

**The Companies Act 2006**  
**Public Company Limited by Shares**  
**Rentokil Initial plc**  
**("the Company")**

TUESDAY



**Ordinary and Special Resolutions**

The following resolutions were passed as Ordinary and Special resolutions the annual general meeting of the Company duly convened and held at No. 4 Hamilton Place, London, W1J 7BQ at 11.00 a.m. on 13 May 2009.

**SPECIAL RESOLUTION**

- 9) "THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice." **B**

**ORDINARY RESOLUTION**

- 10) "THAT the authority conferred on the directors pursuant to Article 12 of the company's articles of association and in accordance with section 80 of The Companies Act 1985 be renewed for a period expiring at the end of the next annual general meeting of the company after the date on which the resolution is passed unless previously renewed, varied or revoked by the company in general meeting) and for that period: **10**

- a) to allot relevant securities up to an aggregate nominal amount of £6,0439,387 and;
- b) to allot relevant securities comprising equity securities (as defined in the Companies Act 1985) up to a nominal amount of £12,086,774 (including within such limit any shares issued under a) above in connection with an offer by way of a rights issue to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings;

and so that the directors may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

Each authority to apply until the end of the annual general meeting of the Company to be held in 2010 (or, if earlier, 15 months from the date of this resolution) but, in each case, so that the Company may make offers and enter into

agreements during the relevant period which would, or might, require relevant securities to be allotted after the authority ends and the directors may allot relevant securities under any such offer or agreement as if the authority had not ended."

### SPECIAL RESOLUTION

11) "THAT the directors shall be empowered by the authority in Article 13 of the company's articles of association to allot equity securities for cash under the authority where it constitutes an allotment of equity securities by virtue of section 94(3A) of the Companies Act 1985, free of the restriction in section 89(1) as defined in the Companies Act 1985, such power to be limited:

- a) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under resolution 10, by way of a rights issue only) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings and so that the board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
- b) to the allotment of equity securities up to a section 89 amount of £907,415 (being the nominal amount); such power to be renewed until the end of the next annual general meeting of the Company to be held in 2010 (or, if earlier, 15 months from the date of this resolution) but during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the power ends and the board may allot equity securities under any such offer or agreement as if the power had not ended be renewed for a period expiring at the end of the next annual general meeting of the company after the date on which this resolution is passed (unless previously renewed, varied or revoked by the company in general meeting)".

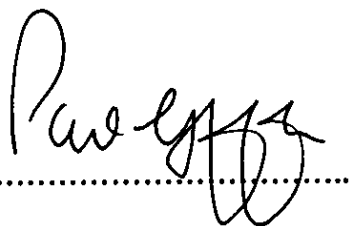
### SPECIAL RESOLUTION

12) "THAT the company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of its ordinary shares of 1p each in the capital of the company, subject to the following conditions:

- a) the maximum aggregate number of ordinary shares authorised to be purchased is 181,483,101;
- b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 1p (being the nominal value of an ordinary share);
- c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of: (i) an amount equal to 105 per cent of the average of the middle market quotations of an ordinary share of the company as derived from the London Stock Exchange Daily Official List for the five

business days immediately preceding the day on which the ordinary share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System (SETS);

- d) this authority shall expire at the close of the annual general meeting of the company to be held in 2010 or 18 months from the date of this resolution (whichever is earlier); and
- e) a contract to purchase shares under this authority may be made prior to the expiry of this authority, and concluded in whole or in part after the expiry of this authority."



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Paul Griffiths

Company Secretary

Rentokil Initial plc

26 May 2009