

**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**

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 your emails of 17 and 22 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 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:

Paragraph 5(l) of the Initial Order

In order to enable Rentokil to obtain a renewed insurance package for the entire Rentokil Group (including MPCL), Rentokil has requested that [X] be given permission to review confidential and potentially sensitive information of MPCL. This information will be passed by [X] to the third party insurer. [X] does not have an operational or customer-facing role in Rentokil's UK pest control business.

To allow Rentokil to obtain a renewed insurance package, the CMA consents to [X] being provided with the information required, provided that:

- (a) the information is provided in a format agreed with the CMA;
- (b) these actions are restricted to [X]; and

- (c) [X] adheres to a signed confidentiality agreement, the form of which will be agreed with the CMA.

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

Rentokil has informed the CMA that MPCL intends to appoint [X] as the permanent Head of Central Operations.

MPCL submitted that [X] has the relevant industry expertise and familiarity with the MPCL business. Moreover, it was submitted that, [X] will, if appointed, remain bound by the provisions of the confidentiality agreement which he has already signed and by the terms of the Initial Enforcement Order of 9 October 2018, 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 Head of Central Operations of MPCL under the terms set out below:

- (a) [X] will sign, and adhere to, a new confidentiality agreement which will reflect his new employment status, the form of which will be agreed with the CMA.
- (b) In his role as Head of Central Operations of MPCL, [X] will continue to be fully briefed on his obligations under the Initial Enforcement Order.

Lasse Burmester

Assistant Director, Mergers

28 May 2019