

**Rentokil
Initial**

**Notice of Annual
General Meeting**

**14 May 2014
12 noon**

**Annual General
Meeting (AGM)**

**This document is important and
requires your immediate
attention: action required**

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 sending you the notice of the AGM of Rentokil Initial plc ('the Company') which will be held in the Desoutter Suite at the Sofitel London Gatwick, North Terminal, Gatwick Airport, Crawley, West Sussex RH6 0PH on Wednesday 14 May 2014 at 12 noon. A location map is provided on the last page of this notice of meeting and on the form of proxy. An attendance card is also attached which you should bring with you if you attend the meeting. Explanatory notes on all the resolutions accompany this notice of meeting.

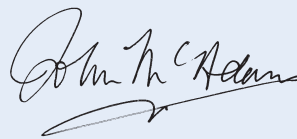
Biographical details of the directors seeking re-election are set out in the notes to the resolutions which follow the notice of meeting. In 2014, Duncan Tatton-Brown will have served on the Board for nine years, much of that time as Audit committee chairman, and will be standing down at the AGM this May. Subject to shareholder approval, Peter Long, our senior independent director who joined the Board in 2002, will remain as a director for the remainder of 2014 and will stand down on 31 December 2014.

The Board believes that all of the proposed resolutions set out in the following notice of meeting are in the best interests of the Company and the shareholders as a whole and recommends you to 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.

I hope that you will be able to attend the AGM and raise any questions you may have on the matters to be considered at the meeting. If you would like to vote on the resolutions but cannot come to the meeting, please complete the proxy form sent with this notice and return it to Capita Asset Services by no later than 12 noon on Monday 12 May 2014. Information about how to appoint a proxy electronically is given in note 4(b) on page 8 of this document.

All resolutions will be put to a poll. This reflects best practice and will ensure that shareholders who are not able to attend the meeting, but who have appointed proxies, have their votes fully taken into account. Shareholders who attend the meeting will still have the opportunity to ask questions and form a view on any points raised before voting on each resolution. The poll results will be announced on the day following the meeting.

Yours faithfully,



John McAdam
Chairman
9 April 2014

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

Tel: +44 (0)1276 607444
Fax: +44 (0)1276 34343
Registered office: as above
Registered in England & Wales No: 5393279

www.rentokil-initial.com

Notice of AGM 2014

Notice is hereby given that the AGM of Rentokil Initial plc ('the Company') will be held in the Desoutter Suite at the Sofitel London Gatwick, North Terminal, Crawley, West Sussex RH6 0PH on Wednesday 14 May 2014 at 12 noon for the following purposes:

Report and Accounts

1. To receive the audited accounts of the Company for the year ended 31 December 2013 and the report of the Directors' and Auditor's thereon.

Remuneration Policy and Remuneration Report

2. To approve the Directors' Remuneration Policy in the form set out on pages 56 to 62 of the Directors' Remuneration Report as set out in the Report and Accounts for the year ended 31 December 2013, such Directors' Remuneration Policy to take effect from the date of the 2014 AGM, being Wednesday 14 May 2014.
3. To approve the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy as set out in the Report and Accounts for the year ended 31 December 2013.

Dividend

4. To declare a final dividend of 1.61p per ordinary share for the year ended 31 December 2013 as recommended by the directors.

Directors

5. To re-elect John McAdam, who retires with effect from the end of the meeting, as a director of the Company.
6. To re-elect Peter Bamford, who retires with effect from the end of the meeting, as a director of the Company.
7. To re-elect Richard Burrows, who retires with effect from the end of the meeting, as a director of the Company.
8. To re-elect Alan Giles, who retires with effect from the end of the meeting, as a director of the Company.
9. To re-elect Peter Long, who retires with effect from the end of the meeting, as a director of the Company.
10. To re-elect Andy Ransom, who retires with effect from the end of the meeting, as a director of the Company.

11. To re-elect Angela Seymour-Jackson, who retires with effect from the end of the meeting, as a director of the Company.
12. To re-elect Jeremy Townsend, who retires with effect from the end of the meeting, as a director of the Company.

Auditors

13. To appoint KPMG 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.
14. To authorise the directors to agree the auditor's remuneration.

Notice period for general meetings, other than annual general meetings

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

Directors' authority to allot shares

16. To consider the following resolution as an ordinary resolution:
"That pursuant to Article 12 of the Company's articles of association, the Board be authorised to allot relevant securities (as defined in the Companies Act 2006):
a) up to a nominal amount of £6,032,438; and
b) comprising equity securities (as defined in the Companies Act 2006) up to a nominal amount of £12,064,877 (including within such limit any shares issued under a) above in connection with an offer by way of a rights issue to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings and to people who are 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 Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter. Such authorities shall apply until the end of the AGM

of the Company to be held in 2015 (or, if earlier, 15 months from the date of this resolution) but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require relevant securities to be allotted after the authority ends and the Board may allot relevant securities under any such offer or agreement as if the authority had not ended."

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

"That if resolution 16 is passed and, pursuant to Article 13 of the Company's articles of association, the Board be given power, pursuant to s.570 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or where the allotment constitutes an allotment of equity securities by virtue of s.560 of the Companies Act 2006, free of the restriction in s.561 of the Companies Act 2006, such power to be limited:

- a) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under resolution 16(b), by way of a rights issue only)
- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) to people who are 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 Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
- b) in the case of the authority granted under resolution 16(a), to the allotment (otherwise than under (a) above) of equity securities up to a nominal amount of £905,771.

Such power shall apply until the end of the AGM of the Company to be held in 2015 (or, if earlier, 15 months from the date of this resolution) but during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted

after the power ends and the Board may allot equity securities under any such offer or agreement as if the power had not ended.”

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

“That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of s.693 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 is 181,154,313;
- b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 1p (being the nominal value of an ordinary share);
- c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:
 - (i) an amount equal to 105 per cent. of the average of the middle market quotations of an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the

day on which the ordinary share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System (SETS);

- d) this authority shall expire at the close of the AGM of the Company to be held in 2015 (or, if earlier, 15 months from the date of this resolution); and
- e) a contract to purchase shares under this authority may be made prior to the expiry of this authority, and concluded in whole or in part after the expiry of this authority.”

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

“That the Company and any company which is or becomes a subsidiary of the Company during the period to which this resolution relates be and is hereby authorised to:

- a) make donations to political parties and independent election candidates;
- b) make donations to political organisations other than political parties; and

- c) incur political expenditure, during the period commencing on the date of this resolution and ending at the close of the AGM of the Company to be held in 2015, provided that in each case any such donations and expenditure made by the Company and any such subsidiary shall not exceed €50,000 per Company and together with those made by any such subsidiary and the company shall not in aggregate exceed €200,000. Any terms used in this resolution which are defined in Part 14 of the Companies Act 2006 shall bear the same meaning for the purposes of this resolution.”

By order of the Board
Paul Griffiths
Company Secretary
9 April 2014

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

Registered office: as above
Registered in England and Wales
No. 5393279
www.rentokil-initial.com

Explanatory notes

Receiving the directors' report and accounts - (resolution 1)

The directors must present the report of the directors and the accounts of the Company for the year ended 31 December 2013 to shareholders at the AGM. The report of the directors, the accounts, and the report of the Company's auditors on the accounts and on those parts of the Directors' Remuneration Report that are capable of being audited are contained within the annual report and accounts.

Approval of directors' remuneration policy report and directors' annual remuneration report - (resolution 2 and resolution 3)

There are new requirements this year that relate to the content and approval of the Directors' Remuneration Report following changes made from 1 October 2013 to the Companies Act 2006 and the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (the "Directors' Remuneration Report

Regulations"). The Directors' Remuneration Report now contains:

- a statement by the Chairman of the Remuneration committee, Alan Giles;
- the Directors' Remuneration Policy in relation to future payments to directors and former directors; and
- the Annual Remuneration Report, which sets out the payments made to directors for the financial year ended 31 December 2013.

The Board considers that appropriate executive remuneration plays a vital part in helping to achieve the Company's overall objectives and accordingly, in compliance with the Companies Act 2006 and the Directors' Remuneration Report Regulations, shareholders will be invited to approve the various elements of the Directors' Remuneration Report.

The Directors' Remuneration Policy sets out the Company's forward looking policy on directors' remuneration and is subject to a binding vote at this 2014 AGM

(resolution 2). Resolution 2 is an ordinary resolution to approve the Directors' Remuneration Policy as set out in full on pages 56 to 62 of the annual report and accounts and if approved will come into force on 14 May 2014. Payments will continue to be paid to directors and former directors in line with existing contractual arrangements until such date. Once the Directors' Remuneration Policy has been approved and commences, then all payments by the Company to directors and former directors must be made in accordance with this policy (unless a payment is separately approved by shareholder resolution). If resolution 2 is approved, the Directors' Remuneration Policy will continue to apply until a new directors' remuneration policy is approved by shareholders. The Company is required to seek shareholder approval for its Directors' Remuneration Policy at least every three financial years. If the Directors' Remuneration Policy is to be changed in any way in the future then a revised policy will need to be put to a

shareholder vote before any new policy can be implemented. If resolution 2 is not approved for any reason, the Company will, to the extent permitted by the Companies Act 2006, continue to make payments to directors in accordance with existing contractual arrangements and will seek shareholder approval for a revised Directors' Remuneration Policy as soon as practicable.

The statement by the Chairman of the Remuneration Committee and the Annual Remuneration Report will, as in past years, be put to an annual advisory shareholder vote by ordinary resolution (resolution 3). The Annual Remuneration Report which may be found on pages 62 to 72 of the annual report and accounts gives details of your directors' remuneration for the year ended 31 December 2013 and sets out the Company's implementation of its policy on directors' remuneration. Resolution 3 is an advisory resolution in that payments made or promised to directors will not have to be repaid, reduced or withheld in the event that the resolution is not passed.

The Company's auditors, KPMG Audit plc, have audited those parts of the Directors' Remuneration Report required to be audited and their report may be found on page 73 of the annual report and accounts.

Declaration of a final dividend - (resolution 4)

Subject to the declaration of the final dividend at the meeting, the dividend will be paid on 21 May 2014 to shareholders on the register at the close of business on 11 April 2014.

Re-election of directors - (resolutions 5 to 12)

Resolutions 5 to 12 (inclusive) propose the re-election of each of the directors of the Company (save for Duncan Tatton-Brown who has served on the Board for nine years and will stand down at the conclusion of this AGM) in accordance with best practice as set out in the UK Corporate Governance Code. The re-elections of directors will take effect at the conclusion of the AGM. 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 affect their character or judgement, including Peter Long who has served as a director for more than ten years. Subject to re-election at the 2014 AGM, Mr Long will stand down as a director at the end of 2014.

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, the Chairman 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. Biographies of each of the Directors' seeking re-election can be found in the annual report and accounts on pages 30 to 31 and they are repeated below.

John McAdam (resolution 5) Chairman (Age 65)

Committee memberships
Chairman, Nomination committee

Skills, experience and relevant qualifications

Joined Rentokil Initial as Chairman in May 2008 and prior to that had a successful executive career with Imperial Chemical Industries plc (ICI), becoming Chief Executive from 2003 to 2008. Before joining ICI in 1997 he held a number of senior executive positions at Unilever from 1974, with Birds Eye Walls, Quest International and Unichema International. Formerly a director of Severn Trent plc and Sara Lee Corporation (USA).

Graduated from Manchester University with a first class honours degree in chemical physics and, after completing his doctorate, was awarded a research fellowship.

Current external commitments

Chairman of United Utilities Group PLC, senior independent director of J Sainsbury plc and non-executive director of Rolls-Royce PLC.

Peter Bamford (resolution 6) Non-executive Director (Age 60)

Committee memberships
Member, Audit committee

Skills, experience and relevant qualifications

Joined Rentokil Initial as a non-executive director in July 2006. He was one of the key architects of developing the global Vodafone brand as Chief Marketing Officer and director of Vodafone Group plc from 1998 to 2006. He brings extensive experience to the Board over the developing marketing agenda for Rentokil Initial's brands. He also held senior executive roles at Vodafone, including Chief Executive of Northern Europe, Middle East and Africa operations and Chief Executive

of Vodafone UK. Prior to this he held senior positions at Kingfisher plc and Tesco PLC and was a director of WHSmith PLC.

Current external commitments

Chairman of SuperGroup plc, Chairman of PRS for Music Limited and Six Degrees Technology Group Ltd.

Richard Burrows (resolution 7) Non-executive Director (Age 68)

Committee memberships
Member, Remuneration committee

Skills, experience and relevant qualifications

Joined Rentokil Initial as a non-executive director in January 2008. Significant international business experience ranging from leading successful manufacturing and service businesses in the drinks industry to banking and financial services roles. Formerly Governor of the Bank of Ireland, joint Chief Executive and latterly a non-executive director of Pernod Ricard SA (France), Chairman and Chief Executive of Irish Distillers and a director of CityJet Ltd (Ireland), Mey İçki (Turkey) and Eurasian Natural Resources Corporation plc. Mr Burrows is a graduate of Wesley College, Dublin (Ireland). A Chartered Accountant.

Current external commitments

Chairman of British American Tobacco plc and Voicesage Global Holdings Ltd. Non-executive director of Carlsberg A/S (Denmark).

Alan Giles (resolution 8) Non-executive Director (Age 59)

Committee memberships
Chairman, Remuneration committee
Member, Nomination committee and Audit committee

Skills, experience and relevant qualifications

Joined Rentokil Initial as a non-executive director in May 2006. He has extensive commercial and strategic service industry experience, having led two major retail brand businesses through significant periods of change. Formerly Chairman of Fat Face Group Limited, Chief Executive of HMV Group plc, Managing Director of Waterstones, a director of WHSmith PLC and Book Tokens Limited and held non-executive directorships at Somerfield plc and Wilson Bowden plc.

Current external commitments

A non-executive director of the Competition and Markets Authority and lead non-executive director for the Office of Fair

Trading. Chairman of the Advisory Board at the Oxford Institute of Retail Management and Associate Fellow at Oxford University's Saïd Business School. Honorary visiting professor at Cass Business School.

Peter Long (resolution 9)

Non-executive Director Senior Independent Director (Age 61)

Committee memberships

Member, Remuneration committee and Nomination committee

Skills, experience and relevant qualifications

Joined Rentokil Initial as a non-executive director in October 2002. Serving Chief Executive of a global service business, TUI Travel plc, with over 50,000 employees and two global brands. Led the creation of the TUI Travel Group, executing a successful strategy of industry consolidation and organic growth with a focus on differentiated service offerings. Previously held positions as non-executive director of Debenhams plc and RAC plc and Chief Executive of Sunworld Ltd. A Chartered Management Accountant.

Current external commitments

Chief Executive of TUI Travel plc.

Subject to re-election at the 2014 AGM, Mr Long will stand down as a director at the end of 2014.

Andy Ransom (resolution 10)

Chief Executive from 1 October 2013 (Age 50)

Executive Director and Regional Managing Director, West region until 1 October 2013

Committee memberships

None

Skills, experience and relevant qualifications

Joined Rentokil Initial as an executive director in May 2008. Responsible for the West region business and the group Legal and M&A functions. He was responsible for Rentokil Initial's Asia-Pacific businesses in 2008/09. Formerly a senior executive at ICI (1987-2008) where he was responsible for a number of group functions and international businesses including ICI's regional and industrial divisions. He also served as the Executive Vice President of mergers and acquisitions, General Counsel and Company Secretary. Mr Ransom has a LLB (Hons) Law from the University of Southampton and is a Solicitor.

Current external commitments

No other appointments.

Angela Seymour-Jackson (resolution 11)

Non-executive Director (Age 47)

Committee memberships

Member, Remuneration committee

Skills, experience and relevant qualifications

Joined Rentokil Initial as a non-executive director on 5 March 2012. Formerly the Chief Executive of RAC Motoring Services. Prior to joining the RAC she held roles as Distribution Director of Aviva UK Life and Norwich Union Insurance. A member of the Chartered Institute of Marketing and the Chartered Insurance Institute, with a master's degree in Marketing.

Current external commitments

Managing Director, Corporate Solutions at AEGON UK Plc and a non-executive director of Henderson Group Plc.

Jeremy Townsend (resolution 12)

Chief Financial Officer (and Chief Information Officer from November 2013) (Age 50)

Committee memberships

None

Skills, experience and relevant qualifications

Joined Rentokil Initial as Chief Financial Officer in August 2010. Formerly finance director of Mitchells & Butlers plc, having been previously an executive at J Sainsbury plc where he held various finance roles including Group Financial Controller, Corporate finance director and Strategy director. Prior to Sainsbury's, he was employed by Ernst & Young, working in audit and corporate finance. Mr Townsend graduated from Manchester University with a first class honours degree in Management Science and is a Chartered Accountant.

Current external commitments

No other appointments.

Appointment of auditors - (resolution 13)

The auditors of a company must be re-appointed at each general meeting at which accounts are laid to hold office until the conclusion of the next such meeting. Due to a legal restructuring of the business of KPMG, KPMG Audit Plc has notified the Company that they are not seeking re-appointment at this AGM. It is proposed that KPMG LLP are appointed auditors of the Company and will hold office from the conclusion of this 2014 AGM until the conclusion of the next Company general meeting at which the accounts are laid.

As an auditor ceasing to hold office, KPMG Audit Plc has, in accordance with the s.519 Companies Act 2006, provided the Company with a 'Statement of circumstances' (Appendix 1 on page 10 of this notice) confirming that it is ceasing to hold office as auditor of the Company.

Resolution 13 proposes the appointment of KPMG LLP as auditors until the conclusion of the next general meeting of the Company at which the accounts are laid.

Auditors' remuneration - (resolution 14)

This resolution gives authority to the directors, in accordance with standard practice, to determine the auditors' remuneration.

Notice of general meetings - (resolution 15)

This resolution is required to reflect the Shareholder Rights Regulations which had the effect of implementing the Shareholder Rights Directive and increasing the notice period for general meetings of the Company under the Companies Act 2006 to 21 days unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days' notice (other than an AGM which will continue to be held on 21 clear days' notice). Before the coming into force of the Shareholder Rights Regulations on 3 August 2009, the Company was able to call general meetings (other than an AGM) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so in future, shareholders must have approved the calling of meetings on 14 clear days' notice. Resolution 15 seeks such approval.

The approval will be effective until the Company's next AGM, 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 Shareholder Rights Directive 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.

Authority to allot shares - (resolution 16)

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 section 551 of the Companies Act 2006 to allot shares expires on the date of the forthcoming AGM.

Accordingly, this resolution 16 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) give the Board authority to allot the Company's unissued shares up to a maximum nominal amount of £6,032,438 and, in the case of paragraph (b), to give the Board authority to allot ordinary shares (including the shares referred to in paragraph (a)) up to a nominal amount of £12,064,877 in connection with a pre-emptive offer to existing shareholders by way of a rights issue (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the rights issue cannot be made due to legal and practical problems). The amount of £6,032,438 represents approximately 33.3 per cent. of the Company's issued ordinary share capital (excluding treasury shares) as at 9 April 2014, being the last practicable date prior to publication of this notice. The amount of £12,064,877 represents approximately 66.6 per cent. of the Company's issued ordinary share capital (excluding treasury shares) as at 9 April 2014, being the last practicable date prior to publication of this notice. This renewed authority will remain in force until the AGM to be held in 2015 (or, if earlier, 15 months from the date of this resolution). The Board has continued to seek annual renewal of this authority in accordance with best practice as set out in the latest institutional guidelines published by the Association of British Insurers. The Company holds 5,955,197 treasury shares as at 9 April 2014, being the last practicable date prior to publication of this notice. This amount represents 0.33 per cent. of the Company's issued ordinary share capital (calculated excluding treasury shares) as at that date.

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

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

Disapplication of pre-emption rights - (resolution 17)

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 waived their pre-emption rights. Resolution 17 seeks to renew the authority given to the board which would otherwise expire at the AGM, to allot equity securities for cash on a non-pre-emptive basis (a) pursuant to a rights issue, or (b) up to an aggregate nominal amount of £905,771 (excluding treasury shares) (which includes the sale on a non-pre-emptive basis of any shares held in treasury) and which represents less than 5 per cent. of the issued ordinary share capital of the Company as at 9 April 2014 being the latest practicable date prior to publication of this notice.

This resolution seeks a disapplication of the pre-emption rights on a rights issue so as to allow the directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which, for example, might arise with overseas shareholders. This renewed authority will remain in force until the AGM to be held in 2015 (or, if earlier 15 months from the date of this resolution).

The Board has continued to seek annual renewal of this authority in accordance with best practice. In accordance with the guidelines issued by the Association of British Insurers' Pre-emption Group, the Board confirms its intention that no more than 7.5 per cent. of the issued share capital (excluding treasury shares) will be issued for cash on a non-pre-emptive basis during any rolling three-year period.

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

Authority to purchase own shares - (resolution 18)

Resolution 18 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 181,154,313 (representing 10 per cent. of the issued share capital of the company (excluding treasury shares) as at 9 April 2014 being the last practicable date prior to publication of this notice and sets minimum and maximum prices. This authority will expire at the conclusion of the AGM of the Company next year (or, if earlier, 15 months from the date of this resolution).

The directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account the cash reserves of the Company, the Company's share price and other investment opportunities. The authority will be exercised only if the directors believe that to do so will result in an increase in earnings per share and will be in the interests of shareholders generally.

Any purchases of ordinary shares will be by means of market purchases through the London Stock Exchange. Any shares purchased under this authority may either be cancelled or held as treasury shares. Treasury shares may subsequently be cancelled, sold for cash or used to satisfy options issued to employees pursuant to the Company's employees' share schemes. As at 9 April 2014, being the latest practicable date prior to publication of this notice, there were options over 55,379,318 ordinary shares in the capital of the Company which represent 3.05 per cent. 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 3.38 per cent. 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 2015 (or, if earlier, 15 months from the date of this resolution). The current articles of association provide the Company with the power to purchase its own shares and the Company has sought the authority of the shareholders to do this by way of special resolution.

Authority to make political donations – (resolution 19)

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 19 is necessary to allow it (and its subsidiaries) to fund activities which it is in the interests of shareholders that the Company should support. Such authority will enable the Company and its subsidiaries to be sure that they do not, because of any uncertainty as to the bodies or the activities covered by the Companies Act 2006, unintentionally commit a technical breach of the Companies Act 2006. Any expenditure which may be incurred under authority of this resolution will be disclosed in next year's annual report.

Notes

1. Documents enclosed

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

2. Admission card

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

3. Entitlement to attend and vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered in the register of members of the Company at the close of business on 12 May 2014, or, if this meeting is adjourned, in the register of members at the close of business two 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 close of business on 12 May 2014, or, if this meeting is adjourned, in the register of members at the close of business two days before any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.

4. 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 and to speak and vote on their behalf at the meeting.

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 and may be appointed by:

- a) completing and returning the proxy form attached to this notice;
- b) going to www.capitashareportal.com and following the instructions provided; or

- c) if you are a user of the CREST system (including CREST Personal Members), having an appropriate CREST message transmitted.

To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent RA10 by 12 noon on Monday 12 May 2014. 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 registrars no later than **12 noon on Monday 12 May 2014**. 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 (i) each corporate representative is appointed to exercise the rights attached to a different share or shares held by that shareholder or (ii) 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.

5. AGM business

Shareholders 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 business of the meeting, involve the disclosure of confidential information, if the answer has already been published on the Company's website or if it is not in the interests of the Company or the good order of the meeting that the question be answered.

6. Website publication of audit concerns

Under section 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:

- (i) 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
- (ii) 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 section 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 sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 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 annual general meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

7. Total voting rights

As at 9 April 2014 (being the last practicable date prior to the publication of this notice), the Company's issued share capital consisted of 1,817,498,329 ordinary shares, carrying one vote each including 5,955,197 ordinary shares held by the Company in treasury which do not carry any exercisable voting rights. Therefore, the total exercisable voting rights in the Company as 9 April 2014, being the last practicable date prior to publication of this notice, are 1,811,543,132.

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 for inspection

The following documents are available for inspection during normal business hours at the Company's offices at Riverbank, Meadows Business Park, Blackwater, Camberley, Surrey GU17 9AB from 9.00 a.m. on the date of publication of this notice until the conclusion of the AGM and will also be available for inspection at the AGM venue for at least 15 minutes prior to and during the AGM itself:

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

10. Information available on website

In accordance with section 311A of the Companies Act 2006, a copy of this notice and the following information is available on the Company's website at www.rentokil-initial.com

11. Voting outcome

The results of the voting at the AGM will be announced through a Regulatory Information Service and will appear on our website www.rentokil-initial.com on Thursday 15 May 2014.

Appendix 1 - s.519 Statement of circumstances from KPMG



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

Tel +44 (0) 20 7311 1000
Fax +44 (0) 20 7311 3311
DX 157460 Canary Wharf 5

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

9 April 2014

Dear Sirs

Statement to Rentokil Initial plc (no. 5393279) on ceasing to hold office as auditors pursuant to section 519 of the Companies Act 2006

The circumstances connected with our ceasing to hold office are that our company, KPMG Audit Plc, has instigated an orderly wind down of business. KPMG LLP, an intermediate parent, will immediately be seeking appointment as statutory auditor.

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

Yours faithfully,

KPMG Audit Plc

Notes

Directions

The Sofitel London Gatwick (the Desoutter Suite), North Terminal, Gatwick Airport, Crawley, West Sussex RH6 0PH.

By Rail

The hotel is 30 minutes from central London via the Gatwick Express (London Victoria) or by trains operated by First Capital Connect and Southern railways. Gatwick train station is located in the South Terminal building. Follow signs towards the North Terminal and take the free rail shuttle which

takes two minutes. Signs to the Sofitel will be seen on alighting the shuttle.

By Air

From Gatwick North Terminal take the lift or escalator to Level 1 and follow signs directly to the hotel. From Gatwick South Terminal, take the free rail shuttle to Gatwick North Terminal and on alighting follow signs to the Sofitel.

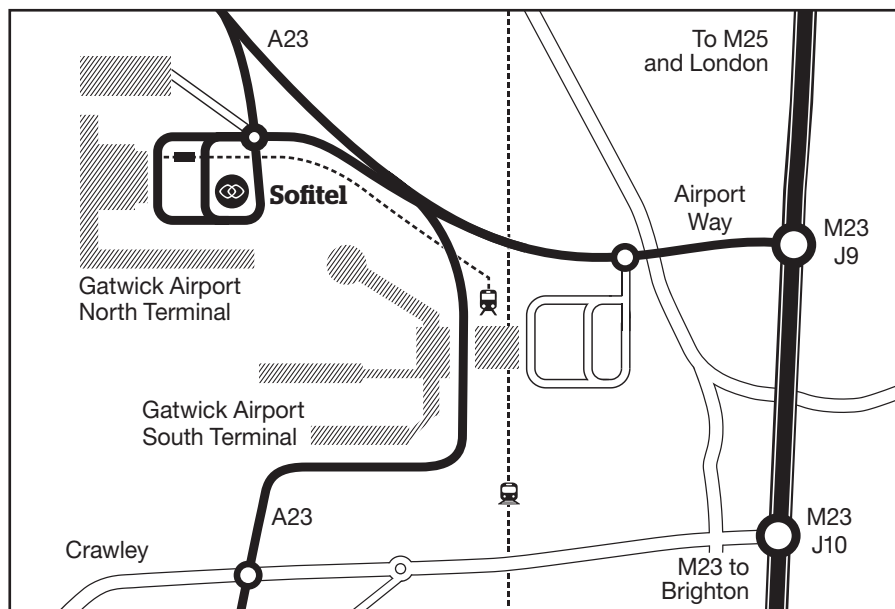
By Car

From the M25, proceed towards the M23 southbound towards Gatwick Airport

and Brighton. Exit the M23 at junction 9 (Crawley and London Gatwick Airport). Follow the signs to the North Terminal where the Sofitel is situated next to the terminal building.

Parking

There is a small car park adjacent to the Sofitel. Alternatively there is short-term parking in the larger multi-storey car park situated at the Gatwick North Terminal. Please note that charges may apply.



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

Registered office: as above
Registered in England & Wales No: 5393279

Tel: +44 (0) 1276 607444
Fax: +44 (0) 1276 34343
www.rentokil-initial.com

www.rentokil-initial.com