

NOTICE OF AGM AND ANNUAL REPORT

Dear Shareholder

You can now access the Annual Report 2017 and the Notice of Annual General Meeting 2018 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 Friday 4 May 2018.

The 2018 Annual General Meeting (AGM) of Rentokil Initial plc (the Company) will be held in the Ascot Suite at the Hilton London Gatwick Airport, South Terminal Gatwick Airport, Gatwick, RH6 0LL on Wednesday 9 May 2018 at 12:00 noon. Registration will commence at 11:00am.

If you wish to attend the meeting please bring this attendance card with you. It will help to ensure that you gain admission as quickly as possible.

Signature of person attending:

Shareholder
Reference:

Rentokil Initial plc (the Company) – Annual General Meeting 2018

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 12:00 noon on Wednesday 9 May 2018 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, 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
2. To approve the 2018 Directors' Remuneration Policy
3. To approve the Directors' Remuneration Report
4. To approve the amended rules of the Performance Share Plan 2016
5. To declare a final dividend
6. To elect Sir Crispin Davis as a Director
7. To elect John Pettigrew as a Director
8. To elect Linda Yueh as a Director
9. To re-elect Richard Burrows as a Director
10. To re-elect John McAdam as a Director
11. To re-elect Andy Ransom as a Director
12. To re-elect Angela Seymour-Jackson as a Director

X	X	X
X	X	X
X	X	X
X	X	X
X	X	X
X	X	X
X	X	X
X	X	X
X	X	X
X	X	X
X	X	X
X	X	X

RESOLUTIONS

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

For
Against
Vote
Withheld

13. To re-elect Julie Southern as a Director
14. To re-elect Jeremy Townsend as a Director
15. To re-appoint KPMG LLP as auditor
16. To authorise the Directors to agree the auditor's remuneration
17. To authorise the Directors to allot shares
18. To disapply statutory pre-emption rights
19. To disapply statutory pre-emption rights - additional 5%
20. To authorise the Directors to make market purchases of the Company's own shares
21. To authorise the making of political donations
22. To authorise the calling of a general meeting (other than an annual general meeting) on 14 days' clear notice
23. To adopt the Articles of Association of the Company produced to the meeting

X	X	X
X	X	X
X	X	X
X	X	X
X	X	X
X	X	X
X	X	X
X	X	X
X	X	X
X	X	X
X	X	X
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 sharevote.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, Equiniti (0333 207 6581 from the UK or +44 121 415 0077 if calling from overseas; lines are open between 08:30 – 17:30, 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 Form of Proxy 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 Form of Proxy 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. Alternatively, Electronic Proxy Appointment (EPA) is available for this Meeting. To use this facility you must visit **sharevote.co.uk** where details of the procedure are shown. The Voting ID, Task ID and Shareholder Reference Number shown on the front of your Form of Proxy will be required to complete the procedure. If you have registered for a Shareview portfolio, log onto your portfolio at **shareview.co.uk** using your usual user ID and password. Once logged in simply click "View" on the "My Investments" page, click on the link to vote then follow the on screen instructions.
11. To be valid, the Form of Proxy must be signed and received at Equiniti not later than 48 hours (excluding non-business days) before the time set for the meeting. **If you wish to use an envelope to return the Form(s) of Proxy please address it to FREEPOST RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing, BN99 8LU.** There is no postage to pay in the UK. 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
RTYS ARLG GXKK



Equiniti
Aspect House
Spencer Road
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