

21 October, 2008

RENTOKIL INITIAL PLC

**Issue of £50,000,000 Floating Rate Notes due 2013
under the €2,500,000,000**

Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 17 October, 2008, as supplemented from time to time, which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Prospectus as supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus as supplemented. The Prospectus is available for viewing on the website of the London Stock Exchange and is available for viewing at, and copies may be obtained from, the registered office of the Issuer at Portland House, Bressenden Place, London SW1E 5BH, United Kingdom.

1. (i) Series Number: 19
(ii) Tranche Number: 1
2. Specified Currency or Currencies: Pounds Sterling (“£”)
3. Aggregate Nominal Amount:
 - (i) Series: £50,000,000
 - (ii) Tranche: £50,000,000
4. Issue Price: 100 per cent. of the Aggregate Nominal Amount
5. (i) Specified Denominations: £50,000 and integral multiples of £1,000 in excess thereof up to and including £99,000. No Notes in definitive form will be issued with a denomination above £99,000.
(ii) Calculation Amount £1,000
6. Issue Date and Interest Commencement Date: 23 October, 2008

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| 7. | Maturity Date: | The Interest Payment Date falling on or nearest to 20 September, 2013. |
| 8. | Interest Basis: | Floating Rate of 3 month sterling LIBOR plus 3.25 per cent. per annum (further particulars specified below) |
| 9. | Redemption/Payment Basis: | Redemption at par |
| 10. | Change of Interest Basis or Redemption/ Payment Basis: | Not Applicable |
| 11. | Put/Call Options: | Investor Put exercisable in limited circumstances (further particulars specified below) |
| 12. | Method of distribution: | Non syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 13. | Fixed Rate Note Provisions | Not Applicable |
| 14. | Floating Rate Note Provisions | Applicable |
| (i) | Specified Period(s)/Specified Interest Payment Dates: | 20 December, 20 March, 20 June and 20 September in each year, from and including 20 December, 2008 to and including 20 September, 2013.

There will be a short first Interest Period from and including the Issue Date to but excluding 20 December, 2008 (the “ First Interest Period ”). |
| (ii) | Business Day Convention: | Following Business Day Convention |
| (iii) | Additional Business Centre(s): | Not Applicable |
| (iv) | Manner in which the Rate of Interest and Interest Amount is to be determined: | Screen Rate Determination |
| (v) | Party responsible for calculating the Rate of Interest and Interest Amount (if not the Agent): | Not Applicable |
| (vi) | Screen Rate Determination: | |
| | – Reference Rate: | 3 month sterling LIBOR (except for the First Interest Period, in which case the rate shall be determined by reference |

				to 2 month sterling LIBOR)
	-	Interest Determination Date(s):		The first day of each Interest Period
	-	Relevant Screen Page:		Reuters page LIBOR01
	(vii)	ISDA Determination:		Not Applicable
	(viii)	Margin(s):		+ 3.25 per cent. per annum
	(ix)	Minimum Rate of Interest:		Not Applicable
	(x)	Maximum Rate of Interest:		Not Applicable
	(xi)	Day Count Fraction:		Actual/365 (Sterling)
	(xii)	Fall back provisions, rounding provisions and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:		Conditions apply
15.		Zero Coupon Note Provisions		Not Applicable
16.		Index Linked Interest Note Provisions		Not Applicable
17.		Dual Currency Interest Note Provisions		Not Applicable
PROVISIONS RELATING TO REDEMPTION				
18.		Issuer Call:		Not Applicable
19.		Investor Put:		Applicable following the occurrence of a Put Event (as defined in Condition 6(g)) only.
	(i)	Optional Redemption Date(s):		Put Date (as defined in Condition 6(g))
	(ii)	Optional Redemption Amount and method, if any, of calculation of such amount(s):		£1,000 per Calculation Amount
	(iii)	Notice period (if other than as set out in the Conditions):		As per Condition 6(g)

20. Final Redemption Amount: £1,000 per Calculation Amount
21. Early Redemption Amount of each Note payable on the occurrence of a Put Event as described in Condition 6(g), redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in Condition 6(e)): Condition 6(e) applies

GENERAL PROVISIONS APPLICABLE TO THE NOTES

22. Form of Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event.
23. Additional Financial Centre(s) or other special provisions relating to Payment Days: Not Applicable
24. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No
25. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable
26. Details relating to Instalment Notes:
- (i) Instalment Amount(s): Not Applicable
- (ii) Instalment Date(s): Not Applicable
27. Redenomination applicable: Redenomination not applicable
28. Other Final Terms: Not Applicable

DISTRIBUTION

29. (i) If syndicated, names of Managers: Not Applicable
- (ii) Date of Subscription: Not Applicable

Agreement:

- (iii) Stabilising Manager (if any): Not Applicable
30. If non-syndicated, name of relevant Dealer: Merrill Lynch International
31. Whether TEFRA C or TEFRA D rules applicable or TEFRA rules not applicable: TEFRA D
32. Additional selling restrictions: Not Applicable

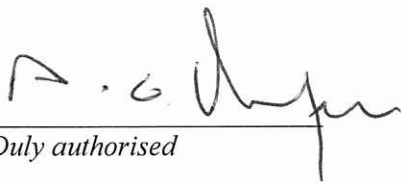
PURPOSE OF FINAL TERMS

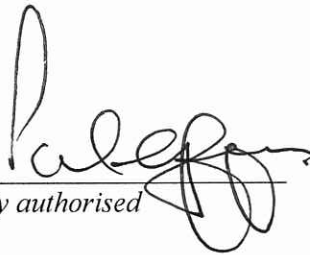
These Final Terms comprise the details required to list the issue of Notes described herein pursuant to the listing of the €2,500,000,000 Euro Medium Term Note Programme of Rentokil Initial plc.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: 
Duly authorised

By: 
Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing: London
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on the London Stock Exchange's regulated market with effect from or about the Issue Date.
- (iii) Estimate of total expenses related to admission to trading: £3,172.50

2. RATINGS

- Ratings: The Notes to be issued have been rated.
- S & P: BBB-

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Dealer, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

4. OPERATIONAL INFORMATION

- (i) ISIN Code: XS0395595522
- (ii) Common Code: 039559552
- (iii) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): Not Applicable
- (iv) Delivery: Delivery against payment
- (v) Names and addresses of additional Paying Agent(s) (if any): Not Applicable