

Completed Acquisition by Rentokil Initial PLC of MPCL Limited

Consent to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority ('CMA') on 9 October 2018

We refer to your emails of 26 April and 15 May 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 Enterprise Act 2002 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:

Paragraph 5(f) of the Initial Order

In order to enable MPCL to continue to function after some of its services under the Transitional Services Agreement (TSA) with Mitie fall away, MPCL has requested that it replaces the outsourced financial management, finance systems and HR services provided under the TSA with the [✂] IT systems. These parts of the TSA will fall away as of 30 September 2019.

To allow MPCL to be carried on as a going concern, and to give MPCL time to transition between systems, the CMA consents to MPCL making these changes to its software platforms.

This derogation does not prevent any remedial action that the CMA may need to take regarding the merger between Rentokil and MPCL.

Alba Ziso

Assistant Director, Mergers

17 May 2019