

You may submit your proxy electronically using The Share Portal service at www.capitashareportal.com. Once registered, you will be able to vote immediately. If not already registered for The Share Portal, you will need your Investor Code shown below.

Investor Code:

Notes

- 1 To appoint as a proxy a person other than the Chairman of the meeting inserting the full name in the space provided. A proxy need not be a member of the company. Unless otherwise indicated the proxy will vote as he or she thinks fit, or at his or her discretion, including in respect of any other resolution properly put to the meeting. If the proxy is being appointed in relation to less than your full voting entitlement, please enter next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or in the case of a corporate shareholder, the full voting entitlement for each relevant designated account).
- 2 To appoint more than one proxy you may photocopy this form or obtain additional proxy forms by contacting Capital Registrars. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- 3 A corporation may appoint more than one corporate representative. A corporation's form of proxy must be executed under either its common seal or the hand of a duly authorised officer or attorney (stating the officer's capacity).
- 4 The proxy form is for use in respect of the shareholder account specified above only and should not be amended or submitted in respect of a different account.
- 5 In the case of joint shareholders the signature of any will suffice, but the names of all joint holders should be shown, and the vote of the senior holder who tenders the vote, in person or by proxy, shall be accepted to the exclusion of the votes of the other joint members. For this purpose seniority is determined by the order in which names stand on the register of members.
- 6 The 'Vote Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution.
- 7 The form of proxy must be signed by the shareholder or any person duly authorised by the shareholder or if the shareholder is a corporation, be signed by a duly authorised person or under its common seal, or any other manner authorised by its constitution.
- 8 Shares held in uncertified form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
- 9 To be valid the proxy form below must arrive not later than 48 hours before the time set for the meeting at Capital Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU during usual business hours. If you submit more than one proxy in respect of the same share, the last appointment received before the latest time for receipt of proxies will take precedence.
- 10 Neither the appointment of a proxy nor the submission of a CREST voting instruction through the CREST Proxy Voting Service will preclude a registered shareholder from attending or voting in person.

If you prefer you may return your proxy form in an envelope to FREEPOST RSBH-UXKS-LRBC, FXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. No stamp is required.

Bar Code:

I / We being a member(s) of the company hereby appoint the Chairman of the meeting or (see note 1)

Investor Code:

Event Code: R8o7A2o216

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the company to be held at 12 noon on Tuesday 1 May 2012 and at any adjournment thereof. I have indicated with a "X" how I/we wish my/our votes to be cast on the following resolutions and I/we direct that any proxy will vote (or abstain from voting) as he thinks fit for me/us and on my/our behalf on any other matter which may properly come before the meeting or any adjournment thereof.

☐ Please tick here if this proxy is one of multiple appointments being made. For the appointment of multiple proxies refer to note 2.

Resolutions

Please mark 'X' to indicate how you wish to vote

- 1 To receive the directors' report and accounts
- 2 To approve the directors' remuneration report
- 3 To declare a final dividend
- 4 To re-elect John McAdam as a director
- 5 To re-elect Alan Brown as a director
- 6 To re-elect Peter Bamford as a director
- 7 To re-elect Richard Burrows as a director
- 8 To re-elect Alan Giles as a director
- 9 To re-elect Peter Long as a director
- 10 To re-elect Andy Ransom as a director
- 11 To re-elect William Rucker as a director

For Against Vote Withheld

Resolutions

Please mark 'X' to indicate how you wish to vote

- 12 To re-elect Duncan Tatton-Brown as a director
- 13 To re-elect Jeremy Townsend as a director
- 14 To re-appoint Angela Seymour-Jackson as a director
- 15 To re-appoint KPMG Audit Plc as auditors
- 16 To authorise the directors to agree the auditors' remuneration
- 17 To authorise the calling of a general meeting (other than an AGM) on 14 days' clear notice
- 18 To authorise the directors to allot shares
- 19 To disapply statutory pre-emption rights
- 20 To authorise the board to make market purchases of its own shares
- 21 To authorise the making of political donations

For Against Vote Withheld

To assist with arrangements, if you intend attending the meeting in person please place a 'X' in the box opposite ☐

Signature

Date

You may submit your proxy electronically
at www.capitashareportal.com

Directions

The Hilton, (Ascot Suite), Gatwick Airport, South Terminal, Crawley, West Sussex, RH6 0LL

By Car: From the M25, proceed towards the M23 southbound towards Gatwick Airport and Brighton. Exit the M23 at junction 9. Follow signs to Gatwick Airport South Terminal. When arriving at Gatwick Airport South Terminal follow signs for the Hilton hotel.

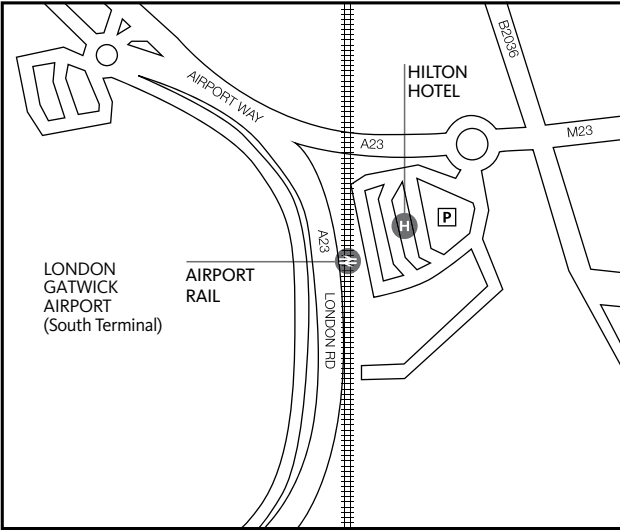
Parking: There is a small Euro car park located next door to the hotel (first turning left after Hilton drop off point). Alternatively there is short term parking in the multi-storey car parks situated at the Gatwick South Terminal.

By Rail: Gatwick Airport Train station is located in the South Terminal building. Follow signs towards Taxi/Car Rental/Hotels. After the travelator, continue right under the covered walkway towards the car park and follow the Hilton hotel signs. It is a 5 minute walk from the terminal building.

By Air: From South Terminal International arrivals head toward the Travelex desk and take the route on the right hand side marked Taxi/Car Rental/Hotels. After the travelator, continue right under the covered walkway towards the car park and follow the Hilton hotel signs. It is a 5 minute walk from the terminal building.

If arriving at the North Terminal take the free transit to the South Terminal and follow the directions above.

Location Map



Rentokil Initial plc
Annual General Meeting
12 noon on Tuesday 1 May 2012
www.hilton.co.uk/gatwick

Rentokil Initial plc
2 City Place
Beehive Ring Road
Gatwick Airport
West Sussex
RH6 0HA

Registered office: as above
Registered in England &
Wales No: 5393279

Tel: +44(0) 1293 858 000
Fax: +44(0) 1293 858 300
www.rentokil-initial.com

Rentokil Initial

Dear Shareholder,

2011 Annual Report and notice of Annual General Meeting 2012 (“AGM”)
Availability on website.

This letter is your notification that Rentokil Initial plc (“the company”) has posted its 2011 annual report and the 2012 AGM notice on the company’s website at www.rentokil-initial.com/investors

This year our AGM will be held in the Ascot Suite at the Hilton, Gatwick Airport, South Terminal, Crawley, West Sussex RH6 0LL on Tuesday 1 May 2012 at 12 noon. A location map for this new venue is provided on page 11 of the notice of meeting and on the form of proxy. An attendance card is also attached which you should bring with you if you attend the meeting.

Biographical details of the directors seeking re-election or re-appointment are set out in the notes on the resolutions which follow the notice of meeting.

The board believes that all of the proposed resolutions set out in the following notice of meeting are in the best interests of the company and the shareholders as a whole and recommends you to vote in favour of the resolutions to be put to the meeting, as all members of the board intend to do in respect of their own beneficial shareholdings.

I hope that you will be able to attend the AGM and raise any questions you may have on the matters to be considered at the meeting. If you would like to vote on the resolutions but cannot come to the meeting, please complete the proxy form sent with this notice and return it to our registrars by no later than 12 noon on Friday 27 April 2012. Information about how to appoint a proxy electronically is given in note 4(b) of the notice of meeting.

The company will conduct votes on all resolutions by way of a poll of all shareholders. This reflects best practice and will ensure that shareholders who are not able to attend the meeting, but who have appointed proxies, have their votes fully taken into account. The poll results will be announced on the business day following the AGM.

If you have consented to receive the company’s annual report via our website, I would like to thank you. This minimises the use of resources and contributes to additional cost savings for the company.

Yours faithfully

John McAdam
Chairman
14 March 2012

Business Reply
Licence Number
RSBH-UXKS-LRBC



PXS
34 Beckenham Road
Beckenham
Kent
BR3 4TU

Notes

1. In November 2007 and April 2010, the company wrote to shareholders concerning the distribution of certain shareholder communications including annual reports and notices of general meetings in electronic form. You are deemed to have elected to receive communications in electronic form.
2. If you wish to receive a paper copy of the annual report, or if you wish to revoke your consent to receive certain shareholder communications electronically, then please contact Capita Registrars at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU (Tel: 0871 664 0300 – calls cost 10p per minute plus network extras – or from overseas on +44 20 8639 3399). Lines are open 8.30am to 5.30pm Monday to Friday.
3. Whether or not you are able to attend the AGM, please send us your vote by completing and submitting the form of proxy or by completing it online via Capita Registrars’ website, www.capitashareportal.com. You will need your Investor Code to register and once you have done so you will be able to vote immediately. Proxy forms must be received at least 48 hours before the time of the meeting. Voting by proxy prior to the meeting does not affect your right to attend the meeting and vote in person should you so wish.
4. Explanatory notes on all the resolutions accompany the notice of annual general meeting.