

IN THE HIGH COURT OF JUSTICE

No. 3511 of 2005

CHANCERY DIVISION

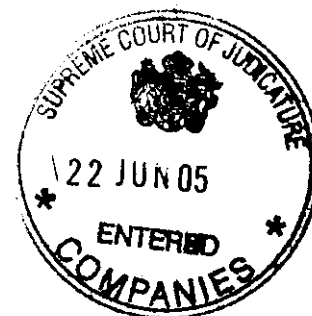
COMPANIES COURT

MR JUSTICE EVANS-LOMBE

IN THE MATTER OF RENTOKIL INITIAL PLC
(FORMERLY RENTOKIL INITIAL 2005 PLC)

-and-

IN THE MATTER OF THE COMPANIES ACT 1985



ORDER

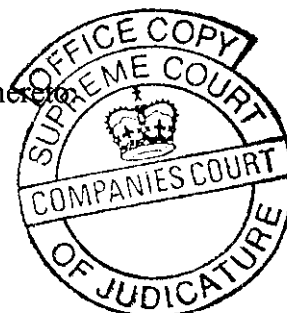
UPON THE PETITION of the above named Rentokil Initial plc (formerly Rentokil Initial 2005 plc) (the *Company*) whose registered office is situated at Felcourt, East Grinstead, West Sussex RH19 4JY, on 27 May 2005 preferred unto this Court

AND UPON HEARING Counsel for the Company

AND UPON READING the said Petition and the evidence

IT IS ORDERED that the reduction of capital of the Company from £4,100,050,000 divided into 4,100,000,000 ordinary shares of £1 each and 50,000 redeemable fixed-rate preference shares (*Preference Shares*) of £1 each to £41,050,000 divided into 4,100,000,000 ordinary shares of 1p each and 50,000 Preference Shares of £1 each resolved on and effected by a special resolution passed at an extraordinary general meeting of the Company held on 13 April 2005 be and the same is hereby confirmed in accordance with the provisions of the above mentioned Act.

AND THE COURT HEREBY APPROVES the Minute set forth in the Schedule hereto



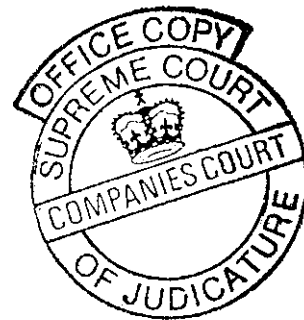
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AND IT IS ORDERED that this Order be produced to the Registrar of Companies and that an office copy hereof be delivered to him together with a copy of the aforementioned Minute.

AND IT IS ORDERED that notice of the registration by the Registrar of Companies of this Order and of the said Minute be published once in The Financial Times newspaper within 21 days after such registration.

Dated the 22nd day of June 2005



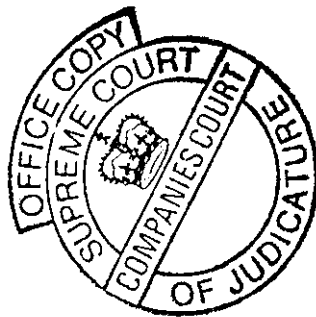
SCHEDULE

“The share capital of Rentokil Initial plc (formerly Rentokil Initial 2005 plc) was by virtue of a special resolution passed on 13 April 2005 and with the confirmation of an Order of the High Court of Justice dated 22 June 2005 reduced from £4,100,050,000 divided into 4,100,000,000 ordinary shares of £1 each and 50,000 redeemable fixed-rate preference shares (*Preference Shares*) of £1 each to £41,050,000 divided into 4,100,000,000 ordinary shares of 1p each and 50,000 Preference Shares of £1 each. At the date of the registration of this minute 1,810,429,098 of the ordinary shares of 1p each are in issue and are or are deemed to be fully paid, all the Preference Shares of £1 each are in issue and are paid up to the extent of 25p per share and the remaining ordinary shares of 1p each are unissued.”



No. 3511 of 2005

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CHANCERY DIVISION
COMPANIES COURT**



**IN THE MATTER OF
RENTOKIL INITIAL PLC
(FORMERLY RENTOKIL INITIAL 2005 PLC)**

AND

**IN THE MATTER OF
THE COMPANIES ACT 1985**

ORDER

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SOLICITORS FOR THE PETITIONER