

# Rentokil Initial

# Notice of Annual General Meeting

7 May 2026  
2.00pm

**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.

# Letter from the Chair



**Richard Solomons**  
Chair

## Dear Shareholder

I am pleased to enclose 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 Thursday 7 May 2026 at 2.00pm.

### 2026 AGM arrangements

The Board recognises that the AGM provides an invaluable opportunity to engage with shareholders, which is why we are holding a hybrid meeting with a facility for shareholders to attend, ask questions and vote on the proposed resolutions online. The AGM is an important event in the Company's corporate calendar for shareholders to consider key resolutions for the conduct of the business and affairs of the Company. I would recommend joining the secure live webcast which provides convenient access to participate in the proceedings.

If you would like to submit a question in advance to be answered at the AGM, please email your question to me by 2.00pm on Tuesday 5 May 2026 at [chair@rentokil-initial.com](mailto:chair@rentokil-initial.com). Instructions on how to ask a question immediately before and during the meeting are on pages 9 and 12.

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 directly to the shareholder as soon as practicable following the AGM.

### Formal business of the meeting

The formal notice of the AGM and the explanatory notes of the resolutions are set out on pages 3 to 7 of this Notice. In addition to the resolutions that are dealt with as a matter of course at each AGM of the Company, I would like to draw your attention to the following items of business:

#### Directors

Since the last AGM, Mike Duffy, Leanne Sheraton and Sam Mitchell 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).

After nine years of service, Linda will be stepping down as a Non-Executive Director and will not be standing for re-election. I would like to thank Linda for her commitment and dedication to the Company and her valuable advice and counsel during her time on the Board.

As announced on 5 March 2026, I will be retiring as Chair of Rentokil Initial, once a successor has been appointed. Until then, I will continue to lead the Board and ensure a smooth transition. I will, therefore, be standing for re-election at the AGM this year. In accordance with the Code and our usual practice, all other Directors will also stand for re-election.

### Share plan rules

Approval is being sought for the Rentokil Initial plc Share Plan (the Share Plan) and the Rentokil Initial plc Executive Director Buyout Plan (the EDB Plan). The Share Plan will replace the Restricted Share Plan (approved by shareholders on 10 May 2023) and the Performance Share Plan (approved by shareholders on 11 May 2016, with such approval due to expire on 11 May 2026). The EDB Plan is proposed to be introduced to enable the Company to replace awards lost by individuals joining the Company as an Executive Director, all within the terms of the shareholder approved Directors' Remuneration Policy. Full details of the resolutions and explanatory notes can be found on page 4. A summary of both plans can be found on pages 13 to 15.

### Board Recommendation

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 benefit, and the benefit of other stakeholders. Accordingly, the Board unanimously recommends that you vote in favour of the resolutions which will 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. Please complete and submit your form of proxy online or complete the paper proxy that accompanies this Notice and return it to the Company's Registrar, Equiniti. All proxy forms must be received by no later than 2.00pm on Tuesday 5 May 2026. Information about how to electronically appoint a proxy is given in note 4 on page 8 of this Notice. 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 have the opportunity to participate remotely via a live webcast which you can access by logging on to <https://meetings.lumiconnect.com/100-554-077-339>. Online joining instructions can be found on page 12 in respect of the electronic elements of the AGM, including instructions on how to submit your votes and ask questions 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 [chair@rentokil-initial.com](mailto:chair@rentokil-initial.com).

Yours faithfully

**Richard Solomons**  
Chair

25 March 2026

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Manor Royal  
Crawley  
West Sussex  
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Tel: +44 (0)1293 858000  
Registered in England and Wales; Company No. 5393279

[rentokil-initial.com](http://rentokil-initial.com)

# Notice of Annual General Meeting 2026 and explanatory notes

For ease of reference, the formal resolutions are in bold black text. The explanatory notes below each resolution are for information only and do not form part of the formal resolutions.

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 Thursday 7 May 2026 at 2.00pm for the purposes listed below. Resolutions 1 to 19 will be proposed as ordinary resolutions and resolutions 20 to 23 will be proposed as special resolutions.

## Report and accounts

- 1. To receive the audited Financial Statements of the Company for the year ended 31 December 2025, the Strategic Report and the reports of the Directors and auditor thereon.**

The Directors must present the report of the Directors and the accounts of the Company for the year ended 31 December 2025 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 2025, which is available on the Company's website at [rentokil-initial.com](http://rentokil-initial.com).

## Remuneration

- 2. To approve the Directors' Remuneration Report (including the Remuneration Committee Chair's statement but excluding the 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 2025 on pages 113 to 133.**

Shareholders are invited to approve the Directors' Remuneration Report, excluding the Directors' Remuneration Policy, a summary of which may be found on pages 134 to 139 of the 2025 Annual Report. It sets out the pay and benefits received by each of the Directors for the year ended 31 December 2025. In line with legislation, this vote will be advisory and in respect of the overall remuneration package.

## Dividend

- 3. To declare a final dividend of 8.24 cents per ordinary share for the year ended 31 December 2025 as recommended by the Directors. The final dividend will be paid on 18 May 2026 to all shareholders who are in the register of members on 10 April 2026.**

Shareholders must approve the final dividend payable for each ordinary share held. The Board proposes a final dividend of 8.24 cents per share for the year ended 31 December 2025. If approved, the recommended final dividend will be paid on 18 May 2026 to all shareholders who are in the register of members on 10 April 2026. Shareholders are reminded that the Company no longer pays dividends by cheque (see note 7 on page 9 for more information).

## Directors

- 4. To re-elect Richard Solomons as a Director of the Company.**
- 5. To elect Mike Duffy as a Director of the Company.**
- 6. To re-elect Paul Edgecliffe-Johnson as a Director of the Company.**
- 7. To re-elect Brian Baldwin as a Director of the Company.**
- 8. To re-elect David Frear as a Director of the Company.**
- 9. To re-elect Sally Johnson as a Director of the Company.**
- 10. To elect Sam Mitchell as a Director of the Company.**
- 11. To re-elect John Pettigrew as a Director of the Company.**
- 12. To elect Leanne Sheraton as a Director of the Company.**
- 13. To re-elect Cathy Turner as a Director of the Company.**

In accordance with the Code, all Directors will be submitting themselves for election or re-election by shareholders at the AGM, with the exception of Linda Yueh. The Board has determined that all our Non-Executive Directors are independent and have retained their independence of character and judgement. Biographies of Directors can be found on pages 10 and 11.

Mike Duffy was appointed as a Director on 16 March 2026 and Sam Mitchell and Leanne Sheraton were each appointed as Directors on 1 June 2025. Resolutions 5, 10 and 12 propose their elections as required by the Company's Articles of Association.

The Nomination Committee, which considers the balance of the Board and the mix of skills, knowledge and experience of its members, gave detailed consideration to the performance and skills of Mike, Leanne and Sam prior to their appointments. The Board concluded that Mike, Leanne and Sam are independent in character and judgement and are expected to make effective and valuable contributions to their respective roles. The Board unanimously recommends their elections.

All of the Directors have wide business knowledge and bring valuable skills and experience to the Board. Following the annual effectiveness review conducted during the year, details of which can be found on page 108 of the 2025 Annual Report, 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.

Biographical details of all Directors can be found on pages 10 and 11 of this Notice and on pages 80 and 81 of the Company's 2025 Annual Report, with their skills and experience demonstrating each Director's ability to contribute to the Company's long-term sustainable success.

## Auditor

- 14. 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.**

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 14 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 14.

- 15. To authorise the Directors to agree the auditor's remuneration.**

Resolution 15 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.

# Notice of Annual General Meeting 2026 and explanatory notes continued

## Directors' authority to make political donations

16. 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 2027,

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.

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 fall within the wide definitions under the Companies Act 2006 and, without the necessary authorisation, the Company's ability to communicate its views effectively to political audiences and to relevant interest groups could be inhibited. Such activities may include briefings at receptions or conferences – when the Company seeks to communicate its views on issues vital to its business interests – including, for example, conferences of a party political nature or of special interest groups. Accordingly, the Company believes that the authority contained in resolution 16 is necessary to allow it (and its subsidiaries) to fund activities which are 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.

## Share plans

17. That the rules of the Rentokil Initial plc Share Plan (the Share Plan), produced in draft to the meeting and a summary of the main provisions of which is set out in Appendix 1 to the Notice of Meeting dated 25 March 2026, be approved and the Directors be authorised to:

- (i) do all such acts and things necessary to establish and give effect to the Share Plan; and
- (ii) establish schedules to, or further incentive plans based on, the Share Plan but modified to take account of local tax, exchange control or securities laws in other jurisdictions, provided that any awards made under any such schedules or further plans are treated as counting against the limits on individual and overall participation in the Share Plan.

18. That the rules of the Rentokil Initial plc Executive Director Buyout Plan (the EDB Plan), produced in draft to the meeting and a summary of the main provisions of which is set out in Appendix 1 to the Notice of Meeting dated 25 March 2026, be approved and the Directors be authorised to:

- (i) do all such acts and things necessary to establish and give effect to the EDB Plan; and

- (ii) establish schedules to, or further incentive plans based on, the EDB Plan but modified to take account of local tax, exchange control or securities laws in other jurisdictions, provided that any awards made under any such schedules or further plans are treated as counting against the limits on individual and overall participation in the EDB Plan.

The Company wishes to obtain shareholder approval for the Share Plan and the EDB Plan (together the Plans).

The Share Plan will replace two of the Company's existing share plans, the Performance Share Plan (approved by shareholders on 11 May 2016, with such approval due to expire on 11 May 2026) and the Restricted Share Plan (approved by shareholders on 10 May 2023). For the avoidance of doubt, any outstanding awards granted under the Performance Share Plan or the Restricted Share Plan prior to the adoption of the Share Plan will continue to subsist under their existing terms.

With the expiry of the Performance Share Plan, the Company is taking the opportunity to update and combine the rules of both of the existing plans. This will ensure that the Company's Share Plan rules going forwards reflect latest market and best practice, as well as allowing the Company to streamline its plans and provide greater simplicity and consistency going forwards. The Share Plan will allow the grant of performance-related awards (granted under the Performance Share Plan until now) and time-vesting awards (currently granted to employees other than Executive Directors under the Restricted Share Plan) to be granted under one single overarching plan. Any awards granted to Executive Directors will be consistent with the terms of the shareholder approved directors' remuneration policy.

The EDB Plan is being introduced to enable the Company to replace awards lost by individuals joining the Company as an Executive Director, all within the terms of the shareholder approved directors' remuneration policy. Obtaining shareholder approval for this plan will enable the Company to be able to satisfy awards granted under the EDB Plan (including awards granted under the EDB Plan prior to shareholder approval) with newly issued or treasury shares, as well as market purchased shares, if desired, within the share dilution limits set by the Investment Association.

The main provisions of the Plans are summarised in Appendix 1 to this Notice and Resolutions 17 and 18 propose the approval of the Plans. The Resolutions also give the Directors the authority to establish schedules to the Plans, or separate plans, that are commercially similar, for the purposes of granting awards to those who are based outside the UK. Any awards made under such schedules or separate plans will count towards the limits on individual and overall participation in the Plans.

Copies of the rules of the Plans will be available for inspection as noted on page 9.

## Directors' authority to allot shares

19. 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.

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 2027 (or, if earlier, at the close of business of 7 August 2027) 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.**

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 19 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 18 March 2026, 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 2027 (or, if earlier, at the close of business of 7 August 2027). 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

20. That, if resolution 19 is passed and in place of the power given to them pursuant to the special resolution of the Company passed on 7 May 2025, 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 19 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;

(ii) in the case of the authority given under resolution 19(a)(i), the allotment of equity securities (otherwise than pursuant to paragraph 20(a)(i) and paragraph 20(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 20(a)(ii) (a paragraph 20(a)(ii) allotment), the allotment of additional equity securities (also pursuant to the authority given under resolution 19(a)(i)) up to an aggregate nominal amount equal to 20% of the nominal amount of that paragraph 20(a)(ii) allotment, provided that any allotment pursuant to this paragraph 20(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;

(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 7 August 2027), 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 19' were omitted.

# Notice of Annual General Meeting 2026 and explanatory notes continued

**21. That, if resolutions 19 and 20 are passed and in addition to any power given to them pursuant to resolution 20, 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 19 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 19(a)(i), shall be limited to:**
- (i) the allotment of equity securities (otherwise than pursuant to paragraph 21(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 21(a)(i) (a paragraph 21(a)(i) allotment), the allotment of equity securities up to an aggregate nominal amount equal to 20% of the nominal amount of that paragraph 21(a)(i) allotment, provided that any allotment pursuant to this paragraph 21(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 7 August 2027), 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 19' were omitted.**

Resolutions 20 and 21 are proposed as special resolutions.

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 20 and 21, 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.

Resolution 20 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 21 is in addition to the waiver granted by resolution 20 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 2027 (or, if earlier, at the close of business of 7 August 2027).

## Directors' authority to make market purchases of own shares

**22. 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 7 August 2027); 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.**

Proposed as a special resolution.

Resolution 22, 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 2026 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 2027 (or, if earlier, at the close of business of 7 August 2027).

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 23.8 million ordinary shares in the capital of the Company, which represent 0.94% 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 1.05% 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 2027 (or, if earlier, at the close of business of 7 August 2027).

## Notice period for general meetings, other than annual general meetings

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

Proposed as a special resolution.

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 23 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 2027, 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.

By order of the Board

**Rachel Canham**  
Group General Counsel & Company Secretary  
25 March 2026

Registered office:

Compass House  
Manor Royal  
Crawley  
West Sussex  
RH10 9PY

Registered in England and Wales; Company No. 5393279

[rentokil-initial.com](http://rentokil-initial.com)

# Notes to the Notice of Annual General Meeting

## 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](https://rentokil-initial.com). A proxy form is enclosed with this Notice.

## 2. Attending the meeting

This year's AGM will be a hybrid 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 <https://meetings.lumiconnect.com/100-554-077-339>. Online joining instructions can be found on page 12.

If you are attending the AGM in person, please bring the white paper attendance 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 2025 Annual Report so that you can refer to them at the meeting. Shareholders will be able to access the Company's office from 1.30pm and the AGM will start promptly at 2.00pm. Tea and coffee will be available after the meeting; however, no other catering will be provided.

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 Corporate Governance team 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/aggm](https://rentokil-initial.com/aggm). If you are coming to the AGM by car, parking is available at our offices. **Please contact the Corporate Governance team by email to [secretariat@rentokil-initial.com](mailto: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 2026, 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 2026, 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](https://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 [shareview.co.uk](https://shareview.co.uk) and following the instructions provided;
- if you are a user of the CREST system (including CREST Personal Members), having an appropriate CREST message transmitted; or
- if you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform.

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](https://www.euroclear.com), the CREST message must be received by the issuer's agent RA19 by 2.00pm on Tuesday 5 May 2026. 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.

If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](https://www.proxymity.io). Your proxy must be lodged by 2.00pm on Tuesday 5 May 2026 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.

**IMPORTANT:** To be effective your proxy form must be received by the Company's Registrar no later than 2.00pm on Tuesday 5 May 2026. 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.

## **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 page 12). However, the Board 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 [chair@rentokil-initial.com](mailto:chair@rentokil-initial.com) or posted to the Corporate Governance team, Compass House, Manor Royal, Crawley, West Sussex, RH10 9PY, UK and should be received by 2.00pm on Tuesday 5 May 2026. 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 Chair 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 Chair 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 no longer pays dividends by cheque and all dividends are 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 for contact details). For any shareholder who did not submit their dividend mandate by the deadline of 24 April 2026, 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 2,526,039,885 ordinary shares, carrying one vote each. The Company does not hold any shares in Treasury.

## **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](http://rentokil-initial.com).

A copy of the draft rules of the Share Plan and EDB Plan will be available for inspection through the FCA's National Storage Mechanism at <https://www.fca.org.uk/markets/primary-markets/regulatory-disclosures/national-storage-mechanism> from the date of this Notice. They will also be available at the place of the AGM for at least 15 minutes prior to and until the conclusion of the meeting.

Copies of the Executive Directors' service contracts and the Non-Executive Directors' letters of appointment are available for inspection at the Company's registered office.

## **11. Shareholder enquiries**

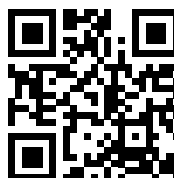
Any enquiries in relation to shareholdings, dividends, or regarding the appointment of a proxy should be directed to the Company's Registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, or by telephone on +44 (0)333 207 6581. Lines are open between 8.30am and 5.30pm, 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](mailto:secretariat@rentokil-initial.com).

## **12. Managing your shares online**

We encourage our shareholders to register with Shareview, a secure online portal provided by the Company's Registrar, Equiniti. With Shareview, shareholders can access and manage detailed information about their holdings including balance movements, indicative values and dividend payments. The portal can also be used to update records following a change of address, vote in advance of Company general meetings and sign up for electronic shareholder communications.

For more information, please use the QR code below or visit [shareview.co.uk](http://shareview.co.uk).



# Biographies of the Board of Directors

## Richard Solomons <sup>N</sup>

Chair

**Appointed:** March 2019, and became Chair in May 2019

### Skills, experience, and contribution

Richard has a strong track record of commercial and strategic development. As former Chief Executive Officer of InterContinental Hotels Group plc, he has experience of leading a successful multinational, delivering growth, and enhancing the effective use of digital tools. Richard trained as a Chartered Accountant with KPMG, and was previously a Non-Executive Director of Marks and Spencer Group plc and the Senior Independent Director of Aston Martin Lagonda Global Holdings plc. Until 12 February 2026, Richard was Chair of HBX Group International plc.

### Current external commitments

- Non-Executive Director and Chair of the Audit Committee, Mandarin Oriental International Limited

## Mike Duffy

Chief Executive\*

**Appointed:** March 2026

\* We announced in January 2026 that Mike would be appointed as Chief Executive and a Director on 16 March 2026.

### Skills, experience, and contribution

Mike brings more than 25 years of leadership experience with large US businesses across B2B and B2C industries. Through his career he has delivered successful business transformations and accelerated profit growth through strategic initiatives including network expansion and optimisation, the effective deployment of technology, and enhanced portfolio management. Prior to joining Rentokil Initial, he served as Chief Executive of OnTrac Logistics, Inc.

### Current external commitments

- Non-Executive Director, Republic Services, Inc.

## Paul Edgecliffe-Johnson

Chief Financial Officer

**Appointed:** January 2025

### Skills, experience, and contribution

Paul has extensive financial and operational experience in listed international businesses. Prior to joining Rentokil Initial, he served as Chief Financial Officer of Flutter Entertainment plc. Before that, he was Chief Financial Officer and Group Head of Strategy at InterContinental Hotels Group plc, and was also an Associate Director in Corporate Finance at HSBC Holdings plc.

Paul is a qualified chartered accountant and is a member of the Association of Corporate Treasurers.

### Current external commitments

- Non-Executive Director and Chair of the Audit & Risk Committee of Watches of Switzerland Group plc

## Brian Baldwin <sup>N</sup> <sup>R</sup>

Non-Executive Director

**Appointed:** October 2024

### Skills, experience, and contribution

Brian brings extensive experience in investment analysis and operations. As a Partner and Head of Research at Triam Fund Management L.P., he has played leadership roles in many of Triam's investments, including Ferguson, Allstate, Pentair plc/nVent, Invesco, Janus Henderson, Legg Mason, The Bank of New York Mellon, Lazard, Ingersoll Rand, Wendy's, Mondelēz, PepsiCo, and Cadbury.

### Current external commitments

- Partner and Head of Research at Triam Fund Management L.P.
- Non-Executive Director, Janus Henderson Group plc

## David Frear <sup>N</sup> <sup>R</sup>

Non-Executive Director

**Appointed:** October 2022

### Skills, experience, and contribution

David brings 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. prior to its acquisition by Rentokil Initial in October 2022. David previously served as Chief Financial Officer of Sirius XM, Savvis Communications Corporation, Orion Network Systems Inc., and Millicom Incorporated. He was also a Non-Executive Director of The Nasdaq Stock Market LLC, Nasdaq PHLX LLC, Nasdaq BX, Inc., Nasdaq ISE, LLC, Nasdaq GEMX, LLC, and Nasdaq MRX, LLC until 1 July 2025.

### Current external commitments

- None

## Sally Johnson <sup>A</sup> <sup>N</sup>

Non-Executive Director

**Appointed:** April 2023

### Skills, experience, and contribution

Sally brings substantial commercial and strategic finance experience from her extensive executive career to the Board. Sally is the Chief Financial Officer of FTSE 100 company Pearson plc, which is also listed on the NYSE. Since joining Pearson in 2000, she has held various finance and operational 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

### Key

- <sup>A</sup> Audit Committee member
- <sup>N</sup> Nomination Committee member
- <sup>R</sup> Remuneration Committee member
- Committee Chair

## Sam Mitchell (A) (N)

Non-Executive Director

**Appointed:** June 2025

### Skills, experience, and contribution

Sam has significant executive experience in US retail services, having served as the Chief Executive Officer of Valvoline Inc. from 2016 until 2023. He brings deep expertise in marketing, brand management and general management, alongside a proven track record in corporate leadership, including serving as President of Valvoline since 2002 and successfully leading its spin-out from Ashland Inc. through its 2016 IPO. Sam joined Ashland in 1997.

### Current external commitments

- None

## John Pettigrew (A) (N)

Senior Independent Director

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

### Skills, experience, and contribution

John has a strong track record of developing and implementing global strategies for profitable growth, deep experience of running a major US business, a strong economic background, and engineering leadership experience. John served as the Chief Executive of FTSE 100 company National Grid plc, which is also listed on the NYSE, for ten years until 16 November 2025. Through his broad executive career, he has experience of dealing with regulatory bodies in the UK and the US, and leading the development of ESG strategies. His skill set also includes service provision to a large commercial and residential customer base, delivering world-class levels of safety performance, and driving transformational change.

### Current external commitments

- Non-Executive Director, BAE Systems plc

## Leanne Sheraton (N) (R)

Non-Executive Director

**Appointed:** June 2025

### Skills, experience, and contribution

Leanne brings a wealth of commercial and strategic experience in global marketing, honed across a significant executive career.

Leanne has extensive experience in building global brands, digital transformation, and driving customer-led growth strategies across various sectors. Leanne most recently served as Chief Marketing Officer for PayPal Holdings, Inc., having joined as Director of Marketing in 2013. Prior to PayPal, Leanne held leadership roles in marketing and sales for global brands including Nestlé, Yahoo and Qantas.

### Current external commitments

- None

## Cathy Turner (N) (R)

Non-Executive Director

**Appointed:** April 2020

### Skills, experience, and contribution

Cathy is an experienced Non-Executive Director with significant business leadership experience and a deep knowledge of HR and remuneration matters. Her executive career in financial services has included responsibility for strategy, investor relations, HR, corporate affairs, legal, internal audit, branding, and marketing. She brings experience of leading international customer-focused businesses operating in complex, highly regulated industries and navigating challenging environments. She was previously a Non-Executive Director of Quilter plc, Aldermore Bank plc, and MotoNovo Finance Limited, and a Trustee of Gurkha Welfare Trust. She was also Senior Independent Director and Chair of the Remuneration Committee of Spectris plc until 4 December 2025.

### Current external commitments

- Senior Independent Director and Chair of the Remuneration Committee, Lloyds Banking Group plc
- Partner, Manchester Square Partners

### Key

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

# 2026 AGM online joining instructions

## Timings

<b>Date</b>	7 May 2026
<b>1.30pm</b>	AGM website opens and questions can be submitted online.
<b>2.00pm</b>	AGM begins; you will be able to vote once the Chair of the meeting declares the poll open.
<b>3.00pm</b>	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 2026 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, <https://meetings.lumiconnect.com/100-554-077-339>.

## Meeting access

Shareholders can participate in the meeting remotely, via: <https://meetings.lumiconnect.com/100-554-077-339>. 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](mailto: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, you have the option to click the top vote, which will allow you to 'Vote for all resolutions in the same direction'.

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 2026 AGM electronically and accessing the webcast and question facility is also available on our website at [rentokil-initial.com/agm](http://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, send icon to submit your question.

Shareholders can also submit questions in advance of the meeting by email to [chair@rentokil-initial.com](mailto:chair@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](mailto: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).

# Appendix 1 – Summary of the Rentokil Initial plc Share Plan and the Rentokil Initial plc Executive Director Buyout Plan

## 1. General

The operation of the Rentokil Initial plc Share Plan (the Share Plan) and the Rentokil Initial plc Executive Director Buyout Plan (EDB Plan), together the Plans, will be overseen by the Company's Remuneration Committee, or such other committee to which it delegates responsibility for overseeing the operation of the Plan (the Committee). The Share Plan and EDB Plan are together the Plans.

Decisions of the Committee are final and conclusive.

Benefits under the Plans are not pensionable.

## 2. Eligibility

Under the Share Plan, employees (including employed executive directors) of the Company and its subsidiaries (the Group) will be eligible to participate in the Share Plan at the discretion of the Committee, unless they are on notice to terminate their employment.

Under the EDB Plan, only executive directors of the Company (Executive Directors) (or an employee whose appointment as an Executive Director is being contemplated) will be eligible to receive an award.

Awards made to Executive Directors under the Plans will comply with the shareholder-approved directors' remuneration policy in effect at that time (the Remuneration Policy), particularly the application of individual limits, performance conditions, malus/clawback, vesting periods, holding periods and post-termination shareholding requirements.

## 3. Awards under the Share Plan and EDB Plan

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

- a share award, being a conditional right to acquire fully paid ordinary shares in the capital of the Company (Shares) or American depository shares (ADS) in the future;
- a share option, structured as an option to acquire Shares or ADSs for nil cost in the future; or
- a phantom award, being a conditional right to receive a cash sum in the future linked to the value of a number of notional Shares or ADSs.

Under the EDB Plan, share options may also be granted as options to acquire Shares or ADSs for nominal or market value cost in the future. In addition, an award may take any other legal form (intended to deliver the same economic benefit) in order to provide a comparable award structure to the award that is being bought out by the Company, in which case the EDB Plan rules will be interpreted and deemed modified to the extent necessary or desirable to give effect to that form of award.

Awards granted under the Plans (except for phantom awards) may be settled using newly issued, treasury or existing Shares or ADSs. This may include Shares or ADSs held in an employee benefit trust established by the Company in connection with its employee share plans. Shares are currently listed on the London Stock Exchange, whilst ADSs are listed on the New York Stock Exchange. Each ADS currently represents 5 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 Plans will normally apply to each tranche separately as if each tranche was a separate award.

## 4. Timing of awards

Under the Share Plan, awards can be granted at any time, subject to restrictions on dealings or transactions in securities (Dealing Restrictions), except that awards may only be granted to Executive Directors within 42 days starting on any of the following:

- the day the plan is approved by shareholders;
- the business day following the announcement of the Company's results for any period;
- any day on which changes to the legislation affecting share plans are announced or take effect;
- any day on which the Committee decides that exceptional circumstances justify the grant of awards; or
- if Dealing Restrictions prevented the granting of awards in the periods mentioned above, the day those Dealing Restrictions are lifted.

Under the EDB Plan, awards can only be granted within the 42 day periods set out above or within 42 days starting on the day on which an individual being granted an award becomes an employee (or, if already employed, the day on which it is contemplated that they will be appointed as an Executive Director).

Awards may not be granted after the Plans have been terminated.

## 5. Dilution limits

Awards cannot be made if they would cause the "total plan shares" to exceed 10% 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 Plans or any other 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. Individual limits

Awards to Executive Directors may only be granted in accordance with the limit(s) set out in the Remuneration Policy.

## 7. Performance conditions

Awards may be granted subject to performance conditions, or other conditions, that must normally be satisfied in order for awards to vest. All awards granted to Executive Directors under the Plans will be subject to performance conditions if and to the extent required by the Remuneration Policy.

The Committee may change or waive a performance condition, or any other conditions, in accordance with its terms, or if anything happens which 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.

# Appendix 1 – Summary of the Rentokil Initial plc Share Plan and the Rentokil Initial plc Executive Director Buyout Plan continued

## 8. Maturity, vesting and exercise of awards

Subject to the satisfaction of any performance conditions, and any other conditions that apply, awards will normally mature on the later of the date the Committee decides the performance conditions/other conditions have been satisfied and the maturity date specified by the Committee at the grant date. Awards granted under the Share Plan will not normally mature until at least 3 years from grant. Awards may be granted in tranches, in which case each tranche may have a different maturity date.

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

The Committee may adjust the extent to which an award will vest in light of:

- the wider performance of the Group, any member of the Group, any business area or team;
- the conduct, capability or performance of the participant;
- the experience of stakeholders;
- the general market environment;
- any windfall gains; or
- the total value that would otherwise be received by the participant compared to the maximum value that the award was intended to deliver.

Following vesting of a share or phantom award, or on exercise of a share option, Shares, ADSs or cash (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. They will be exercisable for a specified period following vesting (ending not later than the 10th anniversary of the award date) and if not exercised during that period they will be deemed to have been automatically exercised at the end of it.

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

Vesting, exercise (where relevant) and/or the delivery of Shares, ADSs or cash on settlement 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 by such delays.

Awards may carry the right to receive an additional amount, in cash, Shares or ADSs, relating to the value of any dividends with a record date from the award date until the vesting of an award (or possibly the exercise of a share 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.

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

If a participant moves 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 those awards as it considers appropriate. If the Committee decides an adjustment is not practicable or appropriate, it may decide to lapse the award.

## 9. Holding period

Awards may be granted subject to a holding period, which will normally defer vesting for a specified period following maturity, meaning it will defer the date at which the participant will be entitled to receive their Shares, ADSs or cash (or, if it is an option, the date at which they can exercise their option). Awards granted to an Executive Director will be subject to a holding period if and to the extent required by the Remuneration Policy.

## 10. 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.

## 11. 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), the award will normally:

- continue until the normal vesting date (although vesting is accelerated in the case of death);
- only vest to the extent the Committee decides any performance conditions and other conditions that apply have been satisfied (with appropriate adjustments, if vesting is accelerated); and
- be time pro-rated.

Where a participant leaves after an award has matured, the award will normally continue in accordance with the provisions of the Plans, although if the participant is a Good Leaver and a holding period applies to the award, the Committee can decide to end the holding period early.

In the case of options that do not lapse as a consequence of leaving, there will normally be a six month exercise period (12 months in the case of death) from the later of the date of leaving and vesting, and if not exercised during that period they will normally be deemed to have been automatically exercised at the end of it.

If a participant leaves because their employing business or company is transferred out of the Group, the Committee may decide (with the consent of the acquirer) that rather than the above treatment, awards may instead be exchanged for new awards.

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

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.

The Company's malus and clawback policy will normally continue to apply to an award that is retained following leaving (or to any cash, Shares or ADSs already acquired).

## 12. Post-termination restriction for retirees

Awards are subject to a post-termination restriction, which means that the participant's award may be reduced, or amounts recovered in respect of it, if they receive Good Leaver treatment as a consequence of retirement and, within a specified period from leaving (normally 12 months), become employed or engaged in another business in a similar or more senior role than when the individual was employed within the Group.

## 13. 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:

- only to the extent the Committee decides any performance conditions and other conditions that apply have been satisfied (with appropriate adjustments due to vesting being accelerated); and
- on a time pro-rated basis.

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

The Committee may decide that the Company's malus and clawback policy will no longer apply to an award (or to any cash, Shares or ADSs already acquired), or will be varied in its application, if there is a company event.

In some circumstances (including internal reorganisations in particular), awards may instead be exchanged for new awards.

## 14. 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 make any adjustment to the award that it considers appropriate, including to the number or class of Shares or ADSs to which the award relates or to any applicable performance condition.

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

## 15. Rights attaching to Shares and ADSs

All Shares issued in connection with the Plans will rank equally with other shares of the same class then in issue. All ADSs issued in connection with the Plans 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 Plans 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).

## 16. Amendments and termination

The Committee may change the Plans in any way at any time, but the Company 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 Plans; the total number or amount of Shares, ADSs or cash that may be delivered under the Plans; 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 Plans; 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 Plans, 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 Plans, 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 individual and plan limits in the Plans. At the date of this Notice, an international schedule is attached to the Plans, to try to help avoid potentially adverse tax rules for US taxpayers. An additional schedule is attached to the Share Plan to allow certain awards granted to French participants to qualify for French tax-advantages.

The Plans will terminate on the later of the 10th anniversary of shareholder approval of the Plans and the date of the Company's annual general meeting in 2036, or on such earlier date as the Committee decides. This will not affect any subsisting rights under the Plans.

*This summary does not form part of the rules of the Plans 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 Plans 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.*

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