

## RESULTS OF ANNUAL GENERAL MEETING 2018 ('AGM')

At the AGM of Rentokil Initial plc duly convened and held in the Ascot Suite at the Hilton London Gatwick Airport on Wednesday 9 May 2018 at 12 noon, each resolution as set out in the notice of meeting dated 5 April 2018 was passed on a poll. The results are set out below and will be placed on the Company website at [www.rentokil-initial.com/investors](http://www.rentokil-initial.com/investors).

RESOLUTION		VOTES FOR <sup>1</sup>	%	VOTES AGAINST	%	TOTAL VOTES	% of ISC VOTED	VOTES WITHHELD <sup>2</sup>
1	To receive the audited financial statements of the Company and the directors' and auditors' reports thereon	1,500,985,790	99.94	965,786	0.06	1,501,951,576	81.48%	1,040,885
2	To approve the 2018 Directors' Remuneration Policy	1,088,397,058	75.01	362,586,957	24.99	1,450,984,015	78.72%	52,008,445
3	To approve the Directors' Remuneration Report	1,450,348,280	96.55	51,857,468	3.45	1,502,205,748	81.49%	786,712
4	To approve the amended rules of the Performance Share Plan 2016	1,105,940,041	74.62	376,079,451	25.38	1,482,019,492	80.40%	20,972,968
5	To declare a final dividend	1,502,913,577	100.00	2,706	0.00	1,502,916,283	81.53%	76,178
6	To elect Sir Crispin Davis as a director	1,502,741,941	99.99	98,641	0.01	1,502,840,582	81.53%	151,879
7	To elect John Pettigrew as a director	1,502,228,502	99.96	606,304	0.04	1,502,834,806	81.53%	157,655
8	To elect Linda Yueh as a director	1,502,685,949	99.99	155,466	0.01	1,502,841,415	81.53%	151,046
9	To re-elect Richard Burrows as a director	1,372,819,833	95.23	68,734,575	4.77	1,441,554,408	78.20%	61,438,051
10	To re-elect John McAdam as a director	1,455,277,089	96.90	46,626,568	3.10	1,501,903,657	81.48%	1,088,803
11	To re-elect Andy Ransom as a director	1,502,822,713	100.00	37,896	0.00	1,502,860,609	81.53%	131,852
12	To re-elect Angela Seymour-Jackson as a director	1,205,167,690	89.21	145,800,885	10.79	1,350,968,575	73.29%	152,023,885
13	To re-elect Julie Southern as a director	1,218,690,266	90.21	132,282,706	9.79	1,350,972,972	73.29%	152,019,489
14	To re-elect Jeremy Townsend as a director	1,497,018,210	99.61	5,836,805	0.39	1,502,855,015	81.53%	137,446
15	To re-appoint KPMG LLP as auditors	1,473,972,478	99.89	1,654,510	0.11	1,475,626,988	80.05%	27,365,472
16	To authorise the directors to agree the auditors' remuneration	1,498,208,485	99.69	4,671,140	0.31	1,502,879,625	81.53%	112,836

17	To authorise the directors to allot shares	1,462,776,916	97.33	40,087,541	2.67	1,502,864,457	81.53%	128,003
18	To disapply statutory pre-emption rights	1,498,820,039	99.95	735,106	0.05	1,499,555,145	81.35%	3,437,316
19	To disapply statutory pre-emption rights - additional 5%	1,456,398,211	97.12	43,147,462	2.88	1,499,545,673	81.35%	3,446,787
20	To authorise the directors to make market purchases of the Company's own shares	1,464,831,628	97.77	33,336,162	2.23	1,498,167,790	81.27%	4,824,670
21	To authorise the making of political donations	1,435,134,102	95.50	67,645,009	4.50	1,502,779,111	81.53%	213,350
22	To authorise the calling of a general meeting (other than an annual general meeting) on 14 days' clear notice	1,429,155,322	95.09	73,747,546	4.91	1,502,902,868	81.53%	89,593
23	To adopt the Articles of Association of the Company produced to the meeting	1,502,735,312	100.00	61,984	0.00	1,502,797,296	81.53%	195,165

1. Votes For include those votes giving the Chairman discretion.

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

The number of ordinary shares in issue at close of business on 8 May 2018 was 1,843,332,965 ordinary shares of 1p each. Resolutions 18, 19, 20, 22 and 23 were proposed as special resolutions. A copy of the resolutions can be found in the Notice of Meeting available at [www.rentokil-initial.com/investors](http://www.rentokil-initial.com/investors).

Resolutions 2 and 4 concerning the Directors' Remuneration Policy and amendment of the rules of the Company's 2016 Performance Share Plan were carried by shareholders at the AGM voting. Shareholders representing 75% of the votes cast voted in favour; 25% voted against. As detailed in the Company's 2017 Annual Report, the new Remuneration policy was devised following a detailed and lengthy consultation process, with key shareholders as well as leading proxy advisers ISS, IA/IVIS and Glass-Lewis. It was decided to proceed to submit a revised Directors' Remuneration Policy after receipt of widespread indications of support and positive feedback on the proposals during the consultation process from both investors and proxy agencies. The Company will continue its policy of proactive engagement with its shareholders on aspects of remuneration going forward.

A copy of the resolutions passed concerning special business has been submitted and will shortly be available for inspection at the National Storage Mechanism located at <http://www.morningstar.co.uk/uk/NSM>.

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