

#51159

Date:

October 12, 2022

# Subject: Terminix Global Holdings, Inc. (Election Merger) – Contract Adjustment Option Symbol: 10/12/22 – TMX remains TMX 10/13/22 – TMX becomes RTO1 Date: 10/12/2022

On October 6, 2022, Shareholders of Terminix Global Holdings, Inc. (TMX) voted concerning the proposed merger with Rentokil Initial plc. The merger was approved and subsequently consummated before the open on October 12, 2022.

# The Merger: Aggregate Terms

The total number of Rentokil Initial American Depositary Shares ("ADSs") to be issued under the terms of the merger agreement will be the product of the exchange ratio of 1.0619 and the total number of issued and outstanding TMX shares immediately prior to the effective time of the merger.

The Rentokil Initial ADSs to be issued in connection with the transaction will be listed on the New York Stock Exchange and are expected to trade under the symbol "RTO."

# The Merger: Individual Share Elections

Within the terms of the Merger, individual TMX Shareholders may:

- Elect to receive a number of Rentokil Initial plc ADSs equal to: (A) 1.0619 ("exchange ratio") plus (B) the quotient of \$11.00 ("per share cash amount") and the VWAP of Rentokil Initial plc ADSs for the trading day that is two trading days prior to the closing date of the transaction (such trading day, the "measurement day," and such price, the "Rentokil Initial ADS price") calculated as described in the TMX/Rentokil Initial plc Proxy Statement/Prospectus dated September 7, 2022 ("Proxy"). This election is the "Stock Consideration." Cash will be paid in lieu of fractional shares. The Stock Consideration is subject to proration. OR,
- Elect to receive an amount in cash equal to (A) the per share cash amount plus (B) the product of the exchange ratio and the Rentokil Initial ADS price. This election is the "Cash Consideration." The Cash Consideration is subject to proration. OR,
- Register no preference by not making an election. Shares for which a properly completed election form has not been submitted by the election deadline will be deemed to have elected to receive the Stock Consideration.

Elections must be submitted to the exchange agent, Computershare Inc. The election deadline was 5:00 p.m. Eastern Time on October 6, 2022. TMX Shareholders must observe all terms and conditions for the election as specified in the Proxy. It should be noted that it is unknown if shares may be delivered pursuant to an

election under "Notices of Guaranteed Delivery" which allows delivery of TMX shares within a certain number of business days of submission of the notices. In all cases, Call option holders exercising in order to obtain stock for an election must exercise in sufficient time to be able to make valid delivery pursuant to the election procedures.

# The Merger Consideration: Prorations

The Stock Consideration and Cash Consideration are subject to proration as described in the Proxy.

#### **Contract Adjustment**

Date:	October 12, 2022
Option Symbol:	10/12/22 – TMX remains TMX (with adjusted deliverable described below) 10/13/22 – TMX changes to RTO1
Strike Divisor:	1
Contract Multiplier:	1
New Multiplier:	100 (e.g., a premium or strike price extensions, 45.00 yields \$4,500)
New Deliverable Per Contract:	The deliverable for adjusted TMX options will be BASED ON THE MERGER CONSIDERATION WHICH ACCRUES TO NON-ELECTING TMX SHAREHOLDERS (stated in terms of a current 100-Share deliverable). 100 x the Stock Consideration Note: Once determined the cash in lieu of fractional share portion of the option deliverable remains fixed and does not vary with price changes of any security.
CUSIP:	RTO: 760125104

## **Delayed Settlement**

OCC will delay settlement of RTO1 options until the Stock Consideration has been determined.

## **Disclaimer**

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The determination to adjust options and the nature of any adjustment is made by OCC pursuant to OCC By-Laws, Article VI, Sections 11 and 11A. The determination to adjust futures and the nature of any adjustment is made by OCC pursuant to OCC By-Laws, Article XII, Sections 3, 4, or 4A, as applicable. For both options and futures, each adjustment decision is made on a case by case basis. Adjustment decisions are based on information available at the time and are subject to change as additional information becomes available or if there are material changes to the terms of the corporate event(s) occasioning the adjustment.

ALL CLEARING MEMBERS ARE REQUESTED TO IMMEDIATELY ADVISE ALL BRANCH OFFICES AND CORRESPONDENTS ON THE ABOVE.

For questions regarding this memo, please email the Investor Education team at options@theocc.com. Clearing Member Firms of OCC may contact Member Services at 1-800-544-6091 or, within Canada, at 1-800-424-7320, or email memberservices@theocc.com.