

ENIGMA SERVICES GROUP LIMITED

REGISTERED NUMBER 53775

REPORT OF THE DIRECTORS

The directors submit their annual report, together with the financial statements of the company for the year ended 31 December 2002.

PROFIT AND LOSS ACCOUNT

During the year the company has not traded, has not incurred any liabilities and consequently has made neither profit nor loss.

PRINCIPAL ACTIVITY

The company did not trade during the year and is dormant.

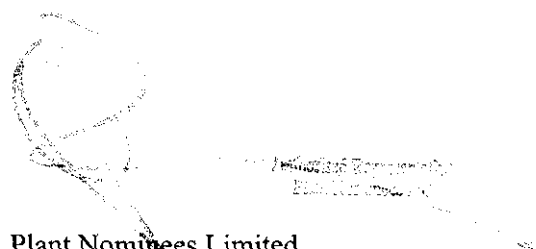
DIRECTORS

The directors who served during the year were:

Grayston Central Services Limited
Plant Nominees Limited

Neither Grayston Central Services Limited nor Plant Nominees Limited held any beneficial interests in the share capital of the company or of Rentokil Initial plc at either 1 January 2002 or 31 December 2002.

By order of the board



Plant Nominees Limited
Secretary

Garland Road
East Grinstead
West Sussex
RH19 1DY

26 March 2003



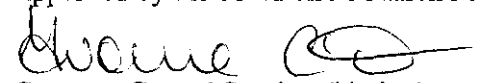
ENIGMA SERVICES GROUP LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2002

	<u>2002</u> £'000	<u>2001</u> £'000
FIXED ASSETS		
INVESTMENTS – shares in group undertakings (note 1)	-	-
AMOUNTS OWED TO GROUP UNDERTAKINGS	<u>6,737.8</u>	<u>6,737.8</u>
TOTAL ASSETS LESS CURRENT LIABILITIES	<u>6,737.8</u>	<u>6,737.8</u>
EQUITY CAPITAL AND RESERVES		
AUTHORISED SHARE CAPITAL		
40,600,000 ordinary shares of 5p each	<u>2,030.0</u>	<u>2,030.0</u>
CALLED UP SHARE CAPITAL		
32,603,540 allotted and fully paid ordinary shares of 5p each	1,630.2	1,630.2
SHARE PREMIUM ACCOUNT	4,939.1	4,939.1
PROFIT AND LOSS ACCOUNT	<u>168.5</u>	<u>168.5</u>
EQUITY SHAREHOLDERS' FUNDS	<u>6,737.8</u>	<u>6,737.8</u>

- (a) For the year ended 31 December 2002 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.
- (b) No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 249B(2).
- (c) The directors acknowledge their responsibility for:
- i ensuring the company keeps accounting records which comply with section 221;
and
 - ii preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year, and of its profit or loss for the financial year, in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

Approved by the board on 26 March 2003


Grayston Central Services Limited
DIRECTOR

Authorised Representative
Grayston Central Services Ltd

ENIGMA SERVICES GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2002

1. The investment, which is valued at cost less any provision for diminution in value, represents a 100% interest in the ordinary share capital of Enigma Laundries Limited, a dormant company. The investment has been fully written down as the directors consider that the investment has no value.
2. The company is exempt from the requirement to prepare group financial statements, as it is a wholly owned subsidiary of Rentokil Initial plc, and as such these financial statements present financial information about the company as an individual undertaking.
3. During the year the company has not traded, has not incurred any liabilities and consequently has made neither profit nor loss. Neither of the directors received any emoluments in respect of their services to the company. The company's annual filing fees for the year ended 31 December 2002 have been borne by Rentokil Initial plc.
4. The company's immediate parent company is BET UK Limited. The company's ultimate parent company is Rentokil Initial plc, which forms the only group into which the financial statements of the company are consolidated. The consolidated financial statements of Rentokil Initial plc are available from Felcourt, East Grinstead, West Sussex, RH19 2JY.