

Consent to certain actions for the purposes of the Interim Order made by the Competition and Markets Authority (CMA) on 5 July 2018

Completed acquisition by Rentokil Initial plc of Cannon Hygiene Limited

We refer to your email of the 21 February 2019 and associated attachments requesting that the CMA consents to a derogation to the Interim Order of 5 July 2018 (the **Order**).

Under the Order, save for written consent by the CMA, Rentokil and Cannon are required to take specified actions to ensure that the Rentokil business and the Cannon business are carried on separately and refrain from taking any action which might prejudice a reference under section 22 of the Enterprise Act or impede the taking of any remedial action by the CMA.

The terms defined in the Order have the same meaning in this letter.

After due consideration of your request for derogations from the Order, based on the information received from you and in the particular circumstances of this case, Rentokil and Cannon may carry out the following actions, in respect of the specific paragraphs:

1. Paragraphs 5(m) of the Order

Cannon employees who have not opted out of pension arrangements are currently in a pension scheme that is in the name of OCS. However, OCS will cease providing this scheme at the end of June 2019. To this end, the CMA consents to the receipt by Cannon of guidance from [X] of Rentokil on the merits/demerits of any new pension scheme to be put in place in Cannon's name, including guidance on whether this will ensure adequate cover for Cannon staff. While [X] may receive access to confidential Cannon information as a result of providing this guidance, the provision of guidance by [X] will be subject to the following controls to minimise the risk of any wider information transfer between the Rentokil and Cannon businesses (in line with the Interim Order), specifically:

- (a) [X] will continue to adhere to the confidentiality agreement preventing her from sharing information regarding the Cannon business with non-authorised representatives of Rentokil, which she has already signed and submitted to the CMA; and

(b) Disclosure of information to [X] will be limited to that which is strictly necessary for the purpose of providing advice to Cannon on the merits/demerits of any new pension scheme to be put in place in Cannon's name, including guidance on whether this will ensure adequate cover for Cannon staff.