

**DEROGATION LETTER
IN RESPECT OF INITIAL ENFORCEMENT ORDERS ISSUED
PURSUANT TO SECTION 72(2) ENTERPRISE ACT 2002
COMPLETED ACQUISITION BY RENTOKIL INITIAL PLC OF MPCL
LIMITED**

Dear Mr Chapman

Consent under section 72(3C) of the Enterprise Act 2002 ('the Act') to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority ('CMA') on 9 October 2018

Completed acquisition by Rentokil Initial PLC of MPCL Limited

We refer to the discussion of 15 January 2019 and your emails of 16, 21 and 23 January 2019 requesting that the CMA consents to derogations to the Initial Enforcement Order of 9 October 2018 (the 'Initial Order'). The terms defined in the Initial Order have the same meaning in this letter.

Under the Initial Order, save for written consent by the CMA, Rentokil Initial plc ('Rentokil Initial') is required to hold separate the MPCL business from the Rentokil Initial business and refrain from taking any action which might prejudice a reference under section 22 of the Act or impede the taking of any remedial action following such a reference. After due consideration of your request for derogations from the Initial Order, based on the information received from you and in the particular circumstances of this case, Rentokil Initial and MPCL Ltd ('MPCL') may carry out the following actions, in respect of the specific paragraphs:

1. Paragraphs 5(c) and 5(i) of the Initial Order

Rentokil Initial has informed the CMA that the current interim Managing Director of MPCL will depart the business on Friday, 25 January. Rentokil Initial proposes to appoint [REDACTED] (MPCL's current interim Finance Director) as the interim Managing Director of MPCL in his place to carry out the typical duties of a managing director, eg implementation of company policy.

Rentokil Initial submitted that [REDACTED] has the relevant industry expertise and familiarity with the MPCL business. Moreover, [REDACTED] will, if appointed, remain bound by the

provisions of the confidentiality agreement which he has already signed and by the terms of the Initial Order, including the terms of any derogations which are granted by the CMA.

To allow MPCL to be carried on as a going concern, the CMA consents to the appointment of [X] as interim Managing Director of MPCL under the terms set out below:

(a) In his role as Managing Director of MPCL, [X] will continue to be fully briefed on his obligations under the Initial Order.

(b) [X] will sign the fortnightly compliance reports on behalf of MPCL (in accordance with the requirements under the derogation granted on 10 October 2018).

(c) [X]'s incentive scheme will be in a form approved by the CMA.

Alba Ziso

Assistant Director, Mergers

24 January 2019