

**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 30 May 2019 and 31 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

On 30 April 2019, the CMA decided that there are reasonable grounds for believing that the proposed undertakings in lieu of reference (UILs) offered by Rentokil, or a modified version of them, might be accepted by the CMA under section 73(2) of the Act. The CMA is currently giving detailed consideration to the UILs offered by Rentokil. In order to enable Rentokil to progress the next steps of the UILs process effectively, ie identifying the Divestment Business and non-divestment business, responding to the potential remedy taker's due diligence request, and drafting and negotiating the transaction documents such as the Share Purchase Agreement, Rentokil has requested that [X] be given permission to access confidential MPCL information. [X] does not have a UK pest control business operational or customer-facing role.

The CMA consents to [✂] (or any other Rentokil employee approved by the CMA in writing) being provided the MPCL information required to respond to the potential remedy taker's due diligence request (including for the avoidance of doubt identifying the assets and liabilities comprising each of the Divestment Business and the non-divestment business), provided that:

- (a) these actions are restricted to the named individual;
- (b) the named individual adheres to a signed NDA as agreed with the CMA; and
- (c) the named individual keeps the Monitoring Trustee informed.

Lasse Burmester

Assistant Director, Mergers

4 June 2019