

Notice of Annual General Meeting

13 May 2015
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 advisor. 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 fellow shareholder

I have pleasure in sending you the notice of the AGM of Rentokil Initial plc ('the Company') which will be held in the Ascot Suite at The Hilton, Gatwick Airport, South Terminal, Crawley, West Sussex RH6 0LL on Wednesday 13 May 2015 at 12 noon. A location map is provided on the back 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 or re-appointment are set out in the notes to the resolutions which follow the notice of meeting. We were pleased to announce the appointment of Julie Southern as a Director to the Board on 21 July 2014 and she will submit herself for appointment by shareholders to the Board for the first time.

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 11 May 2015. Information about how to appoint a proxy electronically is given in note 4(b) on page 7 of this document.

All resolutions will be put to a poll rather than a show of hands. 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
2 April 2015

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

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

www.rentokil-initial.com

Notice of AGM 2015

Notice is hereby given that the AGM of Rentokil Initial plc ('the Company') will be held in the Ascot Suite at the Hilton, Gatwick Airport, South Terminal, Crawley, West Sussex, RH6 0LL on Wednesday 13 May 2015 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 2014 and the reports of the Directors and auditor thereon.

Remuneration Report

2. 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 2014.

Dividend

3. To declare a final dividend of 1.82p per ordinary share for the year ended 31 December 2014 as recommended by the Directors.

Directors

4. To re-elect John McAdam, who retires with effect from the end of the meeting, as a Director of the Company.
5. To re-elect Peter Bamford, who retires with effect from the end of the meeting, as a Director of the Company.
6. To re-elect Richard Burrows, who retires with effect from the end of the meeting, as a Director of the Company.

7. To re-elect Alan Giles, who retires with effect from the end of the meeting, as a Director of the Company.
8. To re-elect Andy Ransom, who retires with effect from the end of the meeting, as a Director of the Company.
9. To re-elect Angela Seymour-Jackson, who retires with effect from the end of the meeting, as a Director of the Company.
10. To re-elect Jeremy Townsend, who retires with effect from the end of the meeting, as a Director of the Company.
11. To re-appoint Julie Southern as a Director of the Company in accordance with Article 118 of the articles of association of the Company.

Auditor

12. To re-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.
13. To authorise the Directors to agree the auditor's remuneration.

Notice period for general meetings, other than annual general meetings

14. 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

15. 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 £6,050,423; and
- (b) comprising equity securities (as defined in the Companies Act 2006) up to a nominal amount of £12,100,845 (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 2016 (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."

Disapplication of pre-emption rights

16. To consider the following resolution as a special resolution:
- "That if resolution 15 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 15(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 15(a) to the allotment (otherwise than under 16(a) above) of equity securities up to a nominal amount of £908,472.
- Such power shall apply until the end of the AGM of the Company to be held in 2016 (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."

Directors' authority to make market purchases of shares

17. 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 181,694,373;
- (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 2016 (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."

Directors' authority to make political donations

18. 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 2016, 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
Daragh Fagan
Company Secretary
2 April 2015

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 2014 to shareholders at the AGM. The report of the Directors, the accounts, and the report of the Company's auditor 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' Annual Remuneration Report - (resolution 2)

The Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013, which came into force in October 2013, required the Directors' Remuneration Policy report ("the Policy report") to be approved by shareholders at general meeting as well as the Directors' Annual Remuneration Report. The Policy report was approved at AGM in May 2014 and continues to apply. As no changes are planned to the Company's existing remuneration policy in 2015, it will not be subject to a shareholder vote at this May 2015 AGM. The Company is required to seek shareholder approval for its Policy report at least every three financial years. All payments by the Company to Directors and former Directors must be made in accordance with the Directors' Remuneration Policy (unless a payment is separately approved by shareholder resolution). The Directors' Annual Remuneration Report (resolution 2) for year ended 31 December 2014 contains:

- a statement by the Chairman of the Remuneration Committee, Alan Giles;
- details of the activities of the Remuneration Committee during 2014;
- details of the intended implementation of remuneration policy in 2015; and
- the Annual Remuneration Report, which sets out the payments made to Directors for the financial year ended 31 December 2014 (together the 'Directors' Annual Remuneration Report')

The Directors' Annual Remuneration Report will, as in past years, be put to an annual advisory shareholder vote by ordinary resolution (resolution 2). The Directors' Annual Remuneration Report which may be found on pages 68 to 78 of the Annual report and accounts gives details of your Directors' remuneration for the year ended 31 December 2014 and sets out the Company's implementation of its policy on Directors' remuneration. Resolution 2 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 auditor, KPMG LLP, has audited those parts of the Directors' Annual Remuneration Report required to be audited and their report may be found on pages 79 to 80 of the annual report and accounts.

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' Annual Remuneration Report.

Declaration of a final dividend - (resolution 3)

Subject to the declaration of the final dividend at the meeting, the dividend will be paid on 20 May 2015 to shareholders on the register at the close of business on 17 April 2015.

Appointment, re-election and re-appointment of Directors - (resolutions 4 to 11)

Resolutions 4 to 11 (inclusive) propose the re-election or re-appointment (as applicable) of each of the Directors of the Company in accordance with best practice as set out in the UK Corporate Governance Code 2012. The appointment, re-elections or re-appointment of Directors will take effect at the conclusion of the AGM. The Board is content that each Non-executive Director proposed for appointment, re-election or re-appointment is independent in character and there are no relationships or circumstances likely to affect their character or judgement.

All of the Directors seeking re-election or re-appointment 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 appointment, re-election or re-appointment continues to make an effective and valuable contribution and demonstrate commitment to the role. Separate resolutions will be proposed for each of these appointments, re-elections or re-appointments. Biographies of each of the Directors' seeking re-election or re-appointment can be found in the 2014 Annual Report on pages 40 to 41 and are repeated below.

John McAdam (resolution 4) Chairman (Age 66)

Chairman of the Nomination Committee

Skills and experience

John joined Rentokil Initial as Chairman in May 2008. Prior to this he had a successful

executive career with Imperial Chemical Industries plc (ICI), becoming Chief Executive from 2003 until ICI's takeover by Akzo Nobel in 2008. Before joining ICI 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).

Qualifications

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

Other appointments

Chairman of United Utilities Group PLC, Senior Independent Director of J Sainsbury plc and Non-executive Director of Rolls-Royce PLC. Advisor to TPG Capital LLP.

Peter Bamford (resolution 5) Non-executive Director (60)

Member of the Audit Committee

Skills and experience

Peter joined Rentokil Initial as a Non-executive Director in July 2006. He brings extensive experience to the Board over developing the marketing agenda for Rentokil Initial's brands. 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. Prior to this he held senior positions at Kingfisher plc and Tesco PLC and was a Director of WHSmith PLC. He was formerly Chairman of PRS for Music Limited and Brandtone Holdings Limited (Ireland).

Other appointments

Chairman of SuperGroup Plc and Six Degrees Technology Group Ltd.

Richard Burrows (resolution 6) Non-executive Director (69)

Member of the Remuneration Committee

Skills and experience

Richard joined Rentokil Initial as a Non-executive Director in January 2008. He has 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), Eurasian Natural Resources Corporation plc and Voicesage Global Holdings Ltd.

Qualifications

A graduate of Wesley College, Dublin (Ireland). A Chartered Accountant.

Other appointments

Chairman of British American Tobacco p.l.c.
Non-executive Director of Carlsberg A/S (Denmark).

Alan Giles (resolution 7)

Non-executive Director (60)

Senior Independent Director**Chairman of the Remuneration Committee****Member of the Nomination Committee and Audit Committee****Skills and experience**

Alan 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 at WHSmith PLC and Book Tokens Limited and held Non-executive Directorships at Somerfield plc and Wilson Bowden Plc.

Other appointments

A Non-executive Director of the Competition and Markets Authority. Chairman of the Advisory Board at the Oxford Institute of Retail Management and Associate Fellow at Oxford University's Said Business School. Honorary visiting professor at Cass Business School.

Andy Ransom (resolution 8)

Chief Executive (51)

Skills and experience

Andy joined Rentokil Initial as an Executive Director in May 2008 and became Chief Executive in October 2013. Before becoming Chief Executive, he was responsible for the West region business and the Group Legal and M&A functions. Rentokil Initial's Asia-Pacific businesses were added to his remit 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.

Qualifications

LLB (Hons) Law from the University of Southampton. A Solicitor.

Other appointments

Director and Trustee of Street League charity.

Angela Seymour-Jackson (resolution 9)

Non-executive Director (48)

Member of the Remuneration Committee**Skills and experience**

Angela joined Rentokil Initial as a Non-executive Director in March 2012. Angela was previously Chief Executive of RAC Motoring Services. Prior to joining RAC she held roles as Distribution Director of Aviva UK Life and Norwich Union Insurance.

Qualifications

A member of the Chartered Institute of Marketing and the Chartered Insurance Institute, with a master's degree in Marketing.

Other appointments

Managing Director, Corporate Solutions at Aegon UK plc, a Non-executive Director of Henderson Group plc.

Jeremy Townsend (resolution 10)

Chief Financial Officer and Chief Information Officer (51)

Skills and experience

Jeremy joined Rentokil Initial as Chief Financial Officer in August 2010 and, in addition, became Chief Information Officer in November 2013. Formerly Finance Director of Mitchells & Butlers plc, and 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, Jeremy was employed by Ernst & Young, working in audit and corporate finance.

Qualifications

Graduated from Manchester University with a first class honours degree in Management Science. A Chartered Accountant.

Other appointments

Member of the Accounting Council of the Financial Reporting Council.

Julie Southern (resolution 11)

Non-executive Director (55)

Chairman of the Audit Committee**Skills and experience**

Julie joined Rentokil Initial as a Non-executive Director in July 2014. She has 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. Most recently she was Chief Financial Officer from 2000 to 2010 and then Chief Commercial Officer from 2010 to 2013 of Virgin Atlantic Limited. Prior to this Julie held a number of financial and operational roles in Porsche Cars, Great Britain and WH Smith PLC.

Qualifications

Graduated from Cambridge University with MA (Hons) Economics. A Chartered Accountant.

Other appointments

Non-executive Director of NXP Semi-Conductors N.V. (NASDAQ), Non-executive Director of DFS Furniture plc.

Appointment of auditor - (resolution 12)

The auditor 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 Company general meeting at which the accounts are laid.

Resolution 12 proposes the appointment of KPMG LLP as auditor until the conclusion of the next general meeting of the Company at which the accounts are laid.

Auditors' remuneration - (resolution 13)

This resolution gives authority to the Directors, in accordance with standard practice, to determine the auditor's remuneration.

Notice of general meetings - (resolution 14)

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 Shareholder Rights Regulations came into force in 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 to do so in future. To do this, shareholders must have approved the calling of meetings on 14 clear days' notice. Resolution 14 seeks such approval.

The approval will be effective until the Company's next AGM in 2016, 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 15)

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 15 seeks to renew the existing authority under s.551 of the Companies Act 2006 which would otherwise expire at the AGM in the case of paragraph (a) to give the Board authority to allot the Company's unissued shares up to a maximum nominal amount of £6,050,423 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 £12,100,845 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 £6,050,423 represents approximately 33.3 per cent. of the Company's issued ordinary share capital (excluding treasury shares) as at 2 April 2015, being the last practicable date prior to publication of this notice. The amount of £12,100,845 represents approximately 66.6 per cent. of the Company's issued ordinary share capital (excluding treasury shares) as at 2 April 2015, 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 2016 (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 Investment Management Association (formerly the ABI). The Company holds 5,889,232 treasury shares as at 2 April 2015, being the last practicable date prior to publication of this notice. This amount represents 0.32 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 16)

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 16 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 £908,472 (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 2 April 2015 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 2016 (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 Pre-emption Group (PEG), 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 17)

Resolution 17 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 181,691,373 (representing 10 per cent. of the issued share capital of the Company (excluding treasury shares) as at 2 April 2015 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 in 2016 (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 2 April 2015, being the latest practicable date prior to publication of this notice, there were options over 33,633,674 ordinary shares in the capital of the Company which represent 1.85 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 2.05 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 2016 (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 18)

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 18 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.

General 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 white paper 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 11 May 2015, 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 11 May 2015, 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 11 May 2015. 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 Capita no later than **12 noon on Monday 11 May 2015**. 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, 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.

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 2 April 2015 (being the last practicable date prior to the publication of this notice), the Company's issued share capital consisted of 1,822,832,965 ordinary shares, carrying one vote each including 5,889,232 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 at 2 April 2015, being the last practicable date prior to publication of this notice, are 1,822,832,965.

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 appointment, re-election or re-appointment.

10. Information is 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 14 May 2015.

Directions

The Hilton London Gatwick Airport (Ascot Suite), South Terminal, Gatwick Airport, Crawley, West Sussex, RH6 0LL.

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 Airport train station is located in the South Terminal building. On exiting the station, follow signs towards Taxis/Car rentals and Hotels.

By Air

From the South Terminal International arrivals exit right towards the Travellex desk and then follow signs to Taxis/Car rentals and Hotels. After the travelator, continue right under the covered concourse, over the pedestrian crossing towards the car park and follow the Hilton Hotel signs. It is a five minute walk from the South Terminal building.

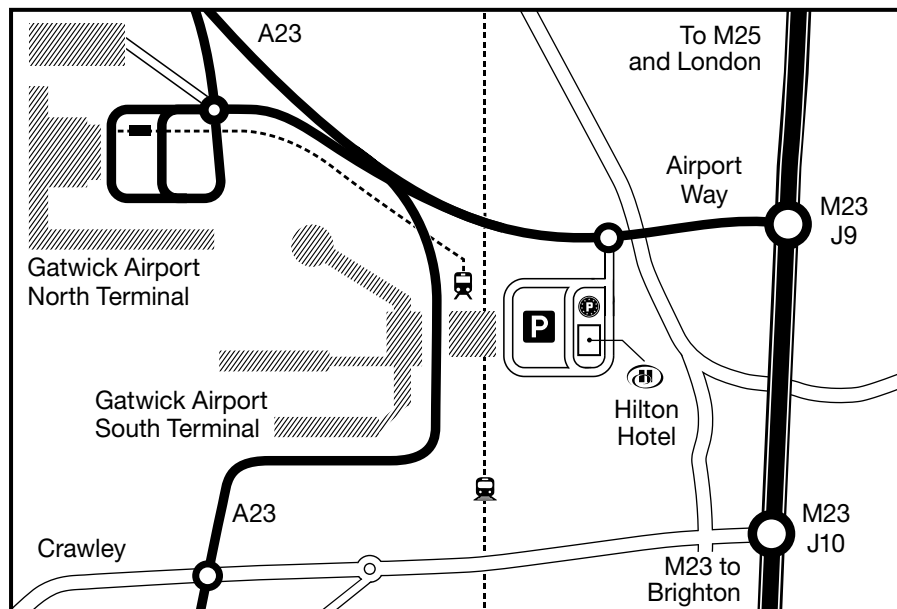
From Gatwick North Terminal take the free rail shuttle to the South Terminal and on alighting in the South Terminal follow the directions above.

By Car

From the M25, proceed towards the M23 southbound towards Gatwick Airport. Exit the M23 at junction 9 (Crawley and London Gatwick Airport). At the roundabout follow the signs to the South Terminal and remain in the right hand lane to follow signs to the Hilton Hotel.

Parking

There is a small Euro car park just beyond the drop off point for the Hilton Hotel (first turning on left). This car park can become full very quickly. Alternatively there is short-term parking in the larger multi-storey car park situated at the Gatwick South Terminal. Please note that charges do apply in all car parks.



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