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

SATURDAY



A39 *A1E5EP49* #22
28/07/2012
COMPANIES HOUSE

The following resolutions were passed as Ordinary and Special resolutions of the Company at the Annual General Meeting of the Company held at the Hilton, Gatwick Airport, South Terminal, Crawley, West Sussex, RH6 0LL on Tuesday 1 May 2012

Resolution 17 To consider and, if thought fit, pass the following as a special resolution

THAT a general meeting other than an annual general meeting may be called at not less than 14 clear days' notice and the notice period for annual general meetings will continue to be 21 days as at present

Resolution 18 To consider and, if thought fit, pass the following as an ordinary resolution

THAT pursuant to Article 12 of the company's articles of association, the board be authorised to allot relevant securities (as defined in Section 551 of the Companies Act 2006)

- a) up to an aggregate nominal amount of £6,043,387, and
- b) comprising equity securities (as defined in the Companies Act 2006) 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 to people who are holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities,

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

Such authorities to apply until the end of the annual general meeting of the company to be held in 2013 (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 board may allot relevant securities under any such offer or agreement as if the authority had not ended

Resolution 19 To consider and, if thought fit, pass the following as a special resolution

THAT if resolution 18 is passed and, pursuant to Article 13 of the company's articles of association, the board be given power, pursuant to section 570 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or where the allotment constitutes an allotment of equity securities by virtue of section 560 of the Companies Act 2006, free of the restriction in section 561 of the Companies Act 2006, 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 18(b), by way of a rights issue only

- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings, and
- (ii) to people who are holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities,

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) in the case of the authority granted under resolution 18(a), to the allotment (otherwise than under (a) above) of equity securities up to a nominal amount of £907,415

such power to apply until the end of the annual general meeting of the company to be held in 2013 (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

Resolution 20 To consider and, if thought fit, pass the following as a special resolution

THAT the company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693 of the Companies Act 2006) of its ordinary shares of 1p each in the capital of the company, subject to the following conditions

- a) the maximum 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 2013 (or, if earlier, 18 months from the date of this resolution), 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


Resolution 21 To consider and, if thought fit, pass the following as an ordinary resolution

THAT the company and any company which is or becomes a subsidiary of the company during the period to which this resolution relates be and is hereby authorised to

- a) make donations to political parties and independent election candidates,
- b) make donations to political organisations other than political parties, and
- c) incur political expenditure, during the period commencing on the date of this resolution and ending at the close of the annual general meeting of the company to be held in

2013, provided that in each case any such donations and expenditure made by the company and any such subsidiary shall not exceed €50,000 per company and together with those made by any such subsidiary and the company shall not in aggregate exceed €200,000

Any terms used in this resolution which are defined in Part 14 of the Companies Act 2006 shall bear the same meaning for the purposes of this resolution

A handwritten signature in black ink, appearing to read 'Paul Griffiths', with a long horizontal line extending from the end of the signature.

Paul Griffiths
Company Secretary
Rentokil Initial plc
14 May 2012

