



## RENTOKIL INITIAL PLC

*(incorporated with limited liability in England with registration number 5393279)*

### **€2,500,000,000 Euro Medium Term Note Programme**

This Supplement (the “**Supplement**”) to the prospectus dated 5 April 2012, which constitutes a base prospectus (the “**Prospectus**”) for the purposes of Article 5.4 of Directive 2003/71/EC, constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the “**FSMA**”) and is prepared in connection with the €2,500,000,000 Euro Medium Term Note Programme (the “**Programme**”) established by Rentokil Initial plc (the “**Issuer**”) and guaranteed by Rentokil Initial 1927 plc (the “**Guarantor**”).

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus and the documents incorporated by reference therein. Capitalised terms used in this Supplement but not defined herein shall have the meanings ascribed to them in the Prospectus.

This Supplement has been approved by the United Kingdom Financial Services Authority, which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (the “**Prospectus Directive**”) and the relevant implementing measures in the United Kingdom, as a supplement to the Prospectus. The Prospectus constitutes a prospectus issued in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of Notes under the Programme.

Each of the Issuer and the Guarantor accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer and the Guarantor (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

#### **Purpose of this Supplement**

The purpose of this Supplement is to:

- (i) incorporate by reference into the Prospectus the Guarantor’s 2011 Results for the financial year ended 31 December 2011, the Issuer’s 2012 Interim Results for the six months ended 30 June 2012 and the Amended and Restated Deed of Guarantee (each as defined in this Supplement);
- (ii) incorporate by reference the Amended and Restated Deed of Guarantee relating to the Programme; and
- (iii) amend and update the significant change statement of the Issuer and its subsidiary undertakings (together, the “**Group**”),

each as described in further detail below.

#### **Documents Incorporated by Reference**

By virtue of this Supplement, the following documents, which have been previously published and approved by the Financial Services Authority or filed with it, shall be incorporated in, and form part of, the Prospectus:

- (i) the auditors’ report and audited consolidated annual financial statements of the Guarantor for the financial year ended 31 December 2011 (as set out in the Directors’ Report and Financial Statements for the year ended 31 December 2011 (pages 4 to 22)) (the “**Guarantor’s 2011 Results**”);
- (ii) the interim financial statements of the Issuer for the six months to 30 June 2012 (the “**Issuer’s 2012 Interim Results**”), as set out on pages 12 to 30 inclusive of the Issuer’s interim results for the six months to 30 June 2012; and

- (iii) the amended and restated deed of guarantee issued by the Guarantor in favour of the Trustee in respect of the Programme, dated 7 September 2012 (the “**Amended and Restated Deed of Guarantee**”).

Any documents themselves incorporated by reference in the Guarantor’s 2011 Results, the Issuer’s 2012 Interim Results and the Amended and Restated Deed of Guarantee shall not form part of the Prospectus. Any non-incorporated parts of a document referred to herein are either not relevant for an investor or are covered elsewhere in this Supplement.

#### **Guarantee of Rentokil Initial 1927 plc**

On 7 September 2012 the Guarantor entered into the Amended and Restated Deed of Guarantee, amending and restating the deed of guarantee dated 23 October 2008 (the “**Original Deed of Guarantee**”) and thereby extending the duration of the Guarantee. The Original Deed of Guarantee stands to terminate on the date on which the issue of GBP 300,000,000 5.75 per cent. Notes due 31 March 2016 (XS0249085852) (the “**2016 Notes**”), ceases to be outstanding.

The Amended and Restated Deed of Guarantee represents an unsecured, unsubordinated obligation of the Guarantor, guaranteeing all monies due under the Notes, and will terminate on 31 December 2025. If Notes with a maturity later than 31 December 2025 are issued under the Programme before the Guarantee is terminated, the Issuer currently intends that the Guarantee will be amended so as to continue in relation to such Notes only. The relevant Final Terms in respect of any Notes issued with a maturity later than 31 December 2025 will specify whether the Guarantee will continue in relation to such Notes after 31 December 2025.

#### **Significant Change**

There has been no significant change in the financial or trading position of the Group since 30 June 2012.

The Issuer and the Guarantor will provide, without charge, to each person to whom a copy of this Supplement has been delivered, upon the oral or written request of such person, a copy of any or all of the documents which are incorporated in whole or in part by reference herein or in the Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and (b) any other statement in or incorporated by reference into the Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement and the Prospectus, the Issuer and the Guarantor are not aware of any other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus which is capable of affecting the assessment of the Notes issued under the Programme since the publication of the Prospectus.

An investor should be aware of its rights arising pursuant to Section 87Q(4) of the FSMA.