

**Rentokil  
Initial**

# **Notice of Annual General Meeting**

**7 May 2025  
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 Wednesday 7 May 2025 at 2:00pm.

### 2025 AGM arrangements

The Board recognises that the AGM provides an invaluable opportunity to engage with shareholders, which is why we will once again be holding a hybrid meeting with a facility for shareholders to attend, ask questions and vote on the proposed resolutions online. The AGM is also 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 3:00pm on Friday 2 May 2025 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 both directly to the shareholder by post 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 Brian Baldwin and Paul Edgecliffe-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.

#### *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 Friday 2 May 2025. 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 [web.lumiagm.com/143-968-331](http://web.lumiagm.com/143-968-331). 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

26 March 2025

Registered office:  
Compass House  
Manor Royal  
Crawley  
West Sussex  
RH10 9PY

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 2025 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 Wednesday 7 May 2025 at 2:00pm for the purposes listed below. Resolutions 1 to 17 will be proposed as ordinary resolutions and resolutions 18 to 21 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 2024, 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 2024 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 2024, 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 2024 on pages 127 to 153.**

Shareholders are invited to approve the Directors' Remuneration Report, excluding the Directors' Remuneration Policy, which may be found on pages 148 to 153 of the 2024 Annual Report. It sets out the pay and benefits received by each of the Directors for the year ended 31 December 2024. 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 5.93p per ordinary share for the year ended 31 December 2024 as recommended by the Directors. The final dividend will be paid on 14 May 2025 to all shareholders who are in the register of members on 4 April 2025.**

Shareholders must approve the final dividend payable for each ordinary share held. The Board proposes a final dividend of 5.93p per share for the year ended 31 December 2024. If approved, the recommended final dividend will be paid on 14 May 2025 to all shareholders who are in the register of members on 4 April 2025. 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 re-elect Andy Ransom as a Director of the Company.**
- 6. To elect Paul Edgecliffe-Johnson as a Director of the Company**
- 7. To 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 re-elect Sarosh Mistry as a Director of the Company.**
- 11. To re-elect John Pettigrew as a Director of the Company.**
- 12. To re-elect Cathy Turner as a Director of the Company.**
- 13. To re-elect Linda Yueh as a Director of the Company.**

In accordance with the UK Corporate Governance Code, all Directors will be submitting themselves for election or re-election by shareholders at the AGM. The Board is content that each Non-Executive Director proposed for re-election is independent in character and there are no relationships or circumstances likely to negatively affect their character or judgement. Biographies of Directors can be found on pages 10 and 11.

Brian Baldwin was appointed as a Director on 1 October 2024, and Paul Edgecliffe-Johnson was appointed as a Director on 1 January 2025. Resolutions 6 and 7 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 Brian and Paul prior to their appointments. The Board concluded that both Brian and Paul are independent in character and judgement and are expected to make effective and valuable contributions to their respective roles. The Board unanimously recommends their appointments.

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 Annual Report 2024, 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 page 94 and 95 of the Company's 2024 Annual Report, 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.

## 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 2025 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 2026, 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 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 16 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.

## Directors' authority to allot shares

17. 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 2026 (or, if earlier, at the close of business of 7 August 2026) 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 17 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 19 March 2025, 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 2026 (or, if earlier, at the close of business of 7 August 2026). 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

18. That, if resolution 17 is passed and in place of the power given to them pursuant to the special resolution of the Company passed on 8 May 2024, 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 17 as if s.561(1) 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 17(a)(i), the allotment of equity securities (otherwise than pursuant to paragraph 18(a)(i) and paragraph 18(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 18(a)(i) (a paragraph 18(a)(ii) allotment), the allotment of additional equity securities (also pursuant to the authority given under resolution 17(a)(i)) up to an aggregate nominal amount equal to 20% of the nominal amount of that paragraph 18(a)(ii) allotment, provided that any allotment pursuant to this paragraph 18(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 2026), 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 17' were omitted.

19. That, if resolutions 17 and 18 are passed and in addition to any power given to them pursuant to resolution 18, 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 17 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 17(a)(i), shall be limited to:

- (i) the allotment of equity securities (otherwise than pursuant to paragraph 19(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 19(a)(i) (a paragraph 19(a)(i) allotment), the allotment of equity securities up to an aggregate nominal amount equal to 20% of the nominal amount of that paragraph 19(a)(i) allotment, provided that any allotment pursuant to this paragraph 19(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 2026), 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 17' were omitted.

Resolutions 18 and 19 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 18 and 19, 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.



# Notice of Annual General Meeting 2025 and explanatory notes continued

Resolution 18 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 19 is in addition to the waiver granted by resolution 18 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 2026 (or, if earlier, at the close of business of 7 August 2026).

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

**20. 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 2026); 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 20, 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 2025 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 2026 (or, if earlier, at the close of business of 7 August 2026).

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 27.1 million ordinary shares in the capital of the Company, which represent 1.07% 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 1.19% 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 2026 (or, if earlier, at the close of business of 7 August 2026).

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

### **21. 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 21 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 2026, 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  
26 March 2025

Registered office:

Compass House  
Manor Royal  
Crawley  
West Sussex  
RH10 9PY

Registered in England and Wales; Company No. 5393279

**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](http://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 [web.lumiagm.com/143-968-331](http://web.lumiagm.com/143-968-331). 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 Annual Report 2024 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 Group Company Secretariat 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/agm](http://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 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 2 May 2025, 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 2 May 2025, 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](http://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](http://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](http://www.euroclear.com), the CREST message must be received by the issuer's agent RA19 by 2:00pm on Friday 2 May 2025. 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](http://www.proxymity.io). Your proxy must be lodged by 2:00pm on Friday 2 May 2025 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 Friday 2 May 2025. 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 Group Company Secretariat team, Compass House, Manor Royal, Crawley, West Sussex, RH10 9PY, UK and should be received by 3:00pm on Friday 2 May 2025. 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 opposite for contact details).

For any shareholder who did not submit their dividend mandate by the deadline of 22 April 2025, 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 2,524,539,885 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).

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.

**Current external commitments**

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

## Andy Ransom

Chief Executive

**Appointed:** May 2008, and became Chief Executive in October 2013

**Skills, experience, and contribution**

Andy joined the Board in 2008 as Executive Director, Corporate Development, and 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 of experience creating value through M&A around the world, and has a strong record of engaging with a diverse range of stakeholders. He is a qualified solicitor and a patron of Malaria No More UK.

**Current external commitments**

- Non-Executive Director, Informa plc

## 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, which now has its primary listing on the New York Stock Exchange. 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**

- None

## 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 Trian Fund Management L.P., he has played leadership roles in many of Trian's investments, including Ferguson, Allstate, Pentair plc/nVent, Invesco, Janus Henderson, Legg Mason, Bank of New York Mellon, Lazard, Ingersoll Rand, Wendy's, Mondelēz, PepsiCo, and Cadbury.

**Current external commitments**

- Partner and Head of Research at Trian 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.

**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.

## 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 New York Stock Exchange. 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

## Sarosh Mistry <sup>(N)</sup> <sup>(R)</sup>

Non-Executive Director

**Appointed:** April 2021

### 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 a number of industries, including emerging markets in Latin America and Asia. Sarosh is the President of Sodexo North America, and brings executive experience in complex, global and multi-site businesses to the Board. Prior to his current role, he served as the CEO for Sodexo's Home Care Worldwide business, and has worked in senior roles in consumer organisations including Compass Group, Starbucks, Aramark, and PepsiCo.

### Current external commitments

- President, Sodexo North America
- Board Director, Didi Hirsch Mental Health Services

## John Pettigrew <sup>(A)</sup> <sup>(N)</sup>

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 is the Chief Executive of FTSE 100 company National Grid plc, which is also listed on the New York Stock Exchange. Through his broad executive career, he has experience of dealing with regulatory bodies in the UK and the US, leading the development of environmental, social, and governance 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 in highly regulated environments.

### Current external commitments

- Chief Executive, National Grid plc

## Cathy Turner <sup>(N)</sup> <sup>(R)</sup>

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.

### Current external commitments

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

## Linda Yueh CBE <sup>(A)</sup> <sup>(N)</sup> <sup>(R)</sup>

Non-Executive Director

**Appointed:** November 2017

### Skills, experience, and contribution

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 economic environments, including key emerging and rapidly developing markets. She was a member of the Independent Review Panel on Ring-fencing and Proprietary Trading of the UK Treasury, and has also acted in various advisory roles, including for the World Bank and the European Commission. Linda is a fellow of St Edmund Hall, Oxford University and an Adjunct Professor of Economics at London Business School. She is also a member of the UK Soft Power Council.

### Current external commitments

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

### Key

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

# 2025 AGM online joining instructions

## Timings

|               |   |
|---------------|---|
| <b>Date</b>   | 7 May 2025  |
| <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.<br>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 2025 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/143-968-331](http://web.lumiagm.com/143-968-331)**.

## Meeting access

Shareholders can participate in the meeting remotely, via: **[web.lumiagm.com/ 143-968-331](http://web.lumiagm.com/143-968-331)**. 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, 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 2025 AGM electronically and accessing the webcast and question facility is also available on our website at **[rentokil-initial.com/aggm](http://rentokil-initial.com/aggm)**.

## 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 **[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).

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

Registered office: as above  
Registered in England and Wales; Company No. 5393279

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