Registered number: 630059

RENTOKIL OVERSEAS HOLDINGS LIMITED

UNAUDITED DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021



COMPANY INFORMATION

Directors

R E Canham (appointed 4 April 2022) D P F Fagan (resigned 30 March 2022) C B T Filby

J K Hampson

Company secretary C J Stead

Registered number 630059

Registered office

Compass House Manor Royal Crawley West Sussex RH10 9PY

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2021

The directors present their report and the financial statements for the year ended 31 December 2021.

Directors' responsibilities statement

The directors are responsible for preparing the Directors' Report and the unaudited financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

COVID-19

In early 2020 a global pandemic of a new coronavirus (COVID-19) arose. While the Company is not directly affected by the pandemic, areas of operation of Rentokil Initial plc and its subsidiaries ("the Group"), of which the Company is a member, have been.

The Group performed well during 2021 despite the challenges placed on colleagues and customers by the global impact of COVID-19. However, given the ongoing uncertainty, relating to the pandemic and the reduced economic outlook, the directors of Rentokil Initial plc have assessed the Group financial position and have modelled its cash flows for the next 18 months. This includes an assessment of the impact of COVID-19, factoring in severe but plausible downside scenarios including the impact of further COVID-19 lockdowns. Based on this assessment, the Group is anticipated to remain within its liquidity headroom and within its banking covenants. The Group's strategy has positioned it well to deal with the challenges presented by the pandemic and the Directors have concluded that the Company will have sufficient liquidity to continue to meet its liabilities as they fall due for this period and therefore have prepared the financial statements on a going concern basis.

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

Directors

The directors who served during the financial year were:

D P F Fagan (resigned 30 March 2022) C B T Filby J K Hampson

Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

Audit exemption

For the year ended 31 December 2021 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

This report was approved by the board and signed on its behalf.

C J Stead Secretary

Date: 26-Jul-2022

CETT Break

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2021

| | Note | 2021 £000 | 2020 £000 |
|--|------|--------------|--------------------|
| Income from fixed asset investments Profit before tax | | <u>-</u> | 374,555 374,555 |
| Tax on profit Profit for the financial year | | <u>-</u> | 374,555 |

There was no other comprehensive income for 2021 (2020:£NIL).

The notes on pages 6 to 14 form part of these financial statements.

BALANCE SHEET AS AT 31 DECEMBER 2021

| | | - | |
|--|-------------|----------------------------------|----------------------------------|
| | Note | 2021 £000 | 2020 £000 |
| Investments | 5 | 1,109,328 | 1,109,328 |
| Debtors: amounts falling due within one year | 6 | 131,389 | 131,389 |
| Total assets less current liabilities | - | 1,240,717 | 1,240,717 |
| Net assets | - - | 1,240,717 | 1,240,717 |
| Capital and reserves Called up share capital Share premium account Profit and loss account | 7 - = | 50,367 1,190,349 1,240,717 | 50,367 1,190,349 1,240,717 |

The members have not required the Company to obtain an audit for the year in question in accordance with section 476 of the Companies Act 2006.

The Company was entitled to exemption from audit under section 479A of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The Company's financial statements have been prepared in accordance with the provisions applicable to entities subject to the small companies regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

Chris Filby
Chris Filby (Jul 26, 2922 15:48 GMT+1)
CBT Filby

Director

Date: 26-Jul-2022

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2021

| | Called up share capital | Share premium account | Profit and loss account | Total equity |
|---|-------------------------------|-----------------------------|-------------------------------|-----------------|
| | £000 | £000 | £000 | £000 |
| At 1 January 2020 | 1 | 50,367 | 1,190,349 | 1,240,717 |
| Comprehensive income for the year Profit for the year | - | - | 374,555 | 374,555 |
| Transactions with owners | | | | |
| Dividends: equity capital | - | - | (374,555) | (347,555) |
| At 1 January 2021 | 1 | 50,367 | 1,190,349 | 1,240,717 |
| At 31 December 2021 | 1 | 50,367 | 1,190,349 | 1,240,717 |

The notes on pages 6 to 14 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

1. General information

Rentokil Overseas Holdings Limited is a company incorporated in England and Wales and domiciled in the United Kingdom. The following accounting policies have been applied consistently in dealing with items that are considered material in relation to the financial statements. The Company is a wholly owned subsidiary of Rentokil Initial plc Group ("the Group") and operates as part of the Group's central division.

The Company is exempt, by virtue of section 400 of the Companies Act 2006, from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

The presentation currency used is sterling and amounts have been presented in round thousands (£000).

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Financial reporting standard 101 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D,111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of tAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions
 entered into between two or more members of a group, provided that any subsidiary which is
 a party to the transaction is wholly owned by such a member
- the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

2. Accounting policies (continued)

2.3 Going concern

After making due enquiries the directors have a reasonable expectation that the Company has adequate resources to continue operational existence for the foreseeable future, and therefore continue to adopt the going concern basis in preparing the accounts.

2.4 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

The Company makes certain estimates and assumptions regarding the future. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The only estimate and assumptions that has a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year is discussed below.

(a) Impairment of investments

The Company is required to test for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. The recoverable amount is determined based on value in use calculations. The use of this method requires the estimation of future cash flows and the choice of a discount rate in order to calculate the present value of the cash flows. An impairment test was carried out in 2021 and no investments were found to be impaired.

4. Employees and directors

The company has no employees (2020: NIL). The directors received no emoluments or fees in respect of qualifying services to the Company, nor did they have any retirement benefits accruing to them under defined benefit pension schemes (2020: £NIL).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

5. Fixed asset investments

Investments in subsidiary companies £000

Cost or valuation

At 1 January and 31 December 2021

1,109,328

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

| Name | Registered Address | Class of shares | Holding |
|---|---|-----------------|---------|
| Asiatic Investments Inc | PO Box 4510 Ten Free Street, Portland ME 04112, United States | Ordinary | 48% |
| Cannon Pest Management Co. Ltd | 160 Vibhavadi Rangsit Road, Khwaeng Ratchadapisek, Khat Dindaeng, Thailand, 10400, Thailand | Ordinary | 100% |
| Rentokil Initial (Thailand) Ltd | 160 Vibhavadi Rangsit Road, Khwaeng Ratchadapisek, Khet Dindaeng, Bangkok, 10400, Thailand | Ordinary | 100% |
| Rentokil Limited | Compass House, Manor Royal, Crawley, West Sussex, RH10 9PY | Ordinary | 81% |
| Rentokil Initial Asia Pacific Limited | Compass House, Manor Royal, Crawley, West Sussex, RH10 9PY | Ordinary | 100% |
| Initial Hygiene Co Ltd | 7F., No.56, Lane 258, Rueiguang Rd, Neihu District, Taipei, 114, Taiwan, Province of China | Ordinary | 100% |
| Rentokil Ding Sharn Co., Limited | 7F., No.56, Lane 258, Rueiguang Rd, Neihu District, Taipei, 114, Taiwan, Province of China | Ordinary | 100% |
| Rentokil Initial Asia Pacific Management Pte Ltd | 16 Jalan Mesin, Singapore, 368815, Singapore | Ordinary | 100% |
| Rentokil Initial Korea Ltd | 2nd Floor, Korea Disaster Relief Association, 371-19 Sinsu-Dong, Mapo-Gu, Seoul, Korea, 121-856, Korea, Republic of | Common | 2% |
| Stratton House Leasing Limited | Compass House, Manor Royal, Crawley, West Sussex, RH10 9PY | Ordinary | 100% |

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

5. Fixed asset investments (continued)

| Name | Registered Address | Class of shares | Holding |
|--|---|-----------------|---------|
| Rentokil Initial Overseas (Holdings) B.V. | Oude Middenweg 77, NL- 2491, Ac Den Haag, Netherlands | Ordinary | 100% |
| Rentokil Initial Holdings (Ireland) Limited | Hazel House, Millennium Park, Naas, County Kildare, Ireland | Ordinary | 100% |
| B.V. Rentokil Funding | Oude Middenweg 77, NL- 2491, Ac Den Haag, Netherlands | Ordinary | 100% |
| BET Finance BV | Oude Middenweg 77, NL- 2491, Ac Den Haag, Netherlands | Ordinary | 100% |
| Boecker World Holding s.a.l. | Boecker Building, Plot no. 3309, Ain El Remmaneh, Beirut, Lebanon | Ordinary | 100% |
| Boecker International (Offshore) s.a.l | Boecker Building, Plot no. 3309, Ain El Remmaneh, Beirut, Lebanon | Ordinary | 100% |
| Boecker Public Health s.a.l | Adonis Building, Bechara el Khoury, Beirut, Lebanon | Ordinary | 100% |
| Boecker Public Health Services Limited | Old Ojo Road, Off Badagry Expressway, Agboju, Lagos, 359/361, Nigeria | Ordinary | 30% |
| Boecker Public Health Saudia Company Limited | 4477 King Abdul Aziz Road, Suleimaniya, Unit 2 Riyadh KSA, Saudi Arabia | Ordinary | 100% |
| Boecker Public Safety Services - Qatar W.L.L. | 16 A Al Mana Business Tower, Doha, Qatar | Ordinary | 25% |
| Rentokil Initial A/S | Paul Bergsoes Vej 22, 2600 Glostrup, Denmark | Ordinary | 100% |
| Ambius AB | Avestagatan 61, SE 163 53 Spanga, Sweden | Ordinary | 100% |
| Sweden Recycling AB | Avestagatan 61, SE 163 53 Spanga, Sweden | Ordinary | 100% |
| Rentokil AB | Avestagatan 61, SE 163 53 Spanga, Sweden | Ordinary | 100% |
| PreventiQ AB | Verkstadsvägen 3, 24534, Staffanstrop, Sweden | Ordinary | 100% |
| Rentokìl Initial Hong Kong Limited | 23/F, Westin Centre, 26 Hung to Road, Kwun Tong, Kowloon, Hong Kong | Ordinary | 100% |
| Rentokil Initial Hong Kong Limited Macau Branch | Rua Dos Pescadores No. 354-408, Fase 2, Edif, Industrial Nam Fung Andar, Macao | Ordinary | 100% |

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

5. Fixed asset investments (continued)

| Name | Registered Address | Class of shares | Holding |
|--|---|-----------------|---------|
| Rentokil Initial Norge AS | Sanitetsveien 17, Postboks 84, Skjetten, 2026, Norway | Ordinary | 100% |
| Rentokil Initial Oy | 3 Valuraudankuja, Helsinki, Finland, 00700, Finland | Ordinary | 100% |
| Rent a Plant Interessenter AB | Avestagatan 61, SE 163 53 Spanga, Sweden | Ordinary | 100% |
| Nokas Skadedyrkontroll AS | Sanitetsveien 17, Skjetten, Lillestrøm, 2013, Norway | Ordinary | 100% |
| Skadedyrbutikken AS | Sanitetsveien 17, Skjetten, Lillestrøm, 2013, Norway | Ordinary | 100% |
| Rentokil Initial Singapore Private Limited | 16 Jalan Mesin, Singapore, 368815, Singapore | Ordinary | 100% |
| Rentokil Initial Singapore Private Limited (Taiwan Branch) | 7F., No.56, Lane 258, Rueiguang Rd, Neihu District, Taipei, 114, Taiwan, Province of China | Ordinary | 100% |
| Nippon Calmic Ltd | Kyoritsu Seiyaku Building, 1-5-10 Kudan Minami, Chiyoda-Ku, Tokyo, Japan | Ordinary | 49% |
| Rentokil Canada Corporation | Suite 900, 1959 Upper Water Street, Halifax NS B3J 2X2, Canada | Class A | 100% |
| Direct Line Sales Ltd. | 3325 North Service Road, Burlington ON L7N 3G2, Canada | Class A | 100% |
| Rentokil Initial International B.V. | Oude Middenweg 77, 2491 AC, Den Haag, Netherlands | Ordinary | 100% |
| Ambius BV | Impact 6, 6921 RZ, Duiven, Netherlands | Ordinary | 100% |
| Rentokil Initial BV | Ravenswade 54-S, 3439, Nieuwegein, LD, Netherlands | Ordinary | 100% |
| BET (Properties) BV | Oude Middenweg 77, 2491 AC, Den Haag, Netherlands | Ordinary | 100% |
| Rentokil Initial GmbH | Brown-Boveri-Straße 8/2/8, 2351, Wiener Neudorf, Austria | Ordinary | 100% |
| Holland Reconditionering BV | Oude Middenweg 77, 2491 AC, Den Haag, Netherlands | Ordinary | 100% |

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

5. Fixed asset investments (continued)

| Name | Registered Address | Class of shares | Holding |
|---|--|-----------------|---------|
| Rentokil Initial Hellas EPE | 7 Aristotelous Street, Tavros, Athens, 177 78, Greece | Ordinary | 96% |
| Initial Belux NV | Brandekensweg 2, 2627, Schelle, Belgium | Ordinary | 99% |
| Rentokil Initial Italia SpA | Via Laurentina km. 26,500 157 a/c, 00071, Pomezia, Italy | Ordinary | 100% |
| Rentokil Initial s.r.o. | Kopcianska 10, Bratislava, 851 01, Slovakia | Ordinary | 85% |
| Rentokil Initial s.r.o. | Praha 2, Vyšehradská 1349/2, Prague, PSČ 12800, Czech Republic | Ordinary | 100% |
| Rentokil Initial Portugal - Servicos de Proteccao Ambiental, LDA | EN 115, Km 78,67, 2664- 502, São Julião do Tojal, Portugal | Ordinary | 100% |
| Rentokil Schweiz AG | Hauptstrasse 3, 4625 Oberbuchsiten, Oberbuchsiten, Switzerland | Ordinary | 100% |
| Rentokil Initial Holdings (France) SA | 145, rue de Billancourt, Boulogne Billancourt, 92100, France | Ordinary | 100% |
| CAFI SAS | 6, rue Livio, 67100, Strasbourg, France | Ordinary | 100% |
| CAP Tunis | Zone Industrielle, route de Monknine, 5080 Teboula, Tunisie, Tunisia | Ordinary | 99% |
| CAWE FTB Group SAS | 6, rue Livio, 67100, Strasbourg, France | Ordinary | 100% |
| Initial SAS | 145, rue de Billancourt, Boulogne Billancourt, 92100, France | Ordinary | 100% |
| SCI Pierre Brossolette | 41 Avenue de La Porte de Villiers, 92200, Neuilly- Sur-Seine, France | Ordinary | 26% |
| SCI Gravigny | 145, rue de Billancourt, Boulogne Billancourt, 92100, France | Ordinary | 58% |
| SCI Vargan | 145, rue de Billancourt, Boulogne Billancourt, 92100, France | Ordinary | 100% |
| Rentokil Initial Environmental Services S.A.S. | 13-27 avenue Jean, Moulin, 93240, Stains, France | Ordinary | 100% |

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

5. Fixed asset investments (continued)

| Name | Registered Address | Class of shares | Holding |
|---|--|-----------------|---------|
| BPS Offshore Services Limited | Compass House, Manor Royal, Crawley, West Sussex, RH10 9PY | Ordinary | 100% |
| Initial Hygiene Services SAS | 145, rue de Billancourt, Boulogne Billancourt, 92100, France | Ordinary | 100% |
| Rentokil Saudi Arabia Limited O.P.C | PO Box 30164, Office No: 401, 4th Floor, Al Tamimi Building, Al Khobar North, Al Khobar, 31952, Saudi Arabia | Ordinary | 100% |
| Technivap SAS | ZAC des Epineaux 7, avenue Louis Blériot 95740 FRÉPILLON, France | Ordinary | 100% |
| Rentokil Initial SAS | 13-27 avenue Jean, Moulin, 93240, Stains, France | Ordinary | 100% |
| Ambius SAS | 13-27 avenue Jean, Moulin, 93240, Stains, France | Ordinary | 100% |
| Rentokil N.V. | Brandekensweg 2, Schelle, 2627, Belgium | Ordinary | 100% |
| Ambius N.V. | Brandekensweg 2, Schelle, 2627, Belgium | Ordinary | 100% |
| Rentokil Luxembourg Sarl | Rue de la Chapelle 47, 4967, Clemency, Luxembourg | Ordinary | 100% |
| R-Control Desinfections SA | Rue de la Chapelle 47, 4967, Clemency, Luxembourg | Ordinary | 100% |
| Residex Canada Inc. | 8699 Escarpment Way Milton ON L9T 0J5 Canada | Common | 100% |
| Rentokil Pty Limited | Unit A1, Lidcombe Business Park, 3-29 Birnie Avenue 2141, Australia | Ordinary | 100% |
| Rentokil Australia Pty Limited | Unit A1, Lidcombe Business Park, 3-29 Birnie Avenue 2141, Australia | Ordinary | 100% |
| Rentokil Initial Asia Pacific Pty Limited | Unit A1, Lidcombe Business Park, 3-29 Birnie Avenue 2141, Australia | Ordinary | 100% |

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

5. Fixed asset investments (continued)

| Name | Registered Address | Class of shares | Holding |
|--|--|-----------------|---------|
| Rentokil Hong Kong Investment Limited | 23/F, Westin Centre, 26 Hung to Road, Kwun Tong, Kowloon, Hong Kong | Ordinary | 100% |
| Rentokil Initial (China) Ltd | Room103, Building 2, Yuzhongxili#42, Beijing, China | Ordinary | 100% |
| Hangzhou Research Institute of Profume Fumigation Co. Ltd. | East 2nd Floor, No. 460 Wenyi West Road, Xihu District, China | Ordinary | 80% |
| Rentokil Initial Pty Limited | Unit A1, Lidcombe Business Park, 3-29 Birnie Avenue 2141, Australia | Ordinary | 100% |
| Cannon Hygiene Australia Pty Limited | Unit A1, Lidcombe Business Park, 3-29 Birnie Avenue 2141, Australia | Ordinary | 100% |
| Green Fingers Plant Hire Pty Limited | Unit A1, Lidcombe Business Park, 3-29 Birnie Avenue 2141, Australia | Ordinary | 100% |
| Knock Out Pest Control Pty Limited | Unit A1, Lidcombe Business Park, 3-29 Birnie Avenue 2141, Australia | Ordinary | 100% |
| Pest Away Australia Pty Limited | Unit A1, Lidcombe Business Park, 3-29 Birnie Avenue 2141, Australia | Ordinary | 100% |
| Rentokil Pest Control (QLD) Pty Limited | Unit A1, Lidcombe Business Park, 3-29 Birnie Avenue 2141, Australia | Ordinary | 100% |
| Rentokil Pest Holdings Pty Limited | Unit A1, Lidcombe Business Park, 3-29 Birnie Avenue 2141, Australia | Ordinary | 100% |

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

| 6. | Debtors | 2021 £000 | 2020 £000 |
|----|---|----------------------|--------------------|
| | Amounts owed by group undertakings | 131,389 131,389 | 131,389 131,389 |
| | Amounts owed by group undertakings are unsecured, interest free and | are repayable on den | nand. |
| 7. | Share capital | 2021 £000 | 2020 £000 |

8. Controlling party

Allotted, called up and fully paid

1,000 (2020 - 1,000) ordinary shares at £1.00 each

The company's immediate parent company is Rentokil Initial UK Limited. The company's ultimate parent company is Rentokil Initial plc, which forms the only group into which the financial statements of the company are consolidated. The consolidated financial statements of Rentokil Initial plc are available from Compass House, Manor Royal, Crawley, West Sussex, RH10 9PY.