

AttendanceCard

Rentokil Initial plc (‘the Company’) - Annual General Meeting 2014 (AGM)

You may submit your proxy electronically using the Capita Share Portal service at www.capitashareportal.com.

If not already registered for the share portal, you will need your Investor Code shown below.

Rentokil Initial

To be held in the Desoutter Suite at the Sofitel London Gatwick, North Terminal, Gatwick Airport, Crawley, West Sussex, RH6 0PH at 12 noon on Wednesday 14 May 2014.

Registration will commence at 11.00am.

If you wish to attend this meeting in your capacity as a holder of ordinary shares, please sign this card and on arrival hand it to the Company's registrars. This will facilitate your entry to the meeting.

Signature of person attending:

Bar Code:

Investor Code:

Notes

1. The 'Vote Withheld' option is to enable you to abstain on any particular resolution. A 'Vote Withheld' is not a vote in law and will not be counted in the calculation of votes 'For' and 'Against' a resolution.
2. The proxy form is for use in respect of the shareholder account specified and should not be amended or submitted in respect of a different account.
3. Only holders of ordinary shares or their duly appointed representatives are entitled to attend, speak and vote at the meeting. You can appoint the Chairman of the meeting or another person as your proxy to exercise all or any of your rights to attend speak and vote on your behalf. Please insert the full name of your appointed proxy in the space provided if you wish to appoint someone other than the Chairman of the meeting. If you wish your proxy to make comments on your behalf you will need to appoint someone other than the Chairman and give them your relevant instructions directly. 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 under 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).
4. To appoint more than one proxy, either photocopy the Form of Proxy or obtain additional proxy forms by contacting Capita (Tel: 0871 664 0300 – calls cost 10p per minute plus network extras. Tel: +44 20 8639 3399 from overseas. Lines are open 8.30am to 5.30pm Monday to Friday). Please indicate the proxy holder's name and the number of shares in relation to which you authorise them to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate by marking the box on the Form of Proxy 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.
5. A corporation may appoint more than one corporate representative. A corporation's proxy form must be executed under either its common seal or the hand of a duly authorised officer or attorney (stating the officer's capacity).
6. In the case of joint shareholders the signature of any shareholder will suffice, but the names of all joint holders should be shown. 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.
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. If someone other than the shareholder signs the form, the letter of authority, power of attorney or certified copy of the power of attorney authorising him/her to sign on your behalf must be sent with this form.
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. The Company may treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35 (5)(a) of the Uncertificated Securities regulations 2001.
9. Neither the appointment of a proxy nor the submission of a CREST voting instruction will preclude a registered shareholder from attending or voting in person.
10. To be valid the Form of Proxy must be signed and received at Capita Asset Services not later than 48 hours before the time set for the meeting. If you wish to use an envelope to return the proxy form(s) please address it to **Capita Asset Services, FREEPOST RSBH-UXKS-LRBC, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU**. There is no postage to pay in the UK. If posted outside the UK you should return it in an envelope to Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. You will need to pay postage from overseas. 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.

Form of Proxy

Rentokil Initial plc Annual General Meeting 2014 (AGM)

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

Number of shares proxy appointed over

as my/our proxy to vote on my/our behalf at the AGM of the Company to be held at 12 noon on Wednesday 14 May 2014 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 4.

Resolutions

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

- | | For | Against | Withheld |
|--|-----|---------|----------|
| 1 To receive the directors' report and accounts | X | X | X |
| 2 To approve the Directors' Remuneration Policy report | X | X | X |
| 3 To approve the Directors' Annual Remuneration report | X | X | X |
| 4 To declare a final dividend | X | X | X |
| 5 To re-elect John McAdam as a director | X | X | X |
| 6 To re-elect Peter Bamford as a director | X | X | X |
| 7 To re-elect Richard Burrows as a director | X | X | X |
| 8 To re-elect Alan Giles as a director | X | X | X |
| 9 To re-elect Peter Long as a director | X | X | X |
| 10 To re-elect Andy Ransom as a director | X | X | X |
| 11 To re-elect Angela Seymour-Jackson as a director | X | X | X |

Resolutions

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

- | | For | Against | Withheld |
|---|-----|---------|----------|
| 12 To re-elect Jeremy Townsend as a director | X | X | X |
| 13 To appoint KPMG LLP as auditors | X | X | X |
| 14 To authorise the directors to agree the auditors' remuneration | X | X | X |
| 15 To authorise the calling of a general meeting (other than an AGM) on 14 days' clear notice | X | X | X |
| 16 To authorise the directors to allot shares | X | X | X |
| 17 To disapply statutory pre-emption rights | X | X | X |
| 18 To authorise the Board to make market purchases of the Company's own shares | X | X | X |
| 19 To authorise the making of political donations | X | X | X |

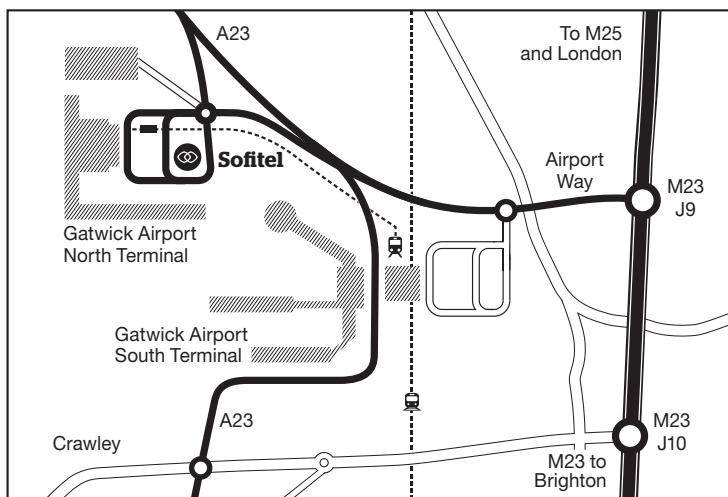
To assist with arrangements, if you intend attending the meeting in person please place a 'X' in the box opposite ☐

Signature

Date

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

Location Map



Directions

The Sofitel London Gatwick (Desoutter Suite), North Terminal, Gatwick Airport, Crawley, West Sussex RH6 0PH

By Rail

The hotel is 30 minutes from central London via the Gatwick Express (London Victoria) or by trains operated by First Capital Connect and Southern railways. Gatwick train station is located in the South Terminal building. Follow signs towards the North Terminal and take the free rail shuttle which takes two minutes. Signs to the Sofitel will be seen on alighting the shuttle.

By Air

From Gatwick North Terminal take the lift or escalator to Level 1 and follow signs directly to the Sofitel. From Gatwick South Terminal, take the free rail shuttle to Gatwick North Terminal and on alighting follow signs to the Sofitel.

By Car

From the M25, proceed towards the M23 southbound towards Gatwick Airport and Brighton. Exit the M23 at junction 9 (Crawley and London Gatwick Airport). Follow the signs to the North Terminal where the Sofitel is situated next to the terminal building.

Parking

There is a small car park adjacent to the Sofitel. Alternatively there is short-term parking in the larger multi-storey car park situated at the Gatwick North Terminal. Please note that charges may apply.

Rentokil Initial plc
Annual General Meeting
12 noon on Wednesday 14 May 2014
www.sofitel.com

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



PXS 1
34 Beckenham Road
BECKENHAM
BR3 4ZF



Rentokil Initial

Rentokil Initial plc
Riverbank
Meadows Business Park
Blackwater
Camberley
Surrey
GU17 9AB

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

Tel: +44(0) 1276 607 444
www.rentokil-initial.com

Dear shareholder,

2013 Annual Report and notice of Annual General Meeting (AGM) 2014

This letter is to notify you that the 2013 annual report and the 2014 notice of AGM is now available on our website at www.rentokil-initial.com

The AGM will be held in the Desoutter Suite at the Sofitel London Gatwick, North Terminal, Gatwick Airport, Crawley, West Sussex, RH6 0PH at 12 noon on Wednesday 14 May 2014. A location map for the venue is on the last page of the notice of meeting and on the back of this proxy form. 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 are set out in the explanatory notes on the resolutions which follow the notice of meeting. In 2014, Duncan Tatton-Brown will have served on the Board for nine years, much of that time as Audit Committee Chairman, and will be standing down at the end of AGM so is not seeking re-election. Subject to shareholder approval, Peter Long, our senior independent director, who joined the Board in 2002 has agreed to remain as a director for the remainder of 2014 and will stand down on 31 December 2014.

The Board believes that all of the resolutions in the notice of meeting are in the best interests of the Company and of shareholders as a whole and recommends you to vote in favour of the resolutions, as members of the Board intend to do in respect of their own shareholdings.

I hope that you will be able to come to the meeting and raise any questions you may have on the resolutions. If you would like to vote but cannot come to the meeting, please complete the proxy form and return it to our registrars by no later than 12 noon on Monday 12 May 2014. Information about how to appoint a proxy electronically is given in note 4(b) on page 8 of the notice of AGM.

All resolutions will be put by poll. 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. Shareholders who attend the meeting will have the opportunity to ask questions and form a view on any points raised before voting on each resolution. The poll results will be announced on the day after the meeting.

I would like to thank you for consenting to receive the annual report via our website. This minimises the use of resources and contributes to additional cost savings for the Company.

Yours faithfully



John McAdam
Chairman
9 April 2014

Notes

1. The Company wrote to shareholders concerning the distribution of certain shareholder communications including annual reports and notices of general meetings in electronic form most recently in February this year.
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 Asset Services 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 Asset Services' 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 AGM.