



ROLLINS, INC. INDEPENDENCE GUIDELINES

It is the expectation and practice of the Board that, in their roles as members of the Board, all directors will exercise their independent judgment diligently and in good faith, and in the best interest of the Company and its shareholders as a whole, notwithstanding any director's other activities or affiliations.

A director will be "independent" if that director is free of any material relationship with the Company or Company management, whether directly or as a partner, shareholder or officer of an organization that has a material relationship with the Company. The Board has adopted the following guidelines for determining whether a director is considered "independent." In addition, special independence requirements apply to members of the Company's Audit Committee. These requirements are set forth in the Company's Audit Committee Charter.

For purposes of these guidelines, "immediate family" will mean a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares the person's home. The "Company" means the Company and all of its subsidiaries.

1. Regardless of their circumstances, a director will not be deemed independent if the director does not meet the independence standards adopted by the New York Stock Exchange ("NYSE") or any applicable legal requirement. Current NYSE rules provide as follows:
 - a) A director who is an employee, or whose immediate family member is an executive officer, of the Company is not independent until three years after the end of such employment relationship.
 - b) A director who receives, or whose immediate family member receives, more than \$120,000 during any 12 month period in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service), is not independent until three years after he or she ceases to receive more than \$120,000 in such compensation during any 12 month period.
 - c) A director who was, or whose immediate family member was, a partner or employee of a present or former internal or external auditor of the Company and personally worked on the Company's

audit is not independent until three years after the end of the partner or employee relationship.

- d) A director who is, or whose immediate family member is, a current partner of the Company's current internal or external auditor, a director who is a current employee of such a firm, or a director whose immediate family member is a current employee of such a firm who personally works on the Company's audit, is not "independent."
 - e) A director who is or was employed, or whose immediate family member is or was employed, as an executive officer of another company where any of the Company's present executives at the same time serve or served on that company's compensation committee is not independent until three years after the end of such concurrent service.
 - f) A director who is an executive officer or an employee, or whose immediate family member is an executive officer, of a company that made payments to, or received payments from, the Company for property or services during any of such other company's last three fiscal years in an amount which, in any single fiscal year, exceeded the greater of \$1 million, or 2% of such other company's consolidated gross revenues, is not independent until the termination of such employee or executive officer relationship.
2. Except in special circumstances, as determined by a majority of the independent members of the Board, the following relationships will be considered not to be material relationships that would affect a director's independence.
- a) If the director, or a member of the director's immediate family, has received less than one hundred and twenty thousand dollars (US \$120,000) in direct compensation from the Company (other than director and committee fees and compensation for prior service which are not contingent in any way on continued services) during every 12 month period within the past three (3) years.
 - b) If the director is a director or officer, or any member of the director's immediate family is a director or officer of a bank to which the Company is indebted, and the total amount of the indebtedness does not exceed one percent (1%) of the total assets of the bank for any of the past three (3) years.
 - c) If the director or any member of the director's immediate family is an employee of a charitable or educational organization, and donations by the Company do not exceed the greater of one million dollars (US \$1,000,000) or two percent (2%) of the organization's consolidated gross revenues within the preceding three (3) years.

- d) If the director has a relationship with the Company of a type covered by item 404(a) and/or item 407 of the Securities and Exchange Commission's Regulation S-K (or any successor regulation), and that relationship need not, according to the terms of those items and any then-current proxy regulations, be disclosed in the Company's annual proxy statement (except for relationships described elsewhere in these guidelines in which case the other guidelines will govern).
 - e) If the director, or a member of the director's immediate family, has direct or beneficial ownership (as defined by Rule 13d-3 under the Securities Exchange Act of 1934) of any amount of any class of common stock of the Company.
3. If a director has a relationship that exceeds the thresholds described in Section 2 above, or another significant relationship with the Company or its management that is not described in Section 2 above, then the independent members of the Board will determine whether that member's relationship would affect the Board member's independence. A determination by the independent Board members that the involved Board member is independent despite the relationship must be unanimous. Any determinations of independence made pursuant to this Section will be disclosed in the Company's proxy statement.
4. The Board must weigh all relevant facts and circumstances in determining independence.

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