



CODE OF BUSINESS CONDUCT AND ETHICS FOR DIRECTORS AND EXECUTIVE OFFICERS AND RELATED PARTY TRANSACTIONS

This Code of Business Ethics (the “Code”) describes the standards of business conduct required of the Rollins, Inc. (the “Company”) principal executive officer, principal financial officers and directors. “Officers” are defined as the principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. No code of conduct can replace the thoughtful behavior of an ethical officer and director, but this Code serves to help us focus on key areas of ethical risk, provide guidance on appropriate behavior, and continue to foster the culture of honesty and accountability which is evident throughout Rollins, Inc.

Each officer and director has a personal responsibility to ensure that his or her actions abide by the letter and the spirit of this Code. Management must instill a culture in which compliance with the Company’s policies and all applicable laws is at the core of all the Company’s business activities.

The policies set forth in this Code are supported by the specific and detailed policies and practices contained in the Company’s Employee Handbook and Code of Business Conduct.

KEY PRINCIPLES

CONFIDENTIALITY

Rollins, Inc. officers and directors must respect and maintain the confidentiality of confidential information regarding the Company, its services and customers.

Officers and directors must maintain the confidentiality of information entrusted to them by the Company and customers of the Company, except when disclosure is authorized or legally permitted or mandated. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. The obligation to safeguard confidential information continues after employment or board service with the Company ends.

NO CONFLICT OF INTEREST

Rollins, Inc. officers and directors must avoid any conflicts of interest that could inhibit their ability to act or make decisions in the best interests of the Company.

A “conflict of interest” exists when a person’s private interest interferes in any way, or even appears to interfere, with the interests of the Company. A conflict situation can arise when an officer or director takes actions or has personal, financial or other interests that may interfere with his or her ability to perform any of his or her work for the Company objectively and effectively. Conflicts of interest also arise when an officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company. An officer or director who is in any doubt as to whether a conflict of interest exists or would exist in a particular situation should check in advance with a group Vice President of the Company. No person may engage in an activity that involves a conflict of interest, except with the specific prior approval in writing of the Nominating & Corporate Governance Committee of the Company.

Every officer and director who is aware of any activity, financial interest or relationship that may present a possible conflict of interest must report the potential conflict of interest as described in the compliance policy “Duty to Report.”

**CORPORATE
OPPORTUNITIES**

Rollins, Inc. officers and directors may not use corporate property, information or position for personal gain.

Officers and directors are prohibited from competing with Rollins, Inc. and owe a duty to the Company to advance the Company’s interests to the best of their abilities. Officers and directors who are aware of an opportunity that is generally in the scope of the Company’s business must present that opportunity to the Company.

**PROTECTION OF
COMPANY ASSETS**

Rollins, Inc. officers and directors must protect the Company’s assets and ensure they are used only for legitimate business purposes.

Theft, carelessness and waste have a direct impact on the Company’s profitability. Officers and directors are responsible for reporting conditions, activities or individuals which threaten the security or condition of Company assets. Report damage, theft or attempted theft, or conditions or practices which might cause harm or loss, whether or not the property in question is entrusted to you.

**FAIR
DEALING**

Rollins, Inc. officers and directors must deal fairly with other employees, customers, vendors and competitors.

No officer or director may take unfair advantage of anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentation of facts or any other unfair-dealing practice.

**Related Party
Transactions**

Rollins Inc. Officers and Directors must inform the Nominating & Corporate Governance Committee in a timely fashion of all related party transactions. The Nominating & Corporate Governance Committee is responsible to approve or ratify a related party transaction, whether or not the transaction is required to be disclosed under Regulation S-K.

A “related party” shall have the meaning set forth in Regulations S-K, Item 404(a) and shall generally mean (1) any Director or Executive Officer of the Company, (2) any nominee for election as a Director, (3) any person known to the Company to be the beneficial owner of more than five percent (5%) of any class of the Company’s voting securities, and (4) any “immediate family member” of any of the foregoing.

An “immediate family member” of a person shall mean (1) any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of such person and (2) any person (other than a tenant or employee) sharing the household of such person.

A “related party transaction” shall have the meaning ascribed to transactions required to be reported under Regulation S-K, Item 404(a) and shall generally refer to any transaction in which the Company participates and the amount involved exceeds \$120,000 and any “related person” had or will have a direct or indirect material interest.

The Nominating & Corporate Governance Committee shall have the following authority and responsibilities relative to “related party transactions:”

- to review, approve or ratify related party transactions, including material amendments;
- to only approve or ratify related party transactions that are in compliance with applicable law, consistent with the Company’s corporate governance policies (including those relative to conflicts of interest and usurpation of corporate opportunities) and on terms that are deemed to be fair to the Company;
- to hire legal, accounting, financial or other advisors as it may deem necessary or desirable and/or to delegate responsibilities to executive officers of the Company in connection with discharging the duties of the Committee; and
- to make periodic reports to the full Board of Directors.

In order for the Nominating & Corporate Governance Committee to approve or ratify a related party transaction, the Committee must be informed or have knowledge of the material terms of the transaction and the relationship or interest of the “related party.” Directors and Executive Officers are responsible for bringing this information to the Committee in a timely fashion.

To the extent a related party transaction is not required to be disclosed under Regulation S-K (such as a transaction determined by competitive bid) and no review, approval or ratification is, in fact, required under this Code, Directors and Executive Officers are still requested to bring information to the attention of the Nominating & Corporate Governance Committee so that it may make the determination as to whether or not the transaction is required to be disclosed. This Code shall presume, in the absence of evidence to the contrary being provided to the Committee, that transactions such as these that are not required to be disclosed (other than those which are non-disclosable solely due to being below the \$120,000 reporting threshold) do not present any conflicts of interest.

In the event that a member of the Nominating & Corporate Governance Committee has a direct or indirect material interest in a related party transaction, then the authority and responsibilities of the Nominating & Corporate Governance Committee outlined above shall be assumed by the Audit Committee of the Board of Directors or by the full Board of Directors.

**COMPLIANCE
WITH LAWS,
RULES AND
REGULATIONS**

Rollins, Inc. officers and directors must abide by all applicable laws, rules and regulations.

The Company actively promotes compliance with all laws, rules and regulations, including insider-trading laws. Officers and directors must comply with the applicable laws of the country in which they operate. Noncompliance is unethical, illegal and in conflict with the Company’s values and commitment to integrity. Violations will be dealt with decisively.

**FAIR AND TIMELY
DISCLOSURE
IN PUBLIC
REPORTING AND
COMMUNICATIONS**

The Company's Chief Executive Officer and Senior Financial Officers are responsible for ensuring that the Company's financial statements, public reports or communications contain disclosure that is full, fair, accurate, timely and understandable.

The Company's Chief Executive Officer and Senior Financial Officers, together with certain other employees designated by the Chief Financial Officer, are responsible for establishing and maintaining effective disclosure controls and procedures and internal controls and procedures for financial reporting. Every principal executive officer and director who is aware of any potential inaccuracy in the Company's disclosures must report the potential inaccuracy as described in the Company policy "Duty to Report."

**DUTY TO
REPORT**

Rollins, Inc. officers and directors who have knowledge that an applicable law, regulation, policy or ethical guideline has been, or may be violated must promptly report such information to an appropriate person within the Company.

The Company actively promotes honest and ethical behavior in all its business activities. Principal executive officers and directors are encouraged to report potential violations to the Audit Committee, Board of Directors, a group Vice President, the General Counsel or Internal Audit Department or through the Business Abuse Hotline at 1.855.270.3687. Officers and directors are also encouraged to speak to appropriate personnel, including the Legal or Internal Audit Department, at any time if there is any doubt about the best course of action in a particular situation. To the extent possible, the Company will take appropriate measures to keep the identity of those reporting suspected violations confidential, though the release of certain limited information may be required to serve the purposes of this Code. There will be no retaliation against any officer or director for reporting a suspected violation. Frivolous reporting or reporting done for an improper purpose, however, will not be tolerated.

Violations of this Code

The values and principles set forth in this Code are critically important to the Company and must be taken seriously by all of us. It is management's obligation to determine, based on the facts and circumstances of each case, whether an infraction under this Code warrants disciplinary action. Such action may involve penalties up to and including termination of employment. Disciplinary action, or lack thereof, does not preclude criminal or civil action by government agencies or law enforcement authorities for suspected violations of applicable laws.

Waivers of this Code

Any waiver of this Code for directors may be made only by the Board of Directors or a Board Committee and must be disclosed to shareholders as required by applicable law or stock exchange regulations.

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