

Completed Acquisition by Rentokil Initial plc of Cannon Hygiene Limited

Consent to certain actions for the purposes of the Final Undertakings made by the Competition and Markets Authority on 16 April 2019

We refer to your email of the 20 August 2019 and associated attachments requesting that the Competition and Markets Authority (**CMA**) consents to a derogation to the [Final Undertakings](#) of 16 April 2019.

Under the Final Undertakings, 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 Final Undertakings have the same meaning in this letter.

After due consideration of your request for derogations from the Final Undertakings, 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. Paragraph 5.2(g) and (m) of the Final Undertakings

In order to enable Rentokil to continue integration planning in relation to the potential sale of the Divestiture Package (as defined in the final undertakings accepted by the CMA on 16 April 2019), Rentokil has requested that those individuals listed in:

1. Annex 1 be given permission to review the categories of confidential information belonging to Cannon listed in Annex 4 (the **Confidential Information**) with immediate effect (the **Pre-Signing Request**);
2. Annex 2 be given permission to review Confidential Information from the date on which Rentokil enters into a legally binding agreement for the sale of the Divestiture Package (the **Post-Signing Request**); and

3. Annex 3 also be given permission to review the categories of confidential information belonging to Cannon and listed in Annex 5 (the ***Additional Confidential Information***).

To assist Rentokil to continue integration planning in relation to the potential sale of the Divestiture Package, the CMA consents to the Relevant Individuals being provided with the Confidential Information and for those individuals to use that information in connection with integration planning, provided that:

- a) access to the Confidential Information is restricted to individuals listed in Annexes 1 and 2;
- b) access to the Additional Confidential Information is restricted to the individuals that are listed in Annex 3;
- c) the individuals listed in Annexes 1, 2 and/or 3 (the ***Relevant Individuals***) adhere to signed NDAs as agreed with the CMA;
- d) the Relevant Individuals will return or destroy any records or copies (electronic or otherwise) of such information relating to Cannon in the event a sale does not go ahead; and
- e) the Relevant Individuals keep the Monitoring Trustee informed of material progress made on integration planning.
- f) Cannon will input nominal value figures for the Divestiture Package's customers' invoice values.

Annex 1 – The Pre-Signing Request

Name	Job title	Role	Information required
[X]	Data Analyst	[X]	Data belonging to the retained business [X]
[X]	Data Insight Manager	[X]	Data belonging to the retained business [X]
[X]	Programme Developer	[X]	Data belonging to the retained business [X]
[X]	HR Manager	[X]	Data belonging to the retained business and the Divestiture Package, and in particular all employment and employee details
[X]	HR Manager	[X]	
[X]	Business Systems Support	[X]	Data belonging to the retained business [X]
[X]	Business System Support	[X]	

Annex 2 – The Post-Signing Request

Name	Job title	Role	Information required
[X]	Area Managing Director	[X]	Data belonging to the retained business [X]
[X]	Commercial Finance Controller	[X]	Data belonging to the retained business only
[X]	Management Accountant	[X]	Data belonging to the retained business and

[X]	Divisional Finance Director		the Divestiture Package
[X]	iCabs Manager	[X]	Data belonging to the retained business [X]
[X]	Inventory Manager	[X]	Data belonging to the retained business only
[X]	Operations Director (Washrooms)	[X]	Data belonging to the retained business [X]
[X]	Operations Director (Medical)		
[X]	Director of Central Operations	[X]	Data belonging to the retained business (and data required in connection with the transitional sub-contracting arrangements to be provided to Citron)
[X]	Robotics and data manager	[X]	Data belonging to the retained business [X]
[X]	Shared Services Manager	[X]	Data belonging to the retained business only
[X]	Head of processing	[X]	Data belonging to the retained business only, generally this will be on an aggregated basis and [X] focus will be on data that is not commercially sensitive (i.e. number

			of mats and rolls for collection).
[X]	HR Operations Manager	[X]	Employee data belonging to the retained business only

Annex 3 – Confidential Information

The following individuals will be permitted access to the Additional Confidential Information:

[X]

Annex 4 – Confidential Information

The Relevant Individuals will be permitted access to the following information belonging to Cannon:

[X]

Annex 5 – Additional Confidential Information

[The individuals listed in Annex 3 will be permitted access to the categories of information shown in the annexed template Excel spreadsheet¹, which is dated 20 August 2019 and shows the categories of information recorded in iCabs.]

¹ The annexed template Excel Spreadsheet has been redacted for confidentiality reasons