

Rollins, Inc.

Employee Stock Purchase Plan

The Employee Stock Purchase Plan (ESPP) is designed to help you realize your long-term financial goals. It is an easy, convenient way for you to supplement your current investment program with a systematic investment plan. Simply decide how much money you want to set aside each pay period and you will begin to accumulate partial and whole shares of Company stock.

What is the Employee Stock Purchase Plan?

This plan makes it easy for you to become a shareholder of the Company and share in its potential future growth and profitability. You now have the opportunity to purchase the Company's common stock through regular and convenient payroll deductions. By doing so, you will be taking a significant step forward in setting up a structured and systematic program that will benefit you and your family.

Please keep in mind that your participation in the ESPP is entirely voluntary and should be just one part of an overall, well-balanced investment plan.

Who is eligible to participate?

Employees are eligible from date of hire. Participation begins on the 1st of the month following enrollment.

How does the ESPP work?

Once you decide the dollar amount you would like to invest each pay period, the Company will deduct the amount from your paycheck. That amount is combined with all dollars deducted from your fellow employees and forwarded to the trustee each month. The funds are then used to purchase Company stock.

The Company will pay any fees associated with the purchase of shares for your account. Whenever you sell shares from your account, the fees associated with the sale will be deducted from the proceeds of the sale. These fees are charged at institutional rates. The fee to sell or terminate your account is \$15.00 per transaction and \$0.10 commission.

What are the advantages of the Employee Stock Purchase Plan?

There are many advantages. It's convenient and it encourages investment. Investing a specific amount of money every month is one of the easiest ways to build your portfolio. With the ESPP, you simply select the dollar amount you want deducted and the rest is automatic.

The ESPP offers an affordable way to invest. You don't have to commit to buy a specific number of shares of stock each month. Nor, do you have to buy whole shares. Just select the dollar amount with which you are most comfortable.

Although no investment program is risk-free, your Company's plan can help cushion you from market fluctuations through a long-term investment technique known as dollar cost averaging. If you place a fixed amount of money regularly in the same investment, you will buy more shares of stock when the price goes down and fewer shares when it rises. Over the long run, your average cost per share will be less than it would have been if you had bought a fixed number of shares each time.

Purchasing Company stock through this payroll deduction plan also ensures that 100% of your money goes to work for you because you pay no commissions or fees on the purchase of shares. The Company pays them for you.

Will I receive the benefit of dividend reinvestment?

Your account will be credited with any cash dividends paid on your Company stock held in your account. These dividends will be automatically reinvested in additional shares of Company stock on the dividend payment date.

Can I buy additional shares of Company stock through the ESPP?

You may buy additional shares of Company stock by sending a check (drawn on a U.S. bank payable in U.S. currency) American Stock Transfer and Trust Company, P.O. Box 922, Wall Street Station New York, N.Y. 10269-0560. The minimum payroll deduction amount is \$5.00 per pay period.

How do I deposit certificate shares into my account?

You may send in your certificates, along with a letter of instruction to deposit the shares to your Employee Stock Purchase Plan account, to American Stock Transfer and Trust Company (AST) at 6201 15th Avenue, Brooklyn, New York, 11219 ATT: Plan Administration Department. There is a fee of \$7.50 that should accompany your request.

How do I change the amount of my payroll deduction?

You can notify the Company to increase, decrease, or suspend the amount of your payroll deduction by indicating the change on the Participation Form and send it to Rollins, Inc., Benefits Department, 2170 Piedmont Road NE., Atlanta, GA 30324 (U.S. paid employees) or PCO Canada Payroll Department, 5840 Falbourne Street, Mississauga, Ontario L5R 4B5 (Canadian employees). All changes will be effective with the next available payroll.

What records of my transactions will I receive?

Each quarter (March, June, September & December) you will receive a summary statement of your account. It will include the total shares held in the plan for your account. In addition, it will detail all activity in your account year to date, listing the total number of shares you've accumulated as well as the number of shares and the price of each purchase, sale or dividend reinvestment.

Withdrawals

You may withdraw all or part of your account at any time. To request a withdrawal, complete the transaction request form attached to the bottom of your statement and return to American Stock Transfer and Trust Company, P.O. Box 922, Wall Street Station, New York, N.Y. 10269-0560.

Termination

When your employment with the Company ends, you will no longer be eligible to make contributions to the ESPP by payroll deduction. You may keep your account at AST under the regular stockholder file or you may withdraw all of your account share's To request a withdrawal, complete the transaction request form attached to the bottom of your statement and return it to American Stock Transfer and Trust Company, P.O. Box 922, Wall Street Station, New York, N. Y. 10269-0560. For additional information, call AST **1.866.708.5581**

You may also perform certain financial transactions online at www.amstock.com. You will need to know your ten (10) digit AST account number and your social security number to gain access to your account. You may call the toll free number and process certain transactions also.

What additional corporate information will I be entitled to as a shareholder?

As soon as you own one whole share of Company stock, you will generally receive all material that is distributed by the Company for the benefit of its shareholders. This includes such items as annual reports, interim reports and proxy statements. When the company distributes proxies, our whole shares are voted in accordance with your written instructions.

Get information on your account at the touch of a button.

For any inquires call AST at **1.866.708.5581**

For transfer agent inquires call AST at **1.866.708.5581**

Neither the Company nor American Stock Transfer and Trust Company LLC will be liable for any act performed in good faith or for any good faith omission to act, including, without limitations, any claim of liability arising out of (i) failure to terminate an employees' account, sell stock held in the Plan, or to invest payroll and optional cash or dividends (ii) the prices at which stock is purchased or sold for the employees' account and the time such purchases or sales are made, including price fluctuations in the market value after purchases or sales.

Get started now:

Just complete the ESPP Participation Form today and return it to:

(US Paid Employees)

Rollins, Inc. Benefits Department

2170 Piedmont Road, NE

Atlanta, GA 30324

(Canadian Employees)

PCO Canada Payroll Department

5840 Falbourne Street

Mississauga, Ontario L5R 4B5