

Rentokil Initial 1927 plc

Directors' statement of compliance with duty to promote the success of the Company (s.172) made in the Strategic Report for the year ended 31 December 2022

Section 172(1) of the Companies Act 2006 ("section 172") requires a director of a company to act in the way he or she considers, in good faith, would most likely promote the success of the company for the benefit of its members as a whole, but having regard to a range of different matters including wider stakeholders. In discharging their section 172 duties the Directors of the Company do this, although at times some factors may have been more relevant than others, and the interests of some stakeholders will have been more relevant than others.

In addition, the Directors also have regard to other factors which they consider relevant to the decision being made. Whilst the Directors of the Company retain responsibility for the operations and interests of the Company, those factors, include for example the interests of the wider Rentokil Initial Group under the Company's ultimate parent company Rentokil Initial plc, and the Company's relationship with its lenders. By considering the Company's purpose, vision and values together with its strategic priorities (which are aligned with those of the Rentokil Initial Group as a whole) and having a process in place for decision-making, the Directors aim to make sure that their decisions are consistent and appropriate in all circumstances, including with regards to the wider matters contemplated under section 172.

Authority for day-to-day management of the Company is delegated to executives who then engage management in setting, approving and overseeing execution of the business strategy and related policies. Board meetings are held as required where the Directors consider the Company's activities and make decisions, as appropriate. As a part of those meetings the Directors, where relevant, receive information on section 172 matters when making decisions. Principal decisions taken during 2022 include capital allocation, funding (including inter-company arrangements and funding of the Company's subsidiaries), M&A activity, granting powers of attorney, director changes, and the review and approval of the Company's modern slavery statement and the 2021 Annual Report and financial statements. In making such decisions, the Directors of the Company considered a range of factors. For example, when reviewing financing options, factors included the long-term viability of the Company; its expected cash flow and financing requirements; the ongoing need for strategic investment in the business; the expected funding needs of the Company's subsidiaries and the supply of long-term equity capital to the Company.

As the principal activity of the Company is to act as an investment holding company for other entities in the Rentokil Initial Group, the Company has had limited commercial business during the year. Further information on the Company's engagement with its employees, customers and suppliers can be found in the Directors' Report.