



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 21 June 2013 (the “**Prospectus**”), which constitutes a base 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 Conduct 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 incorporate by reference into the Prospectus the unaudited interim financial statements of the Issuer for the six months to 30 June 2013, as set out on pages 12 to 35 inclusive of the Issuer’s interim results for the six months to 30 June 2013, which was published on 14 August 2013 (the “**June 2013 Interim Results**”).

Documents Incorporated by Reference

By virtue of this Supplement, the June 2013 Interim Results, which has been previously filed with the Financial Conduct Authority, shall be incorporated in, and form part of, the Prospectus.

Any documents themselves incorporated by reference in the June 2013 Interim Results 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.

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.