

Rentokil Initial

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

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

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www.rentokil-initial.com

Dear fellow shareholder, 2014 Annual Report and notice of Annual General Meeting (AGM) 2015

This letter is to notify you that the 2014 Annual Report and the 2015 notice of AGM for Rentokil Initial plc ('the Company') is now available on our website at www.rentokil-initial.com

The AGM will be held in the Ascot Suite at the Hilton Hotel, Gatwick Airport, South Terminal, Crawley, West Sussex, RH6 0LL on Wednesday 13 May 2015 at 12 noon. 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 notes on the resolutions which follow the notice of meeting. Julie Southern was appointed by the Board on 21 July 2014 and will submit herself for appointment by shareholders to the Board for the first time.

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 all members of the Board intend to do in respect of their own shareholdings.

I hope that you will be able to attend the AGM and raise any questions you may have on the resolutions. If you would like to vote but cannot come to the AGM, please complete the proxy form and return it to our registrars by no later than 12 noon on Monday 11 May 2015. Information about how to appoint a proxy electronically is given in note 4(b) on page 7 of the notice of meeting.

All resolutions will be put to a poll rather than a show of hands. This reflects best practice and will ensure that shareholders who are not able to attend the AGM, but who have appointed proxies, have their votes fully taken into account. Shareholders who attend the AGM 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 AGM.

Yours faithfully,



John McAdam
Chairman
2 April 2015

Notes

1. If you would like to receive future notifications by email instead of hard copy you can register for electronic communications via the Capita Registrars share portal at www.capitashareportal.com. You will need your investor code to register for the share portal which is detailed on the enclosed proxy form.
2. 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 the share portal at 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 by the Company 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.
3. Explanatory notes on all the resolutions accompany the notice of AGM.

Attendance Card

Rentokil Initial plc (‘the Company’) - Annual General Meeting (AGM) 2015

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 Ascot Suite at the Hilton, Gatwick Airport, South Terminal, Crawley, West Sussex RH6 0LL on Wednesday 13 May 2015 at 12 noon.

Registration will commence at 11.00am.

If you wish to attend this meeting in your capacity as a holder of ordinary shares in the Company, 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. This 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 9.00am 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 Proxy Form 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 Proxy Form 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 proxy 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 Proxy Form must be signed and received at Capita Registrars 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 **FREEPOST CAPITA PXS**. 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 (AGM) 2015

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 13 May 2015 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 or she 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 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve the Directors’ Annual Remuneration Report (other than the part containing the Directors’ Remuneration Policy) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To declare a final dividend | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To re-elect John McAdam as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To re-elect Peter Bamford as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To re-elect Richard Burrows as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To re-elect Alan Giles as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To re-elect Andy Ransom as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. To re-elect Angela Seymour-Jackson as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. To re-elect Jeremy Townsend as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Resolutions

Please mark ‘X’ to indicate how you wish to vote

- | | For | Against | Withheld |
|--|--------------------------|--------------------------|--------------------------|
| 11. To re-appoint Julie Southern as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. To re-appoint KPMG LLP as Auditor | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. To authorise the Directors to agree the Auditor’s remuneration | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14. To authorise the calling of a general meeting (other than an AGM) on 14 days’ clear notice | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15. To authorise the Directors to allot shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16. To disapply statutory pre-emption rights | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 17. To authorise the board to make market purchases of the Company’s own shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 18. To authorise the making of political donations | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

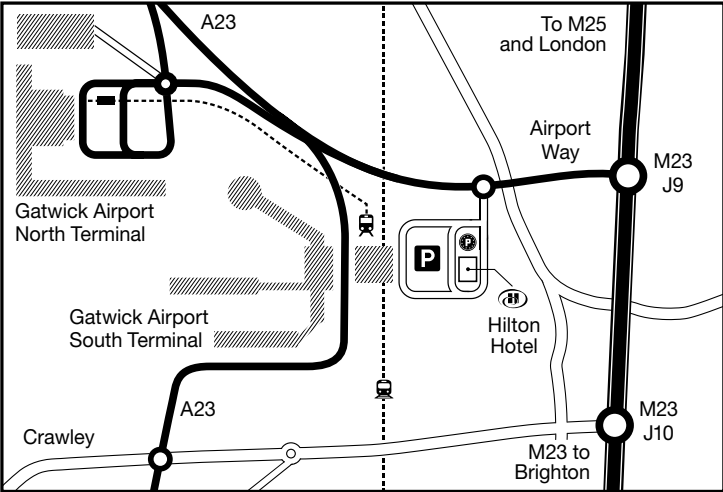
To assist with arrangements, if you intend attending the meeting in person, please place a ‘X’ in the box opposite ☐

Signature

Date

You may submit your proxy electronically 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.

Location Map



Directions

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

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 Airport train station is located in the South Terminal building. On exiting the station, follow signs towards Taxis/Car rentals and Hotels.

By Air

From the South Terminal International arrivals exit right towards the Travellex desk and then follow signs to Taxis/Car rentals and Hotels. After the travelator, continue right under the covered concourse, over the pedestrian crossing towards the car park and follow the Hilton Hotel signs. It is a five minute walk from the South Terminal building.

From Gatwick North Terminal take the free rail shuttle to the South Terminal and on alighting in the South Terminal follow the directions above.

By Car

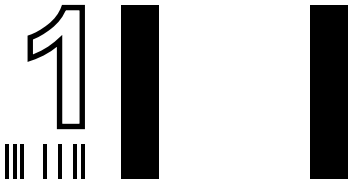
From the M25, proceed towards the M23 southbound towards Gatwick Airport. Exit the M23 at junction 9 (Crawley and London Gatwick Airport). At the roundabout follow the signs to the South Terminal and remain in the right hand lane to follow signs to the Hilton Hotel.

Parking

There is a small Euro car park just beyond the drop off point for the Hilton Hotel (first turning on left). This car park can become full very quickly. Alternatively there is short-term parking in the larger multi-storey car park situated at the Gatwick South Terminal. Please note that charges do apply in all car parks.

Rentokil Initial plc
Annual General Meeting
12 noon on Wednesday 13 May 2015
www.hilton.com

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



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