

Company No. SC18451

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

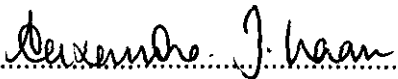
WRITTEN RESOLUTION OF  
RD (CHEMICALS & WOOD PROCESSES)  
LIMITED  
(the "**Company**")

Passed on 28 September 2009

The following written resolution of the members of the Company was passed as a special resolution of the Company pursuant to Chapter 2, Part 13 Companies Act 2006:

THAT:

- (a) the issued share capital of the Company be reduced from £5,000, divided into 1,000 ordinary shares of £1 each and 4,000 deferred shares of £1 each, to £2 divided into 1 ordinary shares of £1 each and 1 deferred shares of £1 each and that such reduction be effected by cancelling and extinguishing 999 ordinary shares of £1 each and 3,998 deferred shares of £1 each registered in the name of Rentokil Initial 1927 plc and 1 deferred shares of £1 each registered in the name of Rentokil Initial UK Limited;
- (b) the capital reserve totalling £83,300 be cancelled; and
- (c) the memorandum of association of the Company be altered so that Clause 5 (*Share capital*) states that "The share capital of the Company is £2 divided into 1 ordinary shares of £1 each and 1 deferred share of £1 each." and so that the previous wording of that Clause be deleted.

  
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For and on behalf of  
Plant Nominees Limited  
Secretary

