

Company No: 5268836

DIRECTORS' STATEMENT

Pursuant to s644(5) Companies Act 2006

RENTOKIL INITIAL FUNDING (NO. 1) LIMITED (the "Company")

This is a Directors' Statement made by all of the directors of **Rentokil Initial Funding No. 1 Limited** in accordance with s644(5) Companies Act 2006

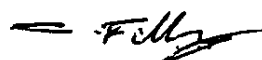
We, being all of the directors of the Company, each hereby confirm that

- 1 the solvency statement dated 28 August 2015 (the "**Solvency Statement**") was made not more than 15 days before the date on which the resolution of the members of the Company for the reduction of the Company's share capital was passed, and
- 2 the Solvency Statement was provided to all members of the Company in accordance with s642(2) Companies Act 2006, at or before the time at which the proposed resolution was sent or submitted to them

This statement is made on 28 August 2015



Daragh Fagan, Director



Christopher Filby, Director

