies Act 2006 as if in the first paragraph of this resolution the words 'pursuant to the authority given by resolution 17' were omitted.

19. That if resolutions 17 and 18 are passed, and in addition to any authority granted under resolution 18, the Directors be generally and unconditionally authorised to allot equity securities (as defined in the Companies Act 2006) for cash pursuant to the authority given by resolution 17 as if s.561(1) of the Companies Act 2006 did not apply to any such allotment or sale, such authority to:

- (a) in the case of the authority granted under resolution 17(a)(i), be:
- (i) limited to the allotment of equity securities up to an aggregate nominal amount of £929,000; and
 - (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this Notice; and

- (b) to expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next AGM of the Company (or, if earlier, at the close of business of 12 August 2022) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted

(and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of s.560(3) of the Companies Act 2006 as if in the first paragraph of this resolution the words 'pursuant to the authority given by resolution 17' were omitted.

Directors' authority to make market purchases of own shares

20. That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of s.693(4) of the Companies Act 2006) 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 under this authority is 185,900,000;
- (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% 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 end of the next AGM of the Company (or, if earlier, at the close of business of 12 August 2022); 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.

Notice period for general meetings, other than annual general meetings

21. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board



Daragh Fagan
Company Secretary
31 March 2021

Registered office:

Rentokil Initial plc
Riverbank
Meadows Business Park
Blackwater
Camberley
Surrey GU17 9AB

Registered in England and Wales; Company No. 5393279

rentokil-initial.com

Explanatory notes

Resolutions 1 to 17 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 18 to 21 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Receiving the reports 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 2020 to shareholders at the AGM. These include the Financial Statements, together with the Strategic Report, the reports of the Directors and the auditor and those parts of the Directors' Remuneration Report that are capable of being audited. These are all contained in the Annual Report 2020.

Approval of Directors' Remuneration Policy (resolution 2)

The Directors' Remuneration Policy (the Policy) is set out on pages 118 to 124 of the Annual Report 2020. It sets out the Company's policy on remuneration and potential payments to Directors in the future. The Policy must be approved by shareholders (by means of a separate resolution) at least once every three years. Following a shareholder consultation process which is outlined in the Directors' Remuneration Report in the Annual Report 2020, a new Policy is being put forward for shareholder approval. The Policy for which we are seeking your approval is largely unchanged from that approved by shareholders in 2018. The changes proposed have been made to comply with evolving market best practice and to align Executive Remuneration with median of the FTSE 100. The key changes and rationale for them are set out below.

Annual bonus scheme

- ▶ The scheme design will be simplified by separating the personal performance element from the financial element, rather than acting as a modifier and will operate independently.
- ▶ This change is proposed as we recognise our current scheme is considered complex and misaligned with current best practice. The amendment has been supported by shareholders throughout the consultation process.

Shareholding guidelines

- ▶ Post cessation guidelines will be introduced requiring Executive Directors to hold shares for a period of two years to the value of the shareholding guideline that applied at the cessation of their employment; or, in cases where the individual has not had sufficient time to build up shares to meet their guideline, their actual level of shareholding at cessation.
- ▶ This change is proposed to align with the 2018 UK Corporate Governance Code and investor guidance.

Pensions

- ▶ For new appointments the pension contribution will be in line with the wider workforce in the UK, currently 3%.
- ▶ The CEO's pension has been capped at the 2019 level which is currently 21.9% of salary and will continue to decrease as a result of any salary increase until the end of 2022 when it will be aligned with the wider workforce, which is currently 3% of salary.
- ▶ This change is proposed to align with the 2018 UK Corporate Governance Code and investor guidance that the pension contribution should be brought in line with the wider workforce by the end of 2022.

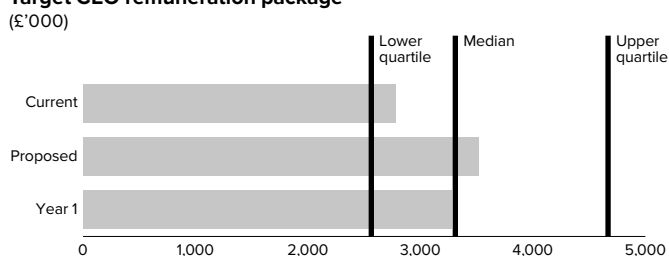
Performance Share Plan (PSP)

- ▶ The annual share awards under the PSP will be increased from 250% to 375% for the CEO and from 200% to 300% for the CFO. The application of the higher award level will be phased for both Executive Directors. Our CEO will receive a PSP award of 325% in 2021 and the full Policy amount of 375% in 2022. Our new CFO will receive a PSP award of 200% of salary in 2021, which was the previous policy award level. The full policy amount will be phased in over the term of the policy starting in 2022, as he builds his experience.
- ▶ The threshold vesting level will reduce to 20% from 25% of the award.

Rationale for PSP change

- ▶ The Company has grown in size considerably over the last five years, moving from just above the FTSE 150 to around the FTSE 50, with our market capitalisation increasing from £2.9bn in 2015 to around £10bn today, consequently our Executive Directors' total remuneration package has not kept pace with the speed with which the Company has grown, and is now at the lower quartile level for companies of a similar size.
- ▶ Whilst the Remuneration Committee has tried to respond to the continued outperformance and rapid growth of the Company, our Executive Directors' total remuneration package is still well below those compared to companies of a similar size. This does not fit with the principles we apply to our wider workforce of ensuring that our pay is fair and competitive and represents a retention and recruitment risk given the continuing high-performance of our leadership team. We aim to address these issues by creating a policy that is fit for purpose for the next three years and offers a package that brings our Executive Directors more in line with the market median.
- ▶ Proposing to increase the PSP opportunity, rather than other elements of the package, further aligns our Executive Directors' remuneration with returns to shareholders and the sustainable, long-term success of the Company.
- ▶ Finally, it ensures that the overall pay positioning of the CEO is broadly aligned with the FTSE 100 median which is both fair and reasonable for a company which is firmly positioned around the FTSE 50 and for an individual who has consistently delivered upper quartile performance.

Target CEO remuneration package



Data source: FTSE 100 Directors Remuneration 2020, FIT Remuneration Consultants

Approval of Directors' Remuneration Report (resolution 3)

Shareholders are invited to approve the Directors' Remuneration Report, excluding the Directors' Remuneration Policy, which may be found on pages 111 to 117 and 125 to 137 of the Annual Report 2020. It sets out the pay and benefits received by each of the Directors for the year ended 31 December 2020 and includes details of adjustments made to the Executive Directors' remuneration in response to COVID-19. These included the Board waiving their salary or fees in Q2 by 35% and the CEO by a further 65% (totalling 100%), the Executive Directors receiving no bonus in respect of 2020 despite the financial targets being met at threshold or above, and cancelling the PSP grant in March and instead granting in September when the stock market has stabilised following the initial shocks of the pandemic. In line with legislation this vote will be advisory and in respect of the overall remuneration package.

Amended Performance Share Plan Rules (resolution 4)

This resolution approves a small change to the Performance Share Plan Rules (the 2016 PSP Rules). The Performance Share Plan was first approved by shareholders at the AGM in 2016 and subsequently amended at the AGM in 2018. It is proposed that the individual limit in the 2016 PSP Rules be changed to mirror the proposals in the new Directors' Remuneration Policy (the Policy), referred to under resolution 2 above. This means the annual individual limit in the 2016 PSP Rules will be increased to 375% of the salary of that individual (up from 250%) and the 300% limit in exceptional circumstances will be removed; with the limit subject to any other limit as set out in the prevailing Policy, where applicable.

The proposed amendments have been made to ensure that the plan can be operated in full compliance with the new Policy. It is intended that the 2016 PSP Rules will remain the Company's primary long-term incentive arrangement. The full text of the 2016 PSP Rules, showing the proposed amendments, is available for inspection on the Company's website and on request from the office of the Company Secretary.

Declaration of a final dividend (resolution 5)

Shareholders must approve the final dividend payable for each ordinary share held. The Board proposes a final dividend of 5.41p per share for the year ended 31 December 2020. If approved, the recommended final dividend will be paid on 19 May 2021 to all shareholders who are on the register of members on 9 April 2021.

Shareholders are reminded that we will no longer be paying dividends by cheque (see note 6 on page 10 for more information).

Election of Directors (resolutions 6 and 7)

Stuart Ingall-Tombs was appointed as a Director since the last AGM on 15 August 2020 and Sarosh Mistry will be appointed as a Director to the Board on 1 April 2021 prior to the AGM. Resolutions 6 and 7 propose their elections as required by the Company's Articles of Association. They now stand for election by shareholders.

Their biographies are detailed on page 12 of this Notice. The Board believes this information is sufficient to enable shareholders to make an informed decision in respect of their appointment.

The Nomination Committee, which is the Committee of the Board that considers the balance of the Board and the mix of skills, knowledge and experience of its members, gave detailed consideration to the performance and skills of Stuart and Sarosh prior to their appointments. In reviewing the recommendation of the Nomination Committee concerning these elections, the Board concluded that both Stuart and Sarosh are independent in character and judgement and are expected to make an effective and valuable contribution to the Board and demonstrate commitment to the role. Accordingly, the Board unanimously recommends their appointments.

Re-election of Directors (resolutions 8 to 13)

The Directors shall retire and stand for re-election on an annual basis in accordance with the Company's Articles of Association and the UK Corporate Governance Code. Resolutions 8 to 13 (inclusive) propose such re-election of each of the Directors of the Company (other than Stuart Ingall-Tombs and Sarosh Mistry, who will be subject to election under resolutions 6 and 7), which will take effect at the conclusion of the AGM. Having served as a Non-Executive Director for a period of nine years, Angela Seymour-Jackson will not be seeking re-election at the AGM and will step down as a Director following the conclusion of the meeting. The Board is content that each Non-Executive Director proposed for re-election is independent in character and there are no relationships or circumstances likely to negatively affect their character or judgement.

All of the Directors seeking re-election have wide business knowledge and bring valuable skills and experience to the Board. Following the annual evaluation exercise conducted during the year, details of which can be found on page 95 of the Annual Report 2020, the Board considers that each of the Directors proposed for re-election continues to make an effective and valuable contribution and demonstrates commitment to the role. Separate resolutions will be proposed for each of these re-elections. Details of all Directors can be found on pages 12 and 13 of this Notice and in the Company's Annual Report for 2020, with their skills and experience illustrating why each Director's contribution is, and continues to be, important to the Company's long-term sustainable success. The Board believes this information is sufficient to enable shareholders to make an informed decision on their re-election.

Appointment of auditor (resolution 14)

The auditor of a company must be appointed or re-appointed at each general meeting at which accounts are laid, to hold office until the conclusion of the next general meeting at which the accounts are laid.

Following a competitive tender process (details of which can be found on page 104 of the Annual Report 2020), the Board, on the recommendation of the Audit Committee, proposes to appoint PricewaterhouseCoopers LLP (PwC) as the Company's new external auditor for the financial year commencing on 1 January 2021. KPMG LLP will cease to hold office as the Company's auditor at the conclusion of the AGM and has provided a statement as required by s.519 of the Companies Act 2006, which is set out in Appendix 1.

Resolution 14 proposes the appointment of PwC as auditor until the conclusion of the next general meeting of the Company at which the accounts are laid. The Audit Committee has recommended the appointment of PwC pursuant to resolution 14.

Auditor's remuneration (resolution 15)

This resolution gives authority to the Directors, in accordance with standard practice, to determine the auditor's remuneration. The Directors will delegate this authority to the Audit Committee.

Authority to make political donations (resolution 16)

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 16 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 relevant provisions of the Companies Act 2006, unintentionally commit a technical breach of the Companies Act 2006. Any expenditure which may be incurred under the authority of this resolution will be disclosed in next year's Annual Report.

Authority to allot shares (resolution 17)

The Company's Directors may only allot shares or grant rights to subscribe for, or convert any security into, shares if authorised to do so by shareholders. The authority conferred on the Directors at last year's AGM under s.551 of the Companies Act 2006 to allot shares expires on the date of the forthcoming AGM.

Accordingly, this resolution 17 seeks to renew the existing authority under s.551 of the Companies Act 2006 which would otherwise expire at the AGM to, in the case of paragraph (a)(i), give the Directors authority to allot the Company's shares or grant rights to subscribe for, or convert securities into, such shares up to a maximum nominal amount of £6,197,000 and, in the case of paragraph (a)(ii), to give the Directors authority to allot ordinary shares (including the shares referred to in paragraph (a)(i)) up to a nominal amount of £12,394,000 in connection with a pre-emptive offer to existing shareholders by way of a rights issue (including giving Directors the ability to deal with fractional entitlements to shares and overseas shareholders to whom the rights issue cannot be made due to legal or practical problems).

Explanatory notes

continued

This is in accordance with the latest guidance published by the Investment Association. The amount of £6,197,000 represents approximately one third of the Company's issued ordinary share capital (excluding treasury shares) as at 23 March 2021, being the last practicable date prior to publication of this Notice (the Latest Practicable Date). The amount of £12,394,000 represents approximately two thirds of the Company's issued ordinary share capital (excluding treasury shares) as at the Latest Practicable Date. This renewed authority will remain in force until the AGM to be held in 2022 (or, if earlier, at the close of business of 12 August 2022). The Directors have continued to seek annual renewal of this authority in accordance with best practice and intends to continue to do so. The Company does not hold any treasury shares as at the Latest Practicable Date.

The Directors have no present intention to exercise this authority (other than in connection with the allotment of shares under employee share schemes). However, renewal of this authority will ensure that the Directors have flexibility in managing the Company's capital resources so that the Directors can act in the best interests of shareholders generally.

Disapplication of pre-emption rights (resolutions 18 and 19)

Under s.561(1) of the Companies Act 2006, if the Directors wish to allot ordinary shares, or grant rights to subscribe for, or convert securities into ordinary shares, or sell treasury shares for cash (other than pursuant to an employee share scheme) they must in the first instance offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the Directors need the flexibility to finance business opportunities by the issue of shares without a pre-emptive offer to existing shareholders. This cannot be done under the Companies Act 2006 unless the shareholders have first given a limited waiver of their pre-emption rights. Resolutions 18 and 19, which will be proposed as special resolutions, seek to replace the authority given to the Directors at the last AGM which would otherwise expire at the AGM, to allot equity securities for cash on a non-pre-emptive basis without first offering them to existing shareholders in proportion to their existing shareholdings.

Resolutions 18 and 19 ask shareholders to grant this limited waiver.

Resolution 18 contains a two-part waiver. The first is limited to the allotment of shares for cash in connection with a rights issue to give the Directors the ability to make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example, might arise in relation to overseas shareholders. The second is limited to the allotment of shares for cash up to an aggregate nominal value of £929,000 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents approximately 5% of the issued ordinary share capital as at the Latest Practicable Date.

The waiver granted by resolution 19 is in addition to the waiver granted by resolution 18. It is limited to the allotment of shares for cash up to an aggregate nominal value of £929,000 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents a further 5% (approximately) of the issued ordinary share capital as at the Latest Practicable Date. This further waiver may only be used for an allotment of shares for cash for the purposes of financing (or refinancing, if the waiver is used within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Pre-Emption Group's March 2015 Statement of Principles (PEG Principles).

The PEG Principles indicate that, in addition to the standard annual disapplication of pre-emption rights up to a maximum equal to 5% of issued ordinary share capital (requested in resolution 18), the PEG is supportive of extending the general disapplication authority by an additional 5% in certain specified circumstances. The PEG has recommended that companies request this additional disapplication authority in a separate resolution. The Directors are therefore seeking authority for a combined limit of 10% under two separate resolutions in accordance with the PEG Principles.

The Directors have continued to seek an annual disapplication of the pre-emption rights in accordance with best practice and intend to adhere to the recommendations in the PEG Principles.

The Directors have no present intention of exercising this authority, but this authority will ensure that the Directors have flexibility in managing the Company's capital resources so that the Directors can act in the best interests of shareholders generally.

The Directors do not intend pursuant to the waiver in resolution 18 to allot shares non-pre-emptively for cash in excess of an amount equal to 7.5% of the issued ordinary share capital (excluding treasury shares) in any rolling three-year period, in accordance with the PEG Principles.

The authorities sought will remain in force until the AGM to be held in 2022 (or, if earlier, at the close of business of 12 August 2022).

Authority to purchase own shares (resolution 20)

Resolution 20, which will be proposed as a special resolution, gives the Company authority to buy back its own ordinary shares in the market as permitted by the Companies Act 2006. This renews the authority granted at last year's AGM which expires on the date of the AGM. The authority limits the number of shares that could be purchased to a maximum of 185,900,000 (representing approximately but not more than 10% of the issued share capital of the Company (excluding treasury shares) as at the Latest Practicable Date and sets minimum and maximum prices. This authority will expire at the conclusion of the AGM of the Company in 2022 (or, if earlier, at the close of business of 12 August 2022).

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 under this authority 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 employee share schemes. As at the Latest Practicable Date, there were options over 21.9 million ordinary shares in the capital of the Company which represent 1.18% of the Company's issued ordinary share capital (excluding treasury shares).

If the authority to purchase the Company's ordinary shares was exercised in full, these options would thereafter represent 1.31% of the Company's issued ordinary share capital (excluding treasury shares). The authority will only be valid until the conclusion of the next AGM in 2022 (or, if earlier, at the close of business of 12 August 2022). The Company has sought the authority of the shareholders to purchase its own shares by way of special resolution.

Notice of general meetings (resolution 21)

The Companies Act 2006 sets the notice period required for general meetings at 21 days unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. Resolution 21 seeks such approval with respect to general meetings (other than annual general meetings) of the Company. Annual general meetings will continue to be held on at least 21 clear days' notice.

The approval will be effective until the Company's next AGM in 2022, 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 Companies Act 2006 before it can call a general meeting on 14 clear days' notice. It is intended that the shorter notice period would not be used as a matter of routine for such meetings but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole.

General notes

These notes should be read in light of the arrangements for this year's AGM described in Appendix 3 (Further information about the AGM) on page 14. This year's AGM will be a combined physical and electronic meeting but, due to the current COVID-19 restrictions, shareholders will not be permitted to attend the physical location for the AGM in person. It is, therefore, strongly advised that you participate in the meeting remotely via a live webcast which you can access by logging on to web.lumiagm.com or appoint the Chair of the meeting as your proxy to vote on your behalf in accordance with the procedure set out in the notes below.

1. Documents enclosed

This Notice of Meeting is being sent to all shareholders who have requested to receive shareholder communications in paper form. It is also available on the Company's website at rentokil-initial.com. A proxy form is enclosed with this Notice.

2. Entitlement to attend and vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered in the register of members of the Company as at 6:30pm on 10 May 2021, or, if this meeting is adjourned, in the register of members as at 6:30pm two days, excluding non-business days, before 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 6:30pm on 10 May 2021, or, if this meeting is adjourned, in the register of members after 6:30pm two days, excluding non-business days, before any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.

In the case of joint holders of a share, the vote of the senior shareholder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names of the holders stand in the register.

3. Proxies, corporate representatives and nominated persons

Proxies

Registered shareholders who are unable to attend the meeting may appoint a proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the AGM. A shareholder 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 that shareholder. A proxy need not be a shareholder of the Company (but must attend the meeting on your behalf) and may be appointed by:

- (a) completing and returning the proxy form that accompanies this Notice;
- (b) going to sharevote.co.uk 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.

Please note that, due to the current issues surrounding COVID-19 and the related public health guidance, we strongly recommend that you appoint the Chair of the meeting as your proxy to ensure your vote is counted even if attendance at the meeting is restricted or you are unable to attend.

The return of a completed proxy form online or by post will not prevent a shareholder attending the AGM electronically and voting in person if the shareholder wishes to do so.

To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, by following the procedures described in the CREST manual available at www.euroclear.com, the CREST message must be received by the issuer's agent RA19 by 2:00pm on Monday 10 May 2021. 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.

IMPORTANT: To be effective your proxy form must be received by the Company's Registrar no later than 2:00pm on Monday 10 May 2021. 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 s.146 of the Companies Act 2006 to enjoy information rights (a Nominated Person). Such rights can only be exercised by shareholders of the Company.

Corporate representatives

Corporate shareholders may appoint one or more corporate representatives, who may exercise on its behalf all its powers, provided that if two or more representatives are appointed either:

- (a) each corporate representative is appointed to exercise the rights attached to a different share or shares held by that shareholder; or
- (b) the corporate representatives vote in respect of the same shares, the power is treated as exercised only if they purport to exercise the power in the same way as each other (in other cases, the power is treated as unexercised).

Nominated Person(s)

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 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.

4. AGM business

Shareholders attending the meeting have a right to ask questions at the AGM relating to the business of the meeting and the Company must cause such questions to be answered, unless such answers would interfere unduly with the preparation of the meeting, involve the disclosure of confidential information, the answer has already been published on the Company's website or it is not in the interests of the Company or the good order of the meeting that the question be answered.

Details on how shareholders can ask questions, both ahead of and during the AGM, are provided on page 14.

General notes

continued

5. Website publication of audit concerns

Under s.527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to request publication on the Company's website of any concerns that they propose to raise at the meeting relating to:

- (a) the audit of the Company's accounts (including the auditor's report and conduct of the audit) that are to be submitted to the meeting; or
- (b) any circumstance connected with an auditor of the Company ceasing to hold office since the last AGM of the Company. The Company will publish the statement if sufficient requests have been received in accordance with s.527(2) of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with s.527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under s.527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under s.527 of the Companies Act 2006 to publish on a website.

6. Dividends

As previously communicated, the Company will no longer be paying dividends by cheque and all dividends will now be credited directly into a shareholder's UK bank or building society account. Shareholders who historically received dividends by cheque and have not yet completed a Dividend Mandate Form will need to contact our Registrar to request a form for completion (see note 11 below for contact details). For any shareholder who has not submitted their dividend mandate by the deadline of 9 April 2021, cash will be held in an account and they will need to contact our Registrar for the cash to be distributed to their UK bank or building society account. If you do not have a UK bank or building society account you may be able to arrange for payments to be converted and paid in your local currency. Please contact our Registrar for more information.

7. Total voting rights

As at the Latest Practicable Date, the Company's issued share capital consisted of 1,859,332,965 ordinary shares, carrying one vote each.

8. 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.

9. Documents available on website

In accordance with s.311A of the Companies Act 2006, a copy of this Notice, and other information required by such section, is available on the Company's website at rentokil-initial.com.

10. Voting outcome

The results of the voting at the AGM will be announced through a Regulatory Information Service and will appear on our website at rentokil-initial.com as soon as possible following the meeting.

11. Shareholder enquiries

Any enquiries in relation to shareholdings, dividends, or regarding the appointment of a proxy should be directed to the Company's Registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, or by telephone on 0333 207 6581 or +44 121 415 0077 if calling from overseas. Lines are open between 8:30am and 5:30pm, Monday to Friday excluding public holidays in England and Wales.

Any other enquiries in relation to the AGM should be directed to the office of the Company Secretary at secretariat@rentokil-initial.com.

12. Change of registered office address

Please note that the registered office for Rentokil Initial plc is due to change to Compass House, Manor Royal, Crawley, West Sussex, RH10 9PY. This is expected to take effect from 1 April 2021.

Appendix 1 – Auditor resignation statement



KPMG LLP
Audit
15 Canada Square
Canary Wharf
London E14 5GL
United Kingdom

Tel +44 (0) 207 3118314
mike.maloney@kpmg.co.uk

The Directors
Rentokil Initial plc
Riverbank
Meadows Business Park
Blackwater
Camberley
Surrey
GU17 9AB

Your ref

Our ref Mike Maloney
01 2073118314

16 March 2021

Dear Directors

Statement to Rentokil Initial plc (no. 05393279) on ceasing to hold office as auditor pursuant to section 519 of the Companies Act 2006

The reason connected with our ceasing to hold office is the holding of a competitive tender for the audit, in which we were unsuccessful in retaining the audit.

We request that any correspondence in relation to this statement be sent to our registered office at 15 Canada Square, London, E14 5GL marked for the attention of Mike Maloney.

Yours faithfully

KPMG LLP
Audit registration number: 9188307
Audit registration address:
15 Canada Square
London E14 5GL

KPMG LLP, a UK limited liability partnership and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.

Registered in England No OC301540
Registered office: 15 Canada Square, London, E14 5GL
For full details of our professional regulation please refer to 'Regulatory information' under 'About' at www.kpmg.com/uk

Appendix 2 – Board of Directors

Stuart Ingall-Tombs Chief Financial Officer

Appointed: August 2020

Skills, experience and contribution

Stuart has extensive experience in senior operational and corporate finance roles, gained at Group level and in key operational businesses over 13 years at Rentokil Initial, as well as other leading organisations. Most recently, he was CFO for North America, the Company's largest business, and before that spent several years as Group Financial Controller and Treasurer before four years as Regional Finance Director for Europe, driving organisational change and enhancing growth. A deep operational understanding of key regional businesses, combined with experience at the corporate centre, will enable Stuart to make a broad contribution to the ongoing development and growth of the Group.

After qualifying as an accountant at Stoy Hayward, he worked for organisations including Lex and RAC and joined Rentokil Initial in 2007 as Divisional Finance Director for the global Pest Control business. Stuart has a degree in Politics and International Studies from the University of Warwick and is a fellow of the Institute of Chartered Accountants in England and Wales.

Current external commitments

▶ None

Sarosh Mistry Non-Executive Director

Appointed: April 2021

Skills, experience and contribution

Sarosh has extensive experience as a senior executive, driving organic and inorganic growth in business-to-business services, especially in North America. He has deep experience of building businesses across the healthcare, retail, facilities management, hospitality, financial services and consumer technology industries, including innovation-led growth, service line extensions and new country entries (including emerging markets in Latin America and Asia). His executive experience has been in complex, geographically dispersed and multi-site businesses operating globally.

Sarosh is Chairman of Sodexo's North American services, which include clinical technology in healthcare settings, SaaS-based digital ecosystems, and food-focused delivery. He is also CEO of Sodexo's global Home Care Services business and a member of the listed group's executive committee. Prior to joining Sodexo in 2011, he worked in senior roles in major business-to-business and consumer organisations Compass, Starbucks, Aramark and PepsiCo. Sarosh has a Bachelor's degree from St John's University, Minnesota, and an MBA from the A. Gary Anderson Graduate School of Management, California.

Current external commitments

- ▶ Chairman, Sodexo North America and CEO, Home Care Services Worldwide
- ▶ Board Director, Didi Hirsch Mental Health Services

John Pettigrew Senior Independent Director

Appointed: January 2018 and became Senior Independent Director in May 2019

Skills, experience and contribution

John has a strong track record of developing and implementing global strategies for profitable growth at National Grid, deep experience of running a major US business, a strong economic background and engineering leadership experience. His skillset includes service provision to a large commercial and residential customer base, delivering world-class levels of safety performance and driving transformational change in highly regulated environments. He has broad experience of dealing with governments and regulators in the UK and US, and leading development of environmental, social and governance (ESG) strategies.

John is Chief Executive of National Grid plc, a fellow of the Institute of Engineering and Technology, a fellow of the Energy Institute, a member of the UK Government's Inclusive Economy Partnership, a member of the Edison Electric Institute Executive Committee, and sits on the Presidents Committee of the CBI.

Current external commitments

- ▶ Chief Executive, National Grid plc

Andy Ransom Chief Executive

Appointed: May 2008

Skills, experience and contribution

Andy has led Rentokil Initial as Chief Executive since October 2013 and was responsible for the creation of the Right Way strategy. He brings a focused operational management style, together with a broad range of commercial and strategic skills gained in senior executive positions and legal roles earlier in his career, including several years in the US and Canada. He has over 30 years' experience of creating value through mergers and acquisitions (M&A) around the world, at Rentokil Initial and ICI, and he has a strong record of engaging with stakeholders from colleagues and customers to investors, as well as creating innovative partnerships with not-for-profit organisations.

He joined Rentokil Initial in 2008 as Executive Director of the global Pest Control business, from ICI where he was part of the executive management team with operational responsibility for ICI's Regional and Industrial Division, after holding various management positions as General Counsel and head of the M&A team since 1987. Andy is a graduate of the University of Southampton and a qualified solicitor. He is a patron of Malaria No More UK.

Current external commitments

- ▶ Vice Chair of Street League
- ▶ Senior Strategic Adviser – Business Services, Apax Partners LLP

Key

NED Non-Executive Director
SID Senior Independent Director

Richard Solomons

Chairman

Appointed: March 2019 and became Chairman in May 2019

Skills, experience and contribution

Richard brings to the Board deep operational and financial expertise combined with a strong commercial and strategic development track record. As former Chief Executive Officer of InterContinental Hotels Group plc (IHG), and prior to that Chief Financial Officer, he has broad experience of leading a successful multinational, as well as delivering growth in North America and Greater China, and the effective use of digital tools in service-led global businesses. These attributes enable him to provide the necessary leadership to the Board and to contribute insights relevant to many of the strategic priorities of the business, as well as experience from the key hospitality customer segment. He is active, in parallel with the Executive Directors, in engaging with investors to ensure that their views and perspectives are considered within Board discussions.

Richard has a BA in Economics from the University of Manchester, trained as a Chartered Accountant with KPMG, and has seven years' investment banking experience in New York and London with Hill Samuel. Until May 2020, Richard was the Senior Independent Director of Aston Martin Lagonda Global Holdings plc.

Current external commitments

- ▶ Member of the Board of Governors and the Finance Committee at the University of Manchester
- ▶ NED and Chairman of the Advisory Committee, Hotelbeds Group S.L.U. (Spain)

Julie Southern

Non-Executive Director

Appointed: July 2014

Skills, experience and contribution

Julie has extensive financial experience having had a long, successful career in a number of commercially oriented finance and related roles, working for some of the world's best-known consumer brands. In her non-executive career, she has extensive experience of leading audit committees in leading companies undergoing rapid growth and change. Through her various roles, Julie has also gained significant exposure to commercial, legal, HR and operational challenges and responsibilities.

She was Chief Commercial Officer of Virgin Atlantic Limited between 2010 and 2013, responsible for the commercial strategy of Virgin Atlantic Airways and Virgin Holidays, having previously been Chief Financial Officer of Virgin Atlantic Limited for 10 years. In addition, Julie was previously Group Finance Director at Porsche Cars Great Britain, and Finance and Operations Director at WH Smith – HJ Chapman & Co. Ltd. She was previously a Non-Executive Director of Stagecoach Group plc, Gategroup AG, Cineworld plc and DFS Furniture plc. Julie is a Chartered Accountant, having trained with Price Waterhouse, and has a BA (Hons) in Economics from Cambridge University.

Current external commitments

- ▶ NED and Chair of the Audit Committee, NXP Semiconductors N.V. (Netherlands)
- ▶ SID and Chair of the Audit Committee, easyJet plc
- ▶ NED and Chair of the Audit Committee, Ocado Group plc

Cathy Turner

Non-Executive Director

Appointed: April 2020

Skills, experience and contribution

Cathy has significant senior executive experience in banking and financial services following 15 years at Lloyds Banking Group plc and Barclays plc, where she was Group HR Director. She also brings a breadth of executive experience from having had wider responsibilities, including strategy, investor relations, corporate affairs, brand and marketing, as Chief Administrative Officer for Lloyds Banking Group and Executive Committee member at Barclays. She brings deep experience of leading international customer-focused businesses, operating in complex, highly regulated industries and navigating highly challenging environments such as the 2008 financial crisis.

Her earlier career as a consultant included roles with major audit and consultancy firms. Cathy graduated in Economics from Lancaster University. Until May 2020, she was a Non-Executive Director at Quilter plc.

Current external commitments

- ▶ NED and Chair of the Remuneration Committee, Aldermore Group plc
- ▶ NED and Chair of the Remuneration Committee, Spectris plc
- ▶ Partner, Manchester Square Partners LLP
- ▶ Trustee, Gurkha Welfare Trust
- ▶ NED, Motonovo Finance Limited

Linda Yueh

Non-Executive Director

Appointed: November 2017

Skills, experience and contribution

As an economist, corporate lawyer and financial broadcaster, Linda brings a diverse range of skills to the Board, including strong commercial experience gained through her work in corporate law and previous non-executive positions, as well as deep insights into the economic environments in the markets in which Rentokil Initial operates, including key emerging and rapidly developing markets. Linda has acted in various advisory roles, including for the World Bank and the European Commission. Linda has obtained a BA at Yale; Master's at Harvard; Juris Doctorate at New York University; and an MA and doctorate at Oxford. Linda is a fellow at St Edmund Hall, Oxford University and Adjunct Professor of Economics at London Business School as well as Visiting Professor at the London School of Economics and Political Science (LSE). Linda is an Adviser to the UK Board of Trade and a member of the Independent Review Panel on Ring-fencing and Proprietary Trading.

Current external commitments

- ▶ Trustee of Malaria No More UK and the Coutts Foundation
- ▶ Chair of the Royal Commonwealth Society
- ▶ Chair of The Schiehallion Fund Limited and Chair of the Nomination Committee
- ▶ NED, Fidelity China Special Situations plc

Key

NED Non-Executive Director
SID Senior Independent Director

Appendix 3 – Further information about the AGM

Timings

Date	12 May 2021
1:00pm	AGM website opens and questions can be submitted online
2:00pm	AGM begins; you will be able to vote once the Chair of the meeting declares the poll open
3:00pm	Estimated time that the meeting will close
3:15pm (approximate time)	The poll will close 15 minutes after the end of the meeting The results of the poll will be released to the London Stock Exchange once collated

Physical attendance

In line with the government's current restrictions on public gatherings, shareholders will not be permitted to attend the physical location for the AGM in person but can attend in person using electronic means. It is intended that the only people present at the AGM venue will be those required to form the quorate meeting and transact the formal business of the meeting. Please refer to the following information and the user guide provided with this Notice (see page 15) for details of how to view a webcast of the meeting, submit questions and vote electronically.

Electronic meeting

For the 2021 AGM, Rentokil Initial plc will be enabling shareholders to attend and participate in the meeting electronically, should they wish to do so. This can be done by accessing the AGM website, web.lumiagm.com.

Accessing the AGM website

The Lumi AGM website can be accessed online using most well-known internet browsers such as Internet Explorer (please note it is not compatible with versions 10 and below), Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. If you wish to access the AGM using this method, please go to web.lumiagm.com on the day.

Logging in

On accessing the AGM website, you will be asked to enter a Meeting ID which is **132-176-883**.

You will then be prompted to enter your unique SRN and PIN which is the first two and last two digits of your SRN. These can be found printed on your form of proxy. Access to the meeting via the website will be available from 1:00pm on 12 May 2021; however, please note that your ability to vote will not be enabled until the Chair of the meeting formally declares the poll open.

Broadcast

The meeting will be broadcast online, including presentation slides. Once logged in, and at the commencement of the meeting, you will be able to listen to the proceeding of the meeting on your device, as well as being able to see the slides of the meeting which will include the resolutions to be put forward to the meeting; these slides will progress automatically as the meeting progresses.

Voting

Once the Chair has formally opened the meeting, he will explain the voting procedure. Voting will be enabled on all resolutions at the start of the formal meeting on the Chair's instruction. This means shareholders may, at any time while the poll is open, vote electronically on any or all of the resolutions in the Notice of Meeting. Resolutions will not be put forward separately.

Once the resolutions have been proposed, the list of resolutions will appear along with the voting options available. Select the option that corresponds with how you wish to vote, 'FOR', 'AGAINST' or 'WITHHELD'. Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate

your vote has been cast and received – there is no submit button. If you make a mistake or wish to change your vote, simply select the correct choice, if you wish to cancel your vote, select the 'cancel' button. You will be able to do this at any time while the poll remains open (the poll will close 15 minutes after the Chair announces the end of the meeting).

Questions

Shareholders attending electronically may ask questions via the website by typing and submitting their question in writing. If you wish to submit a question you should select the messaging icon from within the navigation bar and type your question at the bottom of the screen. Once finished, press the 'send' icon to the right of the message box to submit your question.

Alternatively, shareholders will have the option to ask questions verbally by telephone. Once the meeting has started, dial-in details and the conference ID will be made available on the Lumi AGM website information page. Shareholders who want to ask a verbal question will then be able to dial this number and will initially speak to a Lumi host who will confirm their name and that they are a shareholder. At the appropriate time, the shareholder will be invited to speak and their question will be broadcast live as part of the meeting. Please note that the telephone connection is available only as a means to ask a verbal question to the Chair of the meeting; it is not possible to listen to the meeting by telephone.

Shareholders can also submit questions in advance of the meeting by email to chairman@rentokil-initial.com.

Requirements

An active internet connection is required at all times in order to allow you to cast your vote when the poll opens, submit questions and listen to the webcast. It is the user's responsibility to ensure you remain connected for the duration of the meeting.

Duly appointed proxies and corporate representatives

Duly appointed proxies and corporate representatives who wish to attend remotely on a shareholder's behalf should contact the Company's Registrar, Equiniti, before 2:00pm on 11 May 2021 on 0333 207 6581, or +44 121 415 0077 if you are calling from outside the UK, for your SRN and PIN.

Lines are open 8:30am to 5:30pm Monday to Friday (excluding public holidays in England and Wales).

Contact details

If you encounter any technical issues when attempting to attend the AGM virtually, please contact Equiniti via the contact details above.

User guide to joining the Rentokil Initial plc 2021 AGM electronically and accessing the webcast and question facility

Meeting ID: 132-176-883

To login you must have your SRN and PIN



Open the Lumi AGM website and you will be prompted to enter the Meeting ID. If a shareholder attempts to login to the website before the meeting is live*, a pop-up dialogue box will appear.

*1:00pm on 12 May 2021



After entering the Meeting ID, you will be prompted to enter your unique SRN and PIN.



When successfully authenticated, you will be taken to the Home Screen.



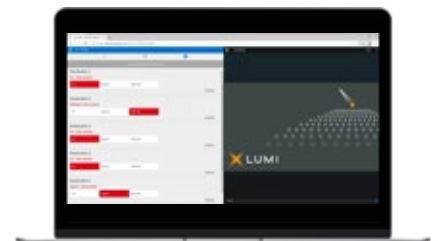
To view the meeting presentation, expand the 'Broadcast Panel', located at the bottom of your device.

If viewing through a browser, it will appear automatically. This can be minimised by pressing the same button.



When the Chair of the meeting declares the poll open, a list of all resolutions and voting choices will appear on your device.

Scroll through the list to view all resolutions.



For each resolution, press the choice corresponding with the way in which you wish to vote.

When selected, a confirmation message will appear. For - Vote received



To change your mind, simply press the correct choice to override your previous selection. To cancel your vote, press 'cancel'.

To return to the voting screen while the poll is open, select the voting icon.



If you would like to ask a question, select the messaging icon.

Type your message within the chat box at the bottom of the messaging screen.

Click the 'send' button to submit.

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