

Rentokil Initial

Notice of Annual General Meeting

10 May 2023
3.00pm

Annual General Meeting (AGM)
ACTION REQUIRED

**This document is important and
requires your immediate attention.**

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other appropriate independent professional adviser. If you have sold or otherwise transferred your Rentokil Initial plc shares, please pass this Notice of AGM together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to whoever now holds the shares.

Chairman's Introduction



Richard Solomons
Chairman

Dear Shareholder

I have pleasure in enclosing the Notice of the Annual General Meeting (AGM) of Rentokil Initial plc (the Company) which will be held at, and broadcast from, the Company's offices at Compass House, Manor Royal, Crawley, West Sussex, RH10 9PY on Wednesday 10 May 2023 at 3:00pm. The formal Notice of the AGM is set out on pages 3 to 5 of this document and an explanation of the business to be considered and voted on at the AGM is set out on pages 6 to 8.

2023 AGM arrangements

We will once again be holding a hybrid meeting, with a facility for shareholders to attend, ask questions and vote electronically on the proposed resolutions at the AGM. The AGM is an important event in the Company's corporate calendar, providing an opportunity for the Board to engage with shareholders and for shareholders to pass the necessary resolutions for the conduct of the business and affairs of the Company. We would recommend joining securely via the live webcast which removes the requirement to travel and provides an efficient and effective means for shareholders to engage in all elements of the meeting.

I would also encourage shareholders to submit any questions they would like to have answered at the AGM by emailing me at chairman@rentokil-initial.com in advance, to be received no later than 3:00pm on Friday 5 May 2023. You can also submit questions immediately before and during the meeting by accessing the AGM website at web.lumiagm.com/129367120. Full details of how to join the meeting virtually are set out in Appendix 4 on page 18 of this document.

Where it is not possible to answer any of the questions submitted prior to and during the AGM – for example, due to time constraints – we will endeavour, where appropriate, to answer them both directly to the shareholder by post and by publishing questions and responses on the Company's website at rentokil-initial.com/agm as soon as practicable following the AGM.

Formal business and Board recommendation

The formal notice of the AGM is set out on pages 3 to 5, with full details of the resolutions to be proposed at the AGM contained in the explanatory notes on pages 6 to 8 of this document. This year we are seeking your approval for two share plans: a Restricted Share Plan for using below Executive Director level in North America which will allow recipients to receive their awards in our newly listed American Depositary Shares; and a Deferred Bonus Plan. The Deferred Bonus Plan has been operating for our Executive Directors for several years using shares purchased from the market but approval is now being sought to add the flexibility to satisfy awards granted under it with newly issued or treasury shares.

In addition, we are seeking approval for some minor amendments to our Articles of Association (the Articles). This is primarily to align the Articles with the increased borrowing limit which was approved by shareholders at the general meeting in October 2022 in relation to

the acquisition of Terminix Global Holdings, Inc. Other changes are intended to reflect developments in market practice since the Articles were last reviewed in 2018.

Since the last AGM David Frear and Sally Johnson have been appointed to the Board as Directors of the Company and will, therefore, be standing for election in accordance with the Company's Articles and the UK Corporate Governance Code (the Code). In accordance with the Code and our usual practice, all other Directors will stand for re-election at the AGM this year with the exception of Julie Southern who will step down following the completion of the AGM having served on the Board for a period of almost nine years.

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

Voting

Your vote, as always, is important to us and we encourage you to consider ensuring that your vote is counted by submission of the proxy form online or by post. We would also advise you to appoint me, the Chair of the meeting, as your proxy to ensure that your vote is counted if for some reason you are not able to attend on the day. Please complete and submit your form of proxy online or complete the paper proxy that accompanies this Notice and return it to the Company's Registrar, Equiniti. All proxy forms must be received by no later than 3:00pm on Friday 5 May 2023. Information about how to electronically appoint a proxy is given in note 4 on page 9 of this document. Voting by proxy ahead of the meeting will not prevent you from attending and voting either in person or electronically.

Shareholders and their duly appointed representatives and/or proxies are invited to participate remotely via a live webcast which you can access by logging on to web.lumiagm.com/129367120. Online joining instructions can be found on page 18 in respect of the electronic elements of the AGM, including instructions on how to submit your votes on the day along with the relevant contact details if you encounter any issues.

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

Yours faithfully



Richard Solomons
Chairman

4 April 2023

Rentokil Initial plc
Compass House
Manor Royal
Crawley
West Sussex
RH10 9PY

Tel: +44 (0)1293 858000
Registered office: as above
Registered in England and Wales; Company No. 5393279

rentokil-initial.com

Notice of AGM 2023

Notice is hereby given that the AGM of Rentokil Initial plc (the Company) will be held at, and broadcast from, the Company's offices at Compass House, Manor Royal, Crawley, West Sussex, RH10 9PY on Wednesday 10 May 2023 at 3:00pm for the purposes listed below. Resolutions 1 to 18 will be proposed as ordinary resolutions and resolutions 19 to 23 will be proposed as special resolutions.

Report and Financial Statements

1. To receive the audited Financial Statements of the Company for the year ended 31 December 2022, the Strategic Report and the reports of the Directors and auditor thereon.

Remuneration Report

2. To approve the Directors' Remuneration Report (including the Remuneration Committee Chair's statement but excluding that part containing the Directors' Remuneration Policy) as set out in the Annual Report and Financial Statements of the Company for the year ended 31 December 2022.

Share Plan Rules

3. That the rules of the Rentokil Initial plc Restricted Share Plan (the RSP), initiated by the Chair of the meeting for the purposes of identification and a summary of the main provisions of which is set out in Appendix 2 to the Notice of Meeting dated 4 April 2023, be approved and the Directors be authorised to:
 - (a) do all such acts and things necessary to establish, implement and give effect to the RSP; and
 - (b) establish schedules to, or further incentive plans based on, the RSP but modified to take account of local tax, exchange control or securities laws in other jurisdictions, provided that any shares in the Company made available under any such schedules or further plans are treated as counting against the limits on individual and overall participation in the RSP.
4. That the rules of the Rentokil Initial plc Deferred Bonus Plan (the DBP), initiated by the Chair of the meeting for the purposes of identification and a summary of the main provisions of which is set out in Appendix 3 to the Notice of Meeting dated 4 April 2023, be approved and the Directors be authorised to:
 - (a) do all such acts and things necessary to implement and give effect to the DBP; and
 - (b) establish schedules to, or further incentive plans based on, the DBP but modified to take account of local tax, exchange control or securities laws in other jurisdictions, provided that any shares in the Company made available under any such schedules or further plans are treated as counting against the limits on individual and overall participation in the DBP.

Dividend

5. To declare a final dividend of 5.15p per ordinary share for the year ended 31 December 2022 as recommended by the Directors. The final dividend will be paid on 17 May 2023 to all shareholders who are in the register of members on 11 April 2023.

Directors

6. To elect David Frear, with effect from the end of the meeting, as a Director in accordance with the Company's Articles of Association.
7. To elect Sally Johnson, with effect from the end of the meeting, as a Director in accordance with the Company's Articles of Association.
8. To re-elect Stuart Ingall-Tombs, with effect from the end of the meeting, as a Director of the Company.

9. To re-elect Sarosh Mistry, with effect from the end of the meeting, as a Director of the Company.
10. To re-elect John Pettigrew, with effect from the end of the meeting, as a Director of the Company.
11. To re-elect Andy Ransom, with effect from the end of the meeting, as a Director of the Company.
12. To re-elect Richard Solomons, with effect from the end of the meeting, as a Director of the Company.
13. To re-elect Cathy Turner, with effect from the end of the meeting, as a Director of the Company.
14. To re-elect Linda Yueh, with effect from the end of the meeting, as a Director of the Company.

Auditor

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

Directors' authority to make political donations

17. That, in accordance with s.366 of the Companies Act 2006, the Company and any company which is or becomes a subsidiary of the Company during the period to which this resolution relates be and is hereby generally authorised to:
 - (a) make donations to political parties and independent election candidates;
 - (b) make donations to political organisations other than political parties; and
 - (c) incur political expenditure, during the period commencing on the date of this resolution and ending at the close of the AGM of the Company to be held in 2024, provided that in each case any such donations and expenditure made by the Company or by any such subsidiary shall not exceed £50,000 per company and together with those made by any such subsidiary and the Company shall not in aggregate exceed £100,000.

Any terms used in this resolution which are defined in Part 14 of the Companies Act 2006 shall bear the same meaning for the purposes of this resolution.

Directors' authority to allot shares

18. That
 - (a) pursuant to Article 9 of the Company's Articles of Association, the Directors be generally and unconditionally authorised to allot relevant securities (as defined in s.551 of the Companies Act 2006) and to grant rights to subscribe for or to convert any security into shares in the Company:
 - (i) up to an aggregate nominal amount of £8,400,000; and
 - (ii) comprising equity securities (as defined in s.560(1) of the Companies Act 2006) up to an aggregate nominal amount of £16,800,000 (including within such limit any shares issued or rights granted under (a)(i) above) in connection with an offer:
 - (A) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (B) to holders of other equity securities if this is required by the rights of those securities or, as the Directors otherwise consider it necessary, as permitted by the rights of those securities,

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

Notice of AGM 2023 continued

Such authorities shall apply (unless previously renewed, varied or revoked by the Company in general meeting) until the end of the AGM of the Company to be held in 2024 (or, if earlier, at the close of business of 10 August 2024) but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require relevant securities to be allotted after the authority ends and the Directors may allot relevant securities under any such offer or agreement as if the authority had not ended;

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

Disapplication of pre-emption rights

19. That, if resolution 18 is passed and in place of the power given to them pursuant to the special resolution of the Company passed on 11 May 2022, the Directors be generally authorised pursuant to s.570 and s.573 of the Companies Act 2006 to allot equity securities (as defined in the Companies Act 2006) for cash, pursuant to the authority given by resolution 18 as if s.561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority:

(a) shall be limited to:

- (i) the allotment of equity securities in connection with an offer of equity securities:
 - (A) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - (B) 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 Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter arising in connection with such offer; and

- (ii) in the case of the authority given under resolution 18(a)(i), the allotment of equity securities (otherwise than pursuant to paragraph 19(a)(i) and paragraph 19(a)(iii)) up to an aggregate nominal amount of £2,520,000 and
- (iii) when any allotment of equity securities is or has been made pursuant to paragraph 19(a)(ii) (a paragraph 19(a)(ii) allotment), the allotment of additional equity securities (also pursuant to the authority given under resolution 18(a)(i)) up to an aggregate nominal amount equal to 20% of the nominal amount of that paragraph 19(a)(ii) allotment, provided that any allotment pursuant to this paragraph 19(a)(iii) is for the purposes of a follow-on offer determined by the Directors to be of a kind contemplated by paragraph 3 of section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice; and

- (b) expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next AGM of the Company (or, if earlier, at the close of business on 10 August 2024), but the Company may make an offer or agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of s.560(3) of the Companies Act 2006 as if in the first paragraph of this resolution the words 'pursuant to the authority given by resolution 18' were omitted.

20. That, if resolutions 18 and 19 are passed and in addition to any power given to them pursuant to resolution 19, the Directors be generally authorised pursuant to s.570 and s.573 of the Companies Act 2006 to allot equity securities (as defined in the Companies Act 2006) for cash, pursuant to the authority given by resolution 18 in the notice of the meeting, as if s.561(1) of the Companies Act 2006 did not apply to such allotment or sale, such authority:

- (a) in the case of the authority given under resolution 18(a)(i), shall be limited to:
 - (i) the allotment of equity securities (otherwise than pursuant to paragraph 20(a)(ii)) up to an aggregate nominal amount of £2,520,000, provided that the allotment is for the purposes of financing (or refinancing, if the power is used within twelve months of the original transaction) a transaction which the Directors determine to be an acquisition or specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this Notice; and
 - (ii) when any allotment of equity securities is or has been made pursuant to paragraph 20(a)(i) (a paragraph 20(a)(i) allotment), the allotment of equity securities up to an aggregate nominal amount equal to 20% of the nominal amount of that paragraph 20(a)(i) allotment, provided that any allotment pursuant to this paragraph 20(a)(ii) is for the purposes of a follow-on offer determined by the Directors to be of a kind contemplated by paragraph 3 of section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice; and
- (b) expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next AGM of the Company (or, if earlier, at the close of business on 10 August 2024), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of s.560(3) of the Companies Act 2006 as if in the first paragraph of this resolution the words 'pursuant to the authority given by resolution 18' were omitted.

Directors' authority to make market purchases of own shares

21. That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of s.693(4) of the Companies Act 2006) of its ordinary shares of 1p each in the capital of the Company, subject to the following conditions:
- (a) the maximum number of ordinary shares authorised to be purchased under this authority is 252,000,000;
 - (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 1p (being the nominal value of an ordinary share);
 - (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:
 - (i) an amount equal to 105% of the average of the middle market quotations of an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
 - (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System (SETS);
 - (d) this authority shall expire at the end of the next AGM of the Company (or, if earlier, at the close of business of 10 August 2024); and
 - (e) a contract to purchase shares under this authority may be made prior to the expiry of this authority, and concluded in whole or in part after the expiry of this authority.


Notice period for general meetings, other than annual general meetings

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

Articles of Association

23. That the Articles of Association of the Company produced to the meeting, and initialled by the Chairman of the meeting for the purpose of identification, be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

By order of the Board



Catherine Stead
Company Secretary
4 April 2023

Registered office:

Rentokil Initial plc
Compass House
Manor Royal
Crawley
West Sussex
RH10 9PY

Registered in England and Wales; Company No. 5393279

rentokil-initial.com

Explanatory notes

Resolutions 1 to 18 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 19 to 23 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Receiving the reports and accounts (resolution 1)

The Directors must present the report of the Directors and the accounts of the Company for the year ended 31 December 2022 to shareholders at the AGM. These include the Financial Statements, together with the Strategic Report, the reports of the Directors and the auditor and those parts of the Directors' Remuneration Report that are capable of being audited. These are all contained in the Annual Report 2022.

Approval of Directors' Remuneration Report (resolution 2)

Shareholders are invited to approve the Directors' Remuneration Report, excluding the Directors' Remuneration Policy, which may be found on pages 108 to 125 of the Annual Report 2022. It sets out the pay and benefits received by each of the Directors for the year ended 31 December 2022. In line with legislation this vote will be advisory and in respect of the overall remuneration package.

Approval of share plan rules (resolutions 3 and 4)

Following the acquisition by the Company of Terminix Global Holdings, Inc. and its subsidiaries in 2022, the Company now wishes to seek shareholder approval for the Rentokil Initial plc Restricted Share Plan (the RSP). Executive Directors will not be eligible to participate in the RSP. The RSP will introduce greater flexibility for the Company to grant equity awards to the extended workforce over its American Depository Shares that are now listed on the New York Stock Exchange. The RSP is similar in nature to the Company's existing Performance Share Plan, except that the RSP will not be open to Executive Directors of the Company. It has also been updated to reflect current market practice, for example in relation to malus and clawback and having an overriding discretion to adjust vesting outcomes if they would otherwise not be appropriate in the circumstances.

The main provisions of the RSP are summarised in Appendix 2 to this Notice and resolution 3 proposes the approval of this plan. A copy of the rules of the RSP will be available for inspection as noted on page 10. That resolution also gives the Directors the authority to establish schedules to the RSP, or separate plans, that are commercially similar, for the purposes of granting awards to employees who are based outside the UK. Any awards made under such schedules or separate plans will count towards the limits on participation in the RSP.

The Company also wishes in resolution 4 to obtain shareholder approval for the Rentokil Initial plc Deferred Bonus Plan (the DBP). The DBP was originally adopted by the Board of the Company on 22 February 2018 but did not require shareholder approval as it relates to the deferral of bonuses and no new issue or treasury shares could be used to settle awards under it. The DBP is used to defer bonuses into awards of shares, in line with the Directors' Remuneration Policy.

The Company now wishes to seek shareholder approval for the DBP in order to introduce the flexibility to satisfy awards (including those granted prior to shareholder approval) granted under it with shares (or securities in the form of American Depository Shares) that are newly issued or from treasury.

The main provisions of the DBP are summarised in Appendix 3 to this Notice and resolution 4 proposes the approval of this plan. A copy of the rules of the DBP will be available for inspection as noted on page 10. The resolution also gives the Directors the authority to establish schedules to the DBP, or separate plans, that are commercially similar, for the purposes of granting awards to employees and Executive Directors who are based outside the UK.

Any shares in the Company made available under such schedules or separate plans will count towards the limits on individual and overall participation in the DBP.

Declaration of a final dividend (resolution 5)

Shareholders must approve the final dividend payable for each ordinary share held. The Board proposes a final dividend of 5.15p per share for the year ended 31 December 2022. If approved, the recommended final dividend will be paid on 17 May 2023 to all shareholders who are in the register of members on 11 April 2023.

Shareholders are reminded that we will no longer be paying dividends by cheque (see note 7 on page 10 for more information).

Election of Directors (resolutions 6 and 7)

David Frear was appointed as a Director since the last AGM, on 12 October 2022, and Sally Johnson was appointed as a Director on 1 April 2023. Resolutions 6 and 7 propose their elections as required by the Company's Articles of Association. They now stand for election by shareholders.

Their biographies are detailed on page 11 of this Notice. The Board believes this information is sufficient to enable the shareholders to make an informed decision in respect of their appointments.

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

Re-election of Directors (resolutions 8 to 14)

The Directors shall retire and stand for re-election on an annual basis in accordance with the Company's Articles of Association and the UK Corporate Governance Code. Resolutions 8 to 14 (inclusive) propose such re-election of each of the Directors of the Company (other than David Frear and Sally Johnson, who will be subject to election under resolutions 6 and 7), which will take effect at the conclusion of the AGM. Having served as a Non-Executive Director for a period of almost nine years, Julie Southern will not be seeking re-election at the AGM and will step down as a Director following the conclusion of the meeting. The Board is content that each Non-Executive Director proposed for re-election is independent in character and there are no relationships or circumstances likely to negatively affect their character or judgement.

All of the Directors seeking re-election have wide business knowledge and bring valuable skills and experience to the Board. Following the annual evaluation exercise conducted during the year, details of which can be found on page 92 of the Annual Report 2022, the Board considers that each of the Directors proposed for re-election continues to make an effective and valuable contribution and demonstrates commitment to the role. Separate resolutions will be proposed for each of these re-elections. Details of all Directors can be found on pages 11 to 13 of this Notice and in the Company's Annual Report for 2022, with their skills and experience illustrating why each Director's contribution is, and continues to be, important to the Company's long-term sustainable success. The Board believes this information is sufficient to enable shareholders to make an informed decision on their re-election.

Auditor (resolutions 15 and 16)

The auditor of a company must be appointed or re-appointed at each general meeting at which accounts are laid, to hold office until the conclusion of the next general meeting at which the accounts are laid. Resolution 15 proposes the re-appointment of PricewaterhouseCoopers LLP (PwC) as the Company's external auditor until the conclusion of the next general meeting of the Company at which the accounts are laid.

PwC have been in office since their appointment at the AGM in May 2021. The Audit Committee has recommended the re-appointment of PwC pursuant to resolution 15.

Resolution 16 gives authority to the Directors, in accordance with standard practice, to determine the auditor's remuneration. The Directors will delegate this authority to the Audit Committee.

Authority to make political donations (resolution 17)

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

Authority to allot shares (resolution 18)

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

Accordingly, this resolution 18 seeks to renew the existing authority under s.551 of the Companies Act 2006 which would otherwise expire at the AGM to, in the case of paragraph (a)(i), give the Directors authority to allot the Company's shares or grant rights to subscribe for, or convert securities into, such shares up to a maximum nominal amount of £8,400,000 and, in the case of paragraph (a)(ii), to give the Directors authority to allot ordinary shares (including the shares referred to in paragraph (a)(i)) up to a nominal amount of £16,800,000 in connection with a pre-emptive offer to existing shareholders (including giving Directors the ability to deal with fractional entitlements to shares and overseas shareholders to whom the offer cannot be made due to legal or practical problems).

This is in accordance with the latest guidance published by the Investment Association. The amount of £8,400,000 represents approximately one third of the Company's issued ordinary share capital (excluding treasury shares) as at 28 March 2023, being the last practicable date prior to publication of this Notice (the Latest Practicable Date). The amount of £16,800,000 represents approximately two thirds of the Company's issued ordinary share capital (excluding treasury shares) as at the Latest Practicable Date. This renewed authority will remain in force until the AGM to be held in 2024 (or, if earlier, at the close of business of 10 August 2024). The Directors have continued to seek annual renewal of this authority in accordance with best practice and intend to continue to do so. The Company does not hold any treasury shares as at the Latest Practicable Date.

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

Disapplication of pre-emption rights (resolutions 19 and 20)

Under s.561(1) of the Companies Act 2006, if the Directors wish to allot ordinary shares, or grant rights to subscribe for, or convert securities into ordinary shares, or sell treasury shares for cash (other than pursuant to an employee share scheme) they must in the first instance offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the Directors need the flexibility to finance business opportunities by the issue of shares without a pre-emptive offer to existing shareholders. This cannot be done under the Companies Act 2006 unless the shareholders have first given a limited waiver of their pre-emption rights. Resolutions 19 and 20, which will be proposed as special resolutions, seek to replace the authority given to the Directors at the last AGM which would otherwise expire at the AGM, to allot equity securities for cash on a non-pre-emptive basis without first offering them to existing shareholders in proportion to their existing shareholdings.

Resolutions 19 and 20 ask shareholders to grant this limited waiver. The resolutions will be proposed as special resolutions.

Resolution 19 contains a three-part waiver. The first part is limited to the allotment of shares for cash on a pre-emptive basis to allow the Directors to make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example, might arise in relation to overseas shareholders. The second part is limited to the allotment of shares for cash up to an aggregate nominal value of £2,520,000 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents approximately 10% of the Company's issued ordinary share capital as at the Latest Practicable Date. The third part applies to the allotment of shares for cash for the purposes of a follow-on offer when an allotment of shares has been made under the second waiver. It is limited to the allotment of shares having an aggregate nominal value of up to 20% of the nominal value of any shares allotted under the second waiver. The follow-on offer must be determined by the Directors to be of a kind contemplated by the Pre-Emption Group's 2022 Statement of Principles. The Directors confirm that they will follow the shareholder protections in section 2B and the expected features of a follow-on offer in paragraph 3 of section 2B of the Pre-Emption Group's 2022 Statement of Principles.

The waiver granted by resolution 20 is in addition to the waiver granted by resolution 19 and itself has two parts. The first part is limited to the allotment of shares for cash up to an aggregate nominal value of £2,520,000 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents a further 10% (approximately) of the Company's issued ordinary share capital as at the Latest Practicable Date. The first part of the waiver may only be used for an allotment of shares for cash for the purposes of financing (or refinancing, if the waiver is used within twelve months of the original transaction) a transaction which the Directors determine to be an acquisition or specified capital investment of a kind contemplated by the Pre-emption Group's 2022 Statement of Principles. The second part of the waiver applies to the allotment of shares for cash for the purposes of a follow-on offer when an allotment of shares has been made under the first part of the waiver. It is limited to the allotment of shares having an aggregate nominal value of up to 20% of the nominal value of any shares allotted under the first waiver. The follow-on offer must be determined by the Directors to be of a kind contemplated by the Pre-Emption Group's 2022 Statement of Principles. The Directors confirm that they will follow the shareholder protections in section 2B and the expected features of a follow-on offer in paragraph 3 of section 2B of the Pre-Emption Group's 2022 Statement of Principles.

The Directors have no present intention of exercising this authority, but this authority will ensure that the Directors have flexibility in managing the Company's capital resources so that the Directors can act in the best interests of shareholders generally. The authorities sought will remain in force until the AGM to be held in 2024 (or, if earlier, at the close of business of 10 August 2024).

Explanatory notes continued

Authority to purchase own shares (resolution 21)

Resolution 21, which will be proposed as a special resolution, gives the Company authority to buy back its own ordinary shares in the market as permitted by the Companies Act 2006. This renews the authority granted at last year's AGM which expires on the date of the AGM. The authority limits the number of shares that could be purchased to a maximum of 252,000,000 (representing approximately but not more than 10% of the issued share capital of the Company (excluding treasury shares) as at the Latest Practicable Date and sets minimum and maximum prices. This authority will expire at the conclusion of the AGM of the Company in 2024 (or, if earlier, at the close of business of 10 August 2024).

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

Any purchases of ordinary shares under this authority will be by means of market purchases through the London Stock Exchange. Any shares purchased under this authority may either be cancelled or held as treasury shares. Treasury shares may subsequently be cancelled, sold for cash or used to satisfy options issued to employees pursuant to the Company's employee share schemes. As at the Latest Practicable Date, there were options over 20.9 million ordinary shares in the capital of the Company, which represent 0.83% of the Company's issued ordinary share capital (excluding treasury shares).

If the authority to purchase the Company's ordinary shares were to be exercised in full, these options would thereafter represent 0.92% 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 2024 (or, if earlier, at the close of business of 10 August 2024).

Notice of general meetings (resolution 22)

The Companies Act 2006 sets the notice period required for general meetings at 21 days unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. Resolution 22 seeks such approval with respect to general meetings (other than annual general meetings) of the Company. Annual general meetings will continue to be held on at least 21 clear days' notice.

The approval will be effective until the Company's next AGM in 2024, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Companies Act 2006 before it can call a general meeting on 14 clear days' notice. It is intended that the shorter notice period would not be used as a matter of routine for such meetings but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole.

Articles of Association (resolution 23)

It is proposed in this resolution to adopt new Articles of Association (the New Articles) in order to update the Company's current Articles of Association (the Current Articles) which were adopted in 2018. The principal changes introduced in the New Articles are summarised below. These are intended to align the Company's borrowing limit with the amount approved by shareholders at a general meeting on 6 October 2022 and to reflect developments in market practice (minor, technical and clarifying changes have not been highlighted in this note).

The New Articles showing all the changes to the Current Articles are available for inspection on the FCA's national storage mechanism from the date of this Notice and will be available at the AGM from 15 minutes before the AGM until it ends.

General meetings

To facilitate the administration of the Company's general meetings, the New Articles widen the power of the Board to change the place and/or time of a general meeting and sets out the means by which the Company may advertise those changes. The New Articles widen the powers of the Board to make any arrangement or restriction considered appropriate to ensure the health, safety or security of a general meeting.

Borrowing powers

The New Articles increase the limit on the amount that the Board could borrow in the Current Articles to £5bn, as approved previously by shareholders at a general meeting on 6 October 2022 for the approval of the Company's acquisition of Terminix.

Amending the Non-Executive Directors' aggregate fee cap

The New Articles increase the aggregate cap on Non-Executive Directors' fees in the Current Articles (currently £1m) to £1.5m to ensure sufficient headroom. The current fee cap has been in place since 2005.

Untraced shareholders and forfeiture of unclaimed dividends

The New Articles amend the provisions of the Current Articles relating to shareholders who are considered untraced after a period of twelve years to remove the reference to engaging an asset reunification company or other tracing agent and to give the Company flexibility to make reasonable enquiries to establish the address of a shareholder. The Company may also sell any additional shares that have been issued to such shareholder.

The New Articles clarify the provisions of the Current Articles on the forfeiture of unclaimed dividends. Under the New Articles, dividends unclaimed for six years or in respect of shares sold pursuant to the untraced shareholder provisions are forfeited, in line with latest market practice.

Notices

The New Articles simplify the means of providing notices to shareholders and limit postal delivery of notices to addresses in the UK.

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 on the Company's website at rentokil-initial.com. A proxy form is enclosed with this Notice.

2. Attending the meeting

This year's AGM will be a combined physical and electronic meeting. Shareholders will be able to participate in the meeting remotely via a live webcast which you can access by logging on to web.lumiagm.com/129367120. Online joining instructions can be found in Appendix 4.

If you are attending the AGM in person, please bring the white paper admission card with you. It authenticates your right to attend, speak and vote at the AGM and will assist your admission. You may also find it useful to bring this Notice of AGM and the Annual Report 2022 so that you can refer to them at the meeting. Shareholders will be able to access the Company's office from 2:00pm and the AGM will start promptly at 3:00pm. Tea and coffee will be available after the meeting; however, no other catering will be provided.

We request that no one attends if they are experiencing any COVID-19 symptoms or have recently been in contact with anyone who has tested positive. Shareholders will not be permitted to bring guests (with the exception of carers of shareholders). There is wheelchair access and anyone accompanying a shareholder in need of assistance will be admitted to the AGM. If any shareholder with a disability has any questions regarding attendance at the AGM, please contact the Group Company Secretariat at the details below.

The venue is accessible by car or public transport. For more information on how to get to the venue, please visit our website at rentokil-initial.com/agm. If you are coming to the AGM by car, parking is available at our offices. **Please contact the Group Company Secretariat by email to secretariat@rentokil-initial.com or telephone 01293 858000 to reserve a parking space.**

If you are unable to attend the AGM, you can appoint the Chair of the meeting as your proxy to vote on your behalf in accordance with the procedure set out in the notes below.

Please note that the proceedings will be broadcast live via the Lumi website and a recording of the meeting will be made available on the Company's website for a period of 12 months from the date of the event.

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 as at 6:30pm on 5 May 2023, or, if this meeting is adjourned, in the register of members as at 6:30pm two days, excluding non-business days, before any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their name at that time. Changes to the entries in the register of members after 6:30pm on 5 May 2023, or, if this meeting is adjourned, in the register of members after 6:30pm two days, excluding non-business days, before any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.

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

The Company confirms that all resolutions to be proposed at the AGM will be put to the vote on a poll. All of the votes of the shareholders present will be counted, and added to those received by proxy, and the final results of the voting at the AGM will be announced through a Regulatory Information Service and will appear on our website at rentokil-initial.com as soon as possible following the meeting.

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, speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company (but must attend the meeting on your behalf) and may be appointed by:

- completing and returning the proxy form that accompanies this Notice;
- going to sharevote.co.uk and following the instructions provided; or
- if you are a user of the CREST system (including CREST Personal Members), having an appropriate CREST message transmitted.

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

To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, by following the procedures described in the CREST manual available at www.euroclear.com, the CREST message must be received by the issuer's agent RA19 by 3:00pm on Friday 5 May 2023. 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 reserve the right to treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

IMPORTANT: To be effective your proxy form must be received by the Company's Registrar no later than 3:00pm on Friday 5 May 2023. 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:

- each corporate representative is appointed to exercise the rights attached to a different share or shares held by that shareholder; or
- the corporate representatives vote in respect of the same shares, and 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 them and the shareholder by whom they were 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, they may, under such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

General notes continued

5. Questions

Shareholders attending the meeting have a right to ask questions at the AGM relating to the business of the meeting. There will be opportunities to ask questions in person and online via the Lumi platform (see Appendix 4). However, the Board strongly encourages shareholders to submit questions in advance of the AGM to ensure that the Directors can address as many questions as possible.

Pre-submitted questions can be emailed to chairman@rentokil-initial.com or posted to the Group Company Secretariat, Compass House, Manor Royal, Crawley, West Sussex, RH10 9PY, UK and should be received by 3:00pm on Friday 5 May 2023. A recording of the meeting, including the questions asked and the answers, will be made available on the Company's website as soon as practicable following the conclusion of the AGM.

If multiple questions on the same topic are received in advance of, or during, the Meeting, the Chairman may choose to provide a single answer to address shareholder queries on the same topic.

A question may not be answered at the meeting if such answers would interfere unduly with the preparation of the meeting, involve the disclosure of confidential information, the answer has already been published on the Company's website or it is not in the interests of the Company or the good order of the meeting that the question be answered. The Chairman may also nominate a representative to answer a specific question after the meeting or refer the questioner to the Company's website.

6. Website publication of audit concerns

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

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

7. Dividends

As previously communicated, the Company will no longer be paying dividends by cheque and all dividends will now be credited directly into a shareholder's UK bank or building society account. Shareholders who historically received dividends by cheque and have not yet completed a Dividend Mandate Form will need to contact our Registrar to request a form for completion (see note 11 opposite for contact details). For any shareholder who has not submitted their dividend mandate by the deadline of 11 April 2023, cash will be held in an account and they will need to contact our Registrar for the cash to be distributed to their UK bank or building society account. If you do not have a UK bank or building society account you may be able to arrange for payments to be converted and paid in your local currency. Please contact our Registrar for more information.

8. Total voting rights

As at the Latest Practicable Date, the Company's issued share capital consisted of 2,520,039,885 ordinary shares, carrying one vote each.

9. 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.

10. Documents available for inspection

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

A copy of the rules of the RSP and DBP and the New Articles showing all the changes to the Current Articles will be available for inspection at the AGM for at least 15 minutes prior to and until the conclusion of the meeting and on the FCA's national storage mechanism from the date of this Notice.

11. Shareholder enquiries

Any enquiries in relation to shareholdings, dividends, or regarding the appointment of a proxy should be directed to the Company's Registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, or by telephone on +44 (0)333 207 6581. Lines are open between 8:30am and 5:30pm, Monday to Friday excluding public holidays in England and Wales.

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

Appendix 1 – Board of Directors

David Frear ^(N) ^(R)

Non-Executive Director

Appointed: October 2022

Skills, experience and contribution

David brings both extensive financial experience and a wealth of knowledge of the US market to the Board. He was a Non-Executive Director of Terminix Global Holdings, Inc. from January 2021 until it was acquired by Rentokil Initial in October 2022. David currently serves on the boards of several subsidiaries of Nasdaq, Inc., a leading provider of trading, clearing, exchange technology, listing, information and public company services. He previously served on the boards of Sirius XM Canada Holdings Inc., Savvis Communications and Pandora Media Inc.

In his executive career, David was the Chief Financial Officer between 2003 and 2020 of Sirius XM, a subscription-based, satellite radio provider. Prior to this he was the Chief Financial Officer of Savvis Communications Corporation, Orion Network Systems Inc. and Millicom Incorporated and was an investment banker at Bear Stearns & Co., Inc. and Credit Suisse. David has a Bachelor of Arts in History from University of Michigan and a Master of Business Administration in Finance from University of Michigan – Stephen M. Ross School of Business.

Current external commitments

- Non-Executive Director, The NASDAQ Stock Market LLC, NASDAQ PHLX LLC, NASDAQ BX, Inc., Nasdaq ISE, LLC, Nasdaq GEMX, LLC and Nasdaq MRX, LLC.

Stuart Ingall-Tombs

Chief Financial Officer

Appointed: August 2020

Skills, experience and contribution

Stuart has extensive experience in senior operational and corporate finance roles, gained at Group level and in key operational businesses since joining Rentokil Initial in May 2007, as well as other leading organisations. Most recently, he was CFO for North America, the Company's largest business, and before that spent several years as Group Financial Controller and Treasurer before four years as Regional Finance Director for Europe, driving organisational change and enhancing growth. A deep operational understanding of key regional businesses, combined with experience at the corporate centre, enables Stuart to make a broad contribution to the ongoing development and growth of the Group.

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

Current external commitments

None

Sally Johnson ^(A) ^(N)

Non-Executive Director

Appointed: 1 April 2023

Skills, experience and contribution

Sally brings to the Board substantial commercial and strategic finance experience from her extensive executive career. Sally is the Chief Financial Officer of the FTSE 100 company Pearson plc, which is also listed on the New York Stock Exchange. Since joining Pearson in 2000 she has held various finance and operations roles across The Penguin Group, the education business and at a corporate level at Pearson. She was also a Trustee for the Pearson Pension Plan from 2012 to 2018.

Sally is a member of the Institute of Chartered Accountants in England and Wales and completed her training at PricewaterhouseCoopers.

Current external commitments

- Chief Financial Officer, Pearson plc

Sarosh Mistry ^(N) ^(R)

Non-Executive Director

Appointed: April 2021

Committee memberships: Member of the Remuneration and Nomination Committees.

Skills, experience and contribution

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

Sarosh Mistry is Sodexo's CEO and Chairman of North America. He leads the North America Regional Leadership Committee for Sodexo, and is responsible for the coordination of Sodexo businesses in North America. Prior to leading North America, he served as the CEO for Sodexo's business segment Home Care Worldwide which operates in 13 countries. Prior to joining Sodexo in 2011, he worked in senior roles in major business-to-business and consumer organisations Compass Group, Starbucks, Aramark and PepsiCo. Sarosh has a Bachelor's degree from St John's University, Minnesota, and an MBA from the A. Gary Anderson Graduate School of Management, California.

Current external commitments

- CEO and Chairman, Sodexo North America
- Board Director, Didi Hirsch Mental Health Services

Key

- ^(A) Audit Committee member
- ^(N) Nomination Committee member
- ^(R) Remuneration Committee member

- Committee Chair
- NED Non-Executive Director
- SID Senior Independent Director

Appendix 1 – Board of Directors (continued)

John Pettigrew ^(A) ^(N)

Senior Independent Director

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

Committee memberships: Member of the Audit and Nomination Committees.

Skills, experience and contribution

John has a strong track record of developing and implementing global strategies for profitable growth at National Grid, deep experience of running a major US business, a strong economic background and engineering leadership experience. His skillset includes service provision to a large commercial and residential customer base, delivering world-class levels of safety performance and driving transformational change in highly regulated environments. He also has significant experience of M&A in both the UK and US. He has broad experience of dealing with governments and regulators in the UK and US, and leading development of environmental, social and governance (ESG) strategies by driving the introduction of National Grid's first ever Responsible Business Charter, which launched in 2020 and led the company's Principal Partnership of COP26 in Glasgow.

John is Chief Executive of National Grid plc, a fellow of the Institute of Engineering and Technology, and a fellow of the Energy Institute. He is a member of the Edison Electric Institute Executive Committee, a member of the Electric Power Research Institute Board and sits on the President's Committee of the CBI. He was a member of the UK government's Inclusive Economy Partnership until it was disbanded.

Current external commitments

➡ Chief Executive, National Grid plc

Andy Ransom

Chief Executive

Appointed: May 2008

Skills, experience and contribution

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

He joined Rentokil Initial in 2008, as Executive Director of the global Pest Control business, from ICI where he was part of the executive management team with operational responsibility for ICI's Regional and Industrial Division, after holding various management positions as General Counsel and head of the M&A team since 1987. Andy is a graduate of the University of Southampton (LLB) and a qualified solicitor. He is a patron of Malaria No More UK and was a Senior Strategic Adviser at Apax Partners LLP from January 2021 until March 2023.

Current external commitments

➡ Vice Chair of Street League

➡ Non-Executive Director, Informa plc (with effect from 15 June 2023)

Key

^(A) Audit Committee member

^(N) Nomination Committee member

^(R) Remuneration Committee member

● Committee Chair

NED Non-Executive Director

SID Senior Independent Director

Richard Solomons ^(N)

Chairman

Appointed: March 2019 and became Chairman in May 2019

Committee memberships: Chair of the Nomination Committee.

Skills, experience and contribution

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

Richard has a BA in Economics from the University of Manchester, trained as a Chartered Accountant with KPMG, and has seven years' investment banking experience in New York and London with Hill Samuel. Richard was previously a Non-Executive Director of Marks and Spencer Group plc, the Senior Independent Director of Aston Martin Lagonda Global Holdings plc and, until December 2022, he was a Member of the Board of Governors and the Finance Committee at the University of Manchester.

Current external commitments

➡ Chairman of the Board and the Advisory Committee and Chair of the Remuneration Committee, Hotelbeds Group S.L.U. (Spain)

➡ Non-Executive Director and Chair of the Audit Committee, Mandarin Oriental International Limited (Bermuda)

Cathy Turner ^(N) ^(R)

Non-Executive Director

Appointed: April 2020

Committee memberships: Chair of the Remuneration Committee and member of the Nomination Committee.

Skills, experience and contribution

Cathy is an experienced Non-Executive Director with significant business leadership experience plus a deep knowledge of HR and remuneration matters. Her executive career, at executive committee level at Barclays plc and Lloyds Banking Group plc, has included responsibility for strategy, investor relations, HR, corporate affairs, legal, internal audit, brand and marketing. She brings deep experience of leading international customer-focused businesses, operating in complex, highly regulated industries and navigating highly challenging environments such as the 2008 financial crisis.

Her earlier career was in consulting and manufacturing and included roles with major audit and consultancy firms. She was previously a Non-Executive Director of Quilter plc, Aldermore Bank plc and Motonovo Finance Limited and a Trustee of Gurkha Welfare Trust. Cathy graduated in Economics from Lancaster University. She is a partner at the senior advisory organisation, Manchester Square Partners.

Current external commitments

➡ Non-Executive Director, Lloyds Banking Group plc

➡ Non-Executive Director and Chair of the Remuneration Committee, Spectris plc

➡ Partner, Manchester Square Partners

Linda Yueh CBE ^(A) ^(N) ^(R)

Non-Executive Director

Appointed: November 2017

Committee memberships: Member of the Audit, Remuneration and Nomination Committees.

Skills, experience and contribution

As an economist, corporate lawyer and financial broadcaster, Linda brings a diverse range of skills to the Board, including strong commercial experience gained through her work in corporate law and previous non-executive positions, as well as deep insights into the economic environments in the markets in which Rentokil Initial operates, including key emerging and rapidly developing markets.

Linda obtained a BA at Yale University; Master's at Harvard University; Juris Doctorate at New York University; and an MA and doctorate at Oxford University. Linda is a fellow at St Edmund Hall, Oxford University and an Adjunct Professor of Economics at London Business School. She was Visiting Professor at the London School of Economics and Political Science (LSE). Linda is an Adviser to the UK Board of Trade and was a member of the Independent Review Panel on Ring-fencing and Proprietary Trading of the UK Treasury. She has acted in various advisory roles, including for the World Bank and the European Commission. Until December 2022, Linda was a Trustee of Malaria No More UK and the Senior Independent Director of Fidelity China Special Situations plc.

Current external commitments

- Trustee of The Coutts Foundation
- Chair of the Royal Commonwealth Society
- Chair of The Schiehallion Fund Limited and Chair of the Nomination Committee
- Non-Executive Director, SEGRO plc
- Non-Executive Director, Standard Chartered plc

Key

- | | |
|--|---------------------------------|
| ^(A) Audit Committee member | ● Committee Chair |
| ^(N) Nomination Committee member | NED Non-Executive Director |
| ^(R) Remuneration Committee member | SID Senior Independent Director |

Appendix 2 – Summary of the Rentokil Initial plc Restricted Share Plan

1. General

The operation of the Rentokil Initial plc Restricted Share Plan (the RSP) will be overseen by the Company's Remuneration Committee, or such other committee to which it delegates responsibility for overseeing the operation of the RSP (the Committee).

Decisions of the Committee are final and conclusive.

Benefits under the RSP are not pensionable.

2. Eligibility

Any employee of the Company and its subsidiaries (the Group), other than any Executive Directors of the Company, will be eligible to participate in the RSP at the discretion of the Committee.

3. Awards under the RSP

Awards will be granted in one or more of the following forms, at the discretion of the Committee:

- ➊ a restricted stock unit (RSU), being a conditional right to acquire either fully paid ordinary shares in the capital of the Company (Shares) or American Depository Shares (ADS) for no cost in the future;
- ➋ an option to acquire Shares or ADSs for no cost in the future; or
- ➌ a phantom RSU, being a conditional right to receive a cash sum in the future linked to the value of a number of notional Shares or ADSs.

Awards granted under the RSP (except for phantom RSUs) may be settled using newly issued, treasury or existing Shares or ADSs. Shares are currently listed on the London Stock Exchange, whilst ADSs are listed on the New York Stock Exchange. Each ADS currently represents five Shares.

Awards may not be transferred or otherwise disposed of except on the participant's death and no payment is required for the grant of an award.

Where awards are granted in tranches, the rules of the RSP will normally apply to each tranche separately as if each tranche was a separate award.

4. Timing of awards

Awards may only be granted within a period of 42 days starting on any of the following:

- ➊ the day the RSP is approved by shareholders;
- ➋ the business day following the announcement of the Company's results for any period;
- ➌ any day on which changes to the legislation or regulations affecting share plans are announced or take effect;
- ➍ any day on which the Committee decides that exceptional circumstances justify the grant of awards; or
- ➎ if restrictions on dealings or transactions in securities (Dealing Restrictions) prevented the granting of awards in the periods mentioned above, the day those Dealing Restrictions cease to apply.

Awards may not be granted after the later of 10 May 2033 and the date of the Company's Annual General Meeting in 2033, or such earlier date as decided by the Committee. This will not affect any subsisting rights under the RSP.

5. Dilution limits

Awards cannot be made if they would cause the 'total plan shares' to exceed 10%, or the 'discretionary plan shares' to exceed 5%, of the ordinary share capital of the Company in issue immediately before the awards are made.

The 'total plan shares' figure looks at the total number of new issue or treasury Shares (including Shares represented by ADSs) that have been used to satisfy awards in the previous 10 years (or could still be used to satisfy awards) granted under the RSP or any other employee share plan operated by the Company. The 'discretionary plan shares' figure is similar but looks at the awards granted under the RSP and any other discretionary employee share plan operated by the Company.

For so long as required by institutional investor guidelines, treasury Shares count towards these limits. Where certain variations of capital occur, the number of Shares taken into account under these limits will be adjusted as the Committee considers appropriate to take account of that variation.

6. Conditions

Awards may be granted subject to performance conditions, or other conditions, that must normally be satisfied in order for awards to vest.

The Committee may change or waive a performance condition, or any other conditions, in accordance with its terms, or if anything happens that causes the Committee to reasonably consider the change or waiver would be appropriate. An amended performance condition will not be materially less or more difficult to satisfy than the original performance condition was intended to be at grant.

7. Maturity, vesting and exercise

Subject to the satisfaction of the performance conditions, and any other conditions that apply, Awards will normally mature at least three years after grant, although the Committee has discretion to determine a different maturity period at grant.

Awards not subject to a holding period will vest at maturity. Awards that are subject to a holding period will not vest until the end of a further period, determined by the Committee at grant.

The Committee may adjust the extent to which an award will vest if it considers the extent of vesting would otherwise not be appropriate. This may include when considering the wider performance of the Group, the conduct or performance of the participant, the experience of stakeholders, the general market environment, any windfall gains or the total value that the award was originally intended to deliver.

Following vesting, options will become exercisable and, for RSUs, the Shares, ADSs or cash subject to the award (as appropriate) will normally be delivered to the participant as soon as practicable.

Awards granted as options may be exercised in full or in part and on more than one occasion. If an option is made up of tranches and that option is exercised, the Committee may decide that all tranches capable of exercise at that time will be exercised. Options will be exercisable for a specified period following vesting (ending not later than the 10th anniversary of grant) and if not exercised during that period they will be deemed to have been automatically exercised at the end of it. Following exercise, the Shares, ADSs or cash subject to the award (as appropriate) will normally be delivered to the participant as soon as reasonably practicable.

The Committee may decide to settle awards partly or fully in cash instead of Shares or ADSs.

Vesting, exercise (where relevant) and/or satisfaction of an award may be delayed due to Dealing Restrictions, or where an investigation is ongoing that might lead to malus and/or clawback being triggered. In some circumstances, the exercise window for an option may be extended as the result of such delays.

Awards may carry the right to receive an additional amount (in cash and/or Shares or ADSs), relating to the value of any dividends with a record date from the grant date until the vesting of an award (or possibly the exercise of an option), in respect of the number of Shares (or Shares underlying ADSs) that vest (or in respect of which an option is exercised). This will be calculated on such basis as the Committee decides, although special dividends will not normally be included.

If a participant moves jurisdiction or becomes tax resident in another jurisdiction (without leaving employment) and, as a result, there may be adverse legal, regulatory or tax consequences in relation to the participant's awards, the Committee may adjust or lapse those awards as it considers appropriate.

To the extent an award or any part of it is no longer capable of vesting (or of being exercised), it will lapse.

8. Malus and clawback

Awards will normally be subject to the Company's malus and clawback policy, as updated from time to time. Under the policy, the Committee may decide to reduce, cancel or forfeit an award (malus) or recover all or part of the value of an award that has been satisfied (clawback) if certain circumstances occur.

9. Leavers

If a participant leaves the Group before an award matures, the award will normally lapse.

However, if the reason for leaving is death, ill-health, injury or disability (evidenced to the satisfaction of the Committee), retirement by agreement with the employing company, redundancy, the transfer of the participant's employing business or company outside of the Group, or any other reason at the Committee's discretion (a Good Leaver Reason), the award will normally:

- ➊ continue until the normal vesting date, and any holding period will continue to apply, although vesting will be accelerated in the case of death; and
- ➋ vest only as follows:
 - to the extent any performance conditions have been satisfied or are deemed to have been satisfied over the performance period (or, if the performance period has not ended, over such other period as the Committee decides is appropriate);
 - to the extent any other conditions have been satisfied; and
 - on a time pro-rated basis.

If a participant leaves the Group after an award has matured, normally:

- ➊ the award will continue in accordance with the provisions of the RSP; and
- ➋ any holding period will continue to apply, except that the Committee can decide to end the holding period early in the case of a Good Leaver Reason.

In the case of an option, it will normally be exercisable for a period of six months following the later of leaving and the end of any applicable holding period (or 12 months following death in that case) and, if not exercised during that period, it will lapse.

If, at any time, a participant is summarily dismissed or leaves in circumstances that would have justified the participant's summary dismissal, their awards will immediately lapse.

A participant will be considered to have left the Group when no longer employed by any member of the Group (or an associated company).

10. Company events

In the event of a takeover (including a scheme of arrangement or a person becoming bound or entitled to acquire Shares under UK company law) or proposed voluntary winding up of the Company, awards will normally vest early.

In these circumstances, awards will normally vest:

- ➊ to the extent any performance conditions have been satisfied or are deemed to have been satisfied over the performance period (or, if the performance period has not ended, over such other period as the Committee decides is appropriate);
- ➋ to the extent any other conditions have been satisfied; and
- ➌ on a time pro-rated basis.

The malus and clawback policy will normally continue to apply.

Options will normally be exercisable for a period of one month from the relevant date and, if not exercised by then, will lapse.

In some circumstances (including internal reorganisations or where the Committee so agrees with the acquiring company), awards may instead be exchanged for new awards.

11. Variation of share capital

In the event of a variation in the share capital of the Company, a demerger, special dividend or distribution or any other transaction that will materially affect the value of Shares or ADSs, the Committee may adjust the number or class of Shares or ADSs to which an award relates, the performance conditions to which an award is subject, or make any other adjustment to awards as it considers appropriate in its discretion.

Alternatively, if the Committee considers an adjustment of awards is not practicable or appropriate, vesting may be accelerated on a similar basis as for other Company events.

12. Rights attaching to Shares and ADSs

All Shares issued in connection with the RSP will rank equally with other shares of the same class then in issue. All ADSs issued in connection with the RSP will rank equally in all respects with the other ADSs then in issue. The Company will apply for the listing of any Shares or ADSs issued in connection with the RSP for as long as its Shares or ADSs (as appropriate) are listed.

Participants will not be entitled to any dividend, voting or other rights in respect of Shares or ADSs until the Shares or ADSs are issued or transferred to them (as appropriate).

13. Amendments

The Committee may change the RSP in any way at any time, but it will obtain prior shareholder approval for any change that is to the advantage of present or future participants and which relates to any of the following: the persons who may receive Shares, ADSs or cash under the RSP; the total number or amount of Shares, ADSs or cash that may be delivered or paid under the RSP; the maximum entitlement for any participant; the basis for determining a participant's entitlement to, and the terms of, Shares, ADSs or cash provided under the RSP; the rights of a participant in the event of a capitalisation issue, rights issue, open offer, sub-division or consolidation of shares, reduction of capital or any other variation of capital; or to the provision in the rules requiring shareholder approval for changes.

There is an exception for minor amendments to benefit the administration of the RSP, to comply with or take account of a change in legislation and/or to obtain or maintain favourable tax, exchange control or regulatory treatment of any member of the Group or any present or future participant.

No change may be made to the material disadvantage of one or more participants in respect of subsisting rights without the written consent of the affected participant(s) or unless all such disadvantaged participants have been asked for their consent and a majority of those who respond give consent. Similar exceptions for minor amendments as apply to the shareholder approval requirement apply to the obligation to seek participant consent.

The Committee may establish further plans or schedules based on the RSP, but modified to take account of any local tax, exchange control or securities laws in other jurisdictions, provided any awards made under them count towards the plan limits in the RSP. The RSP contains an international schedule that aims to mitigate potentially adverse tax rules for US taxpayers.

This summary does not form part of the rules of the RSP and should not be taken as affecting the interpretation of their detailed terms and conditions. The Committee reserves the right to amend or add to the rules of the RSP up until the time of the Annual General Meeting, provided that such amendments or additions do not conflict in any material respect with this summary.

Appendix 3 – Summary of the Rentokil Initial plc Deferred Bonus Plan

1. General

The operation of the Rentokil Initial plc Deferred Bonus Plan (the DBP) will be overseen by the Company's Remuneration Committee, or such other committee comprising a majority of Non-Executive Directors of the Company to which the Directors delegate responsibility for overseeing the operation of the DBP (the Committee).

Decisions of the Committee are final and conclusive.

Benefits under the DBP are not pensionable.

2. Eligibility

Employees and Executive Directors of the Company and its subsidiaries (the Group) will be eligible to participate in the DBP at the discretion of the Committee.

An eligible individual's discretionary cash bonus will be deferred into an award under the DBP where required by the shareholder-approved Directors' Remuneration Policy in effect at that time (the Remuneration Policy), or where determined by the Committee. The Committee can also decide to offer awards for voluntary deferral of bonus.

Awards made to Executive Directors of the Company (Executive Directors) will comply with the Remuneration Policy, particularly the application of individual limits and amounts of bonus deferral, malus/ clawback, vesting periods, and post-termination shareholding requirements.

3. Awards under the DBP

Awards will be granted in one or more of the following forms, at the discretion of the Committee:

- ➊ a restricted stock unit (RSU), being a conditional right to acquire either fully paid ordinary shares in the capital of the Company (Shares) or American Depository Shares (ADS) in the future;
- ➋ an option to acquire Shares or ADSs in the future; or
- ➌ a phantom RSU, being a conditional right to receive a cash sum in the future linked to the value of a number of notional Shares or ADSs.

The number of Shares or ADSs comprised in an award will have an aggregate market value (as determined by the Committee) which is, as close as practicable, equal to the amount of bonus being deferred into the award. Where the bonus is small, the Committee may decide to pay it in cash rather than as an award under the DBP (except where Executive Directors are concerned).

Awards granted under the DBP may be settled using newly issued, treasury or existing Shares or ADSs, including (once shareholder approval is obtained) awards made under the DBP prior to shareholder approval. Shares are currently listed on the London Stock Exchange, whilst ADSs are listed on the New York Stock Exchange. Each ADS currently represents five Shares.

Awards may not be transferred or otherwise disposed of except on the participant's death and no payment is required for the grant of an award.

4. Timing of awards

Awards may only be granted within a period of 42 days starting on any of the following:

- ➊ the business day following the announcement of the Company's results for any period;
- ➋ any day on which changes to the legislation or regulations affecting share plans are announced or take effect;
- ➌ any day on which the Committee decides that exceptional circumstances justify the grant of awards; or
- ➍ if restrictions on dealings or transactions in securities (Dealing Restrictions) prevented the granting of awards in the periods mentioned above, the date those Dealing Restrictions cease to apply.

Awards may not be granted after the later of 10 May 2023 and the date of the Company's Annual General Meeting in 2023, or such earlier date as decided by the Committee. This will not affect any subsisting rights under the DBP.

5. Dilution limits

Awards cannot be made if they would cause the 'total plan shares' to exceed 10%, or the 'discretionary plan shares' to exceed 5%, of the ordinary share capital of the Company in issue immediately before the awards are made.

The 'total plan shares' figure looks at the total number of new issue or treasury Shares (including Shares represented by ADSs) that have been used to satisfy awards in the previous 10 years (or could still be used to satisfy awards) granted under the DBP or any other employee share plan operated by the Company. The 'discretionary plan shares' figure is similar but looks at the awards granted under the DBP and any other discretionary employee share plan operated by the Company.

For so long as required by institutional investor guidelines, treasury Shares count towards these limits. Where certain variations of capital occur, the number of Shares taken into account under these limits will be adjusted as the Committee considers appropriate to take account of that variation.

6. Conditions

Awards under the DBP are not subject to performance conditions.

7. Vesting and exercise of awards

Awards will normally vest on the vesting date specified by the Committee at grant of the award. Awards will not normally vest until at least three years after grant.

The Committee may adjust the extent to which an award will vest if it considers the extent of vesting would otherwise not be appropriate when taking into account any exceptional events that have occurred.

Awards granted as options may be exercised in full or in part and on more than one occasion. They will be exercisable for a specified period following vesting (ending not later than the 10th anniversary of grant) and if not exercised during that period they will be deemed to have been automatically exercised at the end of it.

Following vesting of an award, or exercise of an option, the Shares, ADSs or cash (as appropriate) will normally be delivered to the participant as soon as reasonably practicable.

The Committee may decide to settle awards partly or fully in cash instead of Shares or ADSs.

Vesting, exercise (where relevant), and/or satisfaction of an award may be delayed due to Dealing Restrictions, or where an investigation is ongoing that might lead to malus and/or clawback being triggered. In some circumstances, the exercise window for an option may be extended as the result of such delays.

Awards may carry the right to receive an additional amount (in cash and/or Shares or ADSs), relating to the value of any dividends (except special dividends) with a record date from the grant date until the vesting of an award (or possibly the exercise of an option), in respect of the number of Shares (or Shares underlying ADSs) that vest (or in respect of which an option is exercised, where appropriate). For Executive Directors, such rights to dividends will be determined in accordance with the relevant Remuneration Policy.

8. Malus and clawback

Awards will normally be subject to the Company's malus and clawback policy, as updated from time to time. Under the policy, the Committee may decide to reduce, cancel or forfeit an award (malus) or recover all or part of the value of an award that has been satisfied (clawback) if certain circumstances occur.

9. Leavers

If a participant leaves the Group before an award vests, the award will normally:

- ➊ continue until the normal vesting date, although vesting will be accelerated in the case of death;
- ➋ vest in full; and
- ➌ if an option, be exercisable for a period of six months after the award vests (or 12 months in the case of death) and, if not exercised during that period, be deemed to have been automatically exercised at the end of it.

However, if, before vesting, a participant is summarily dismissed or leaves in circumstances that would have justified the participant's summary dismissal, the Committee can decide that their awards will immediately lapse.

Where a participant leaves after an award vests, the award will normally continue in accordance with the provisions of the DBP and, if an option, be exercisable for 6 months following leaving (12 months in the case of death). If not exercised during that period, it will normally be deemed to have been automatically exercised at the end of it.

A participant will be considered to have left the Group when no longer employed by any member of the Group (or an associated company).

10. Company events

In the event of a takeover (including a scheme of arrangement or a person becoming bound or entitled to acquire Shares under UK company law) or proposed voluntary winding up of the Company, awards will normally vest early.

In these circumstances, awards will normally vest in full.

Options will normally be exercisable for a period of one month from the relevant date and, if not exercised during that period, be deemed to have been automatically exercised at the end of it.

In some circumstances (including internal reorganisations or where the Committee so agrees with the acquiring company), awards may instead be exchanged for new awards.

11. Variation of share capital

In the event of a variation in the share capital of the Company, a demerger, special dividend or distribution or any other transaction that will materially affect the value of Shares or ADSs, the Committee may adjust the number or class of Shares or ADSs to which an award relates, or make any other adjustment to awards as it considers appropriate in its discretion.

Alternatively, if the Committee considers an adjustment of awards is not practicable or appropriate, vesting may be accelerated on a similar basis as for other Company events.

12. Rights attaching to Shares and ADSs

All Shares issued in connection with the DBP will rank equally with other shares of the same class then in issue. All ADSs issued in connection with the DBP will rank equally in all respects with the other ADSs then in issue. The Company will apply for the listing of any Shares or ADSs issued in connection with the DBP for as long as its Shares or ADSs (as appropriate) are listed.

Participants will not be entitled to any dividend, voting or other rights in respect of Shares or ADSs until the Shares or ADSs are issued or transferred to them (as appropriate).

13. Amendments

The Committee may change the DBP in any way at any time, but it will obtain prior shareholder approval for any change that is to the advantage of present or future participants and which relates to any of the following: the persons who may receive Shares, ADSs or cash under the DBP; the total number or amount of Shares, ADSs or cash that may be delivered or paid under the DBP; the maximum entitlement for any participant; the basis for determining a participant's entitlement to, and the terms of, Shares, ADSs or cash provided under the DBP; the rights of a participant in the event of a capitalisation issue, rights issue, open offer, sub-division or consolidation of shares, reduction of capital or any other variation of capital; or to the provision in the rules requiring shareholder approval for changes.

There is an exception for minor amendments to benefit the administration of the DBP, to comply with or take account of a change in legislation and/or to obtain or maintain favourable tax, exchange control or regulatory treatment of any member of the Group or any present or future participant.

No change may be made to the material disadvantage of one or more participants in respect of subsisting rights without the written consent of the affected participant(s) or unless all such disadvantaged participants have been asked for their consent and a majority of those who respond give consent. Similar exceptions for minor amendments as apply to the shareholder approval requirement apply to the obligation to seek participant consent.

The Committee may establish further plans or schedules based on the DBP, but modified to take account of any local tax, exchange control or securities laws in other jurisdictions, provided any awards made under them count towards the plan limits in the DBP.

This summary does not form part of the rules of the DBP and should not be taken as affecting the interpretation of their detailed terms and conditions. The Committee reserves the right to amend or add to the rules of the DBP up until the time of the Annual General Meeting, provided that such amendments or additions do not conflict in any material respect with this summary.

Appendix 4 – 2023 AGM online joining instructions

Timings

Date	10 May 2023
2:00pm	AGM website opens and questions can be submitted online.
3:00pm	AGM begins; you will be able to vote once the Chair of the meeting declares the poll open.
4:00pm	Estimated time that the meeting will close. The poll will close at the end of the meeting and the results of the poll will be released to the London Stock Exchange once collated.

Electronic meeting

For the 2023 AGM, Rentokil Initial plc will be enabling shareholders to attend and participate in the meeting electronically, should they wish to do so. This can be done by accessing the AGM website, web.lumiagm.com/129367120.

Meeting access

Shareholders can participate in the meeting remotely, via: <https://web.lumiagm.com/129367120>. This can be accessed online using the latest version of Chrome, Firefox and Safari on your PC, laptop, tablet or smartphone. On accessing the meeting platform, you will be asked to enter your unique SRN and PIN (which is the first two and last two digits of your SRN). These can be found printed on your form of proxy.

Access to the Lumi platform will be available an hour prior to the start of the meeting; however, please note that your ability to vote will not be enabled until the Chair of the meeting formally declares the poll open.

If you experience any difficulties please contact Equiniti by emailing hybrid.help@equiniti.com stating your full name, postcode and shareholder reference number, if known.

Broadcast

Once logged in, and at the commencement of the meeting, you will be able to follow the proceedings on your device.

Voting

Once the Chair has formally opened voting on all resolutions, the list of resolutions will automatically appear on your screen. This means shareholders may, at any time while the poll is open, vote electronically on any or all of the resolutions in the Notice of Meeting. Resolutions will not be put forward separately.

Select the option that corresponds with how you wish to vote. Once you have selected your vote, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received – there is no submit button.

To vote on all resolutions displayed, select the 'vote all' option at the top of the Screen.

To change your vote, reselect your choice. To cancel your vote, select the 'cancel' button. You will be able to do this while the poll remains open and before the Chair announces its closure.

A user guide to joining the Rentokil Initial plc 2023 AGM electronically and accessing the webcast and question facility is also available on our website at rentokil-initial.com/agm.

Questions

Questions on the day can be submitted either as text via the Lumi messaging function or verbally via the Virtual Mic. Details of how to access the Virtual Mic will be provided on the day of the meeting, once you are logged into the Lumi platform.

To ask a question via the Lumi messaging function, select the messaging icon from within the navigation bar and type your question at the top of the screen. To submit your question, click on the arrow icon to the right of the text box.

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

Requirements

An active internet connection is always required in order to allow you to cast your vote when the poll opens, submit questions and view the broadcast. It is the user's responsibility to ensure that you remain connected for the duration of the meeting.

As well as having the latest internet browser installed, users must ensure that their device is up to date with the latest software release.

Duly appointed proxies and corporate representatives

Duly appointed proxies and corporate representatives who wish to attend remotely on a shareholder's behalf should contact the Company's Registrar, Equiniti, to receive their unique SRN and PIN by emailing Equiniti at hybrid.help@equiniti.com. To avoid any delays accessing the meeting, contact should be made at least 24 hours prior to the meeting date and time.

Mailboxes are monitored 9:00am to 5:00pm Monday to Friday (excluding public holidays in England and Wales).

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