

## ATTENDANCE CARD

### Rentokil Initial plc (the Company) – Annual General Meeting 2017

The proxy may be completed online by going to **capitashareportal.com** and logging into your share portal account or registering for the share portal if you have not already done so. To register for the share portal you will need your investor code set out below. Once registered you can vote immediately.

#### NOTICE OF AGM AND ANNUAL REPORT

You can now access the 2016 Annual Report and the Notice of Meeting by visiting the 'Investors' section of the Company's website at **rentokil-initial.com/investors**.

Explanatory notes on all the resolutions and directions to the venue can be found in the Notice of Meeting.

**Please note that the deadline for receiving proxies is 12:00 noon on Monday 8 May 2017.**

To be held in the Ascot Suite at the Hilton London Gatwick Airport, South Terminal Gatwick Airport, Gatwick, RH6 0LL on Wednesday 10 May 2017 at 12:00 noon.

Registration will commence at 11:00 am.

If you wish to attend the Annual General Meeting (AGM) 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:

Investor code:

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I/We being a member(s) of the Company hereby appoint the Chairman of

the meeting or \_\_\_\_\_ (see note 1).

Signature:

### FORM OF PROXY

Investor Code:

Number of shares proxy appointed over

Event Code:

as my/our proxy to vote on my/our behalf at the AGM of the Company to be held at 12:00 noon on Wednesday 10 May 2017 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, please refer to note 2.

RESOLUTIONS	Please mark 'X' to indicate how you wish to vote	For	Against	Vote Withheld
1. To receive the audited financial statements of the Company and the directors' and auditors' report thereon		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report		<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 elect Chris Geoghegan as a Director		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect John McAdam 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 Andy Ransom as a Director		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Angela Seymour-Jackson as a Director		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Julie Southern 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	Vote Withheld
10. To re-elect Jeremy Townsend as a Director		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-appoint KPMG LLP as auditor		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To authorise the Directors to agree the auditor's remuneration		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To authorise the Directors to allot shares		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To disapply statutory pre-emption rights		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To disapply statutory pre-emption rights – additional 5%		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To authorise the Directors to make market purchases of the Company's own shares		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To authorise the making of political donations		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To authorise the calling of a general meeting (other than an annual general meeting) on 14 days' clear notice		<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 at **capitashareportal.com**

## Notes

1. 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).
2. To appoint more than one proxy, either photocopy the Form of Proxy or obtain additional proxy forms by contacting the Company's Registrar, Capita, on 0871 664 0300 if calling from the UK or +44 371 664 0300 if calling from overseas. Calls cost 12p per minute plus your phone company's access charge. Calls from outside the UK will be charged at the applicable international rate. Phone lines are open between 9:00am – 5:30pm, Monday to Friday excluding public holidays in England and Wales. 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.
3. 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).
4. 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.
5. 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.
6. 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.
7. 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.
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 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 4ZF. 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.

Business Reply Plus  
Licence Number  
RLUB-TBUX-EGUC



**PXS 1**  
**34 Beckenham Road**  
**Beckenham**  
**BR3 4ZF**