ROLLINS, INC.
CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of Rollins, Inc. (the “Company”) has adopted these Corporate Governance Guidelines (the “Guidelines”), which reflect the Company’s commitment to high standards of corporate governance, to assist the Board in the management of the business and affairs of the Company as required under the rules of the New York Stock Exchange (“NYSE”). These Guidelines will be posted on the Company’s website. These Guidelines will be reviewed periodically and revised, as appropriate, by the Company’s Nominating and Corporate Governance Committee (the “Committee”) to ensure the effective functioning of the Board of Directors and to ensure compliance with the rules of the Securities and Exchange Commission (“SEC”) and the NYSE. The Company’s guidelines for director independence are incorporated herein by reference as Appendix A and are also available on the Company’s website.

I. Director Responsibilities

The fundamental responsibility of members of the Company’s Board of Directors is to promote the best interest of the Company and its stockholders by overseeing the management of the Company’s business affairs. In doing so, Board members have two basic legal obligations to the Company and its stockholders: (a) the duty of care, which generally requires that Board members exercise appropriate diligence in making decisions and in overseeing management of the Company and (b) the duty of loyalty, which generally requires that Board members make decisions based on the best interest of the Company and its stockholders and without regard to personal interest.

Directors are expected to attend all regular and special meetings of the Board of Directors and of all Board committees upon which they serve. Directors are also expected to attend the Annual Stockholders Meeting. To prepare for meetings, directors are expected to review the materials that are sent to them in advance of the meeting.

Directors are bound by the Company’s Code of Business Ethics for Directors and Executive Officers, a copy of which is posted on the Company’s website.

Non-management directors will meet in at least two regularly scheduled executive session per year without management. In order that the interested parties may make their concerns known to the non-management directors, the Company will provide on its website a method by which such parties may communicate with the presiding director or with the non-management directors as a group.
II. Director Qualification Standards

The Board of Directors should be responsible for selecting its own members. The Board delegates the screening process involved to the Committee. The Committee is responsible for determining the appropriate skills and characteristics required of the Board members in the context of the then current make-up of the Board. This determination should take into account all factors the Committee considers appropriate, such as independence, experience, strength of character, mature judgment, technical skills, diversity, age and the extent to which the individual would fill a present need on the Board.

As a “controlled corporation” under NYSE Rule 303A, the Company need not comply with NYSE rules relative to having a majority of independent directors. The Company’s Audit Committee is composed of three “independent” directors as defined by NYSE rules and as set forth in the Audit Committee Charter.

III. Director Tenure

There are no limits on the number of terms that may be served by a director. However, in connection with evaluating recommendations for nominating for re-election, the Committee shall consider director tenure, together with such other criteria determined by the Committee, in light of the specific needs of the Board at the time.

IV. Non-Employee Director Compensation

The Board of Directors, upon the recommendation of the Human Capital Management and Compensation Committee, will determine the form and amount of non-employee director compensation, which may include cash, equity-based awards and/or other forms of compensation. In determining non-employee director compensation, the Board of Directors will consider the levels of compensation customary at other companies of similar size and type.

V. Director Stock Ownership

The Human Capital Management and Compensation Committee shall periodically assess the appropriateness of the Company’s Stock Ownership Guidelines for directors, including whether and to what extent directors should be restricted from selling stock acquired through equity compensation.

VI. Board Access to Officers and Employees

Any meetings or contacts that the Board or an individual director wishes to initiate may be arranged through the Company’s General Counsel. The Board or such individual director will use its judgment to ensure that such contact is not disruptive to the business operations of the Company and may, to the extent appropriate, copy the General Counsel on any written communications between any directors and an officer or employee of the Company.

VII. Management Evaluation and Succession

The non-management directors of the Board will conduct an annual review of the performance of the Chief Executive Officer, taking into account the views and recommendations of the Human Capital Management and Compensation Committee.
The Board of Directors will establish and review such formal and informal policies and procedures, consulting with the Nominating and Corporate Governance Committee, the Chief Executive Officer and others, as it considers appropriate, regarding succession to the Chief Executive Officer in the event of emergency or retirement.

VIII. Director Orientation and Continuing Education

New directors shall participate in an orientation program, to be conducted as soon as practicable after such directors are elected. The General Counsel is responsible for arranging an orientation program tailored to the needs of any new director. Management shall periodically identify for directors third party-provided continuing education programs and the Company shall sponsor the attendance of any director who wishes to attend such programs.

IX. Service on Other Public-Company Boards

Directors shall not serve on more than four publicly traded company boards at a time. Board members wishing to join the board of another publicly traded company shall first notify the Chairman of the Board and the Chair of the Committee prior to joining the board of such company. The Chairman of the Board and the Chair of the Committee will then consult regarding whether the new commitment will allow the director to continue to fulfill the director’s obligations to the Company. Directors are also expected to limit the number of other non-profit boards they serve on in order to devote adequate time and effort to their Board responsibilities.

X. Annual Performance Evaluation of the Board

The Board of Directors will conduct a self-evaluation annually to determine whether it and its committees are functioning effectively. The full Board of Directors will discuss what, if any, action could improve Board and Board committee performance.

Approved 1/24/2022
Last Reviewed 2/14/2023