

BET OVERSEAS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2006

REGISTERED NUMBER: 374698

THURSDAY



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COMPANIES HOUSE

BET OVERSEAS LIMITED

REPORT OF THE DIRECTORS

The directors present their report and the audited accounts of the company for the year ended 31 December 2006

Principal activities and business review

The company is a wholly owned subsidiary of Rentokil Initial plc and operates as part of the Group's central division. The principal activity of the company is that of a holding company. There have been no significant changes in the company's principal activity in the year under review. The directors do not intend, at the date of this report, that there will be any major changes in the company's activities in the next year.

The balance sheet on page 6 of the financial statements shows that the company's financial position at the year end is, in net assets, consistent with the prior year except for the impact of a rationalisation of inter company loans.

There have been no significant events in the year under review.

The Rentokil Initial Group manages its operations on a divisional basis. For this reason, the company's directors believe that analysis using key performance indicators for the company is not necessary or appropriate for an understanding of the development, performance or position of the business. The performance of the general central division of Rentokil Initial plc, which includes the company, is discussed in the Group's Annual Report which does not form part of this report.

Principal risks and uncertainties

The directors of Rentokil Initial plc manage the risks of the Rentokil Initial Plc Group (the Group) at a group level, rather than at an individual business unit level. For this reason, the Company's directors believe that a discussion of the Group's risks would not be appropriate for an understanding of the development, performance or position of the Company's business. The principal risks and uncertainties of the Group, which include those of the Company, are discussed in the Group's 2006 Annual Report which does not form part of this report.

Employees

The company had no employees in the year under review.

Results and dividends

During the year the company derived profit of £10,155,000 (2005 £1,101,000) from income from subsidiary undertakings, profit on disposal of investments and interest. The directors do not recommend the payment of a dividend for 2006 (2005 £Nil).

Policy in relation to payment of suppliers

The company has no external suppliers and therefore there are no trade creditors at the year end from which to calculate creditor days.

Directors

P Griffiths

Grayston Central Services Limited

Plant Nominees Limited

The directors named above held office throughout the year except where indicated. 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 2006 or 31 December 2006.

BET OVERSEAS LIMITED

REPORT OF THE DIRECTORS (CONTINUED)

The interests of Mr P Griffiths in the ordinary shares of Rentokil Initial plc are shown below

Shares

Rentokil Initial plc Ordinary shares of 1p each (Number of shares)		
	<u>1 January 2006</u> <u>Beneficial interest</u>	<u>31 December 2006</u> <u>Beneficial interest</u>
P Griffiths	54	54

Share Options

Rentokil Initial plc Ordinary shares of 1p each (Number of shares)					
	<u>At 1</u> <u>January 2006</u>	<u>Granted</u> <u>during the year</u>	<u>Exercised</u> <u>during the year</u>	<u>Lapsed</u> <u>during the</u> <u>year</u>	<u>At 31</u> <u>December 2006</u>
P Griffiths	224,606	-	-	(8,272)	216,334

Performance Share Plan

	<u>At 1</u> <u>January 2006</u>	<u>Acquired</u> <u>during the year</u>	<u>Released during</u> <u>the year</u>	<u>At 31</u> <u>December 2006</u>
P Griffiths	-	48,167	-	48,167

Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations. Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that year. In preparing those financial statements, the directors are required to

- confirm that suitable accounting policies have been used and then apply them consistently,
- confirm that judgements and estimates are reasonable and prudent,
- confirm that applicable accounting standards have been followed,
- prepare the financial statements on a going concern basis, unless it is inappropriate to presume the company will continue in business

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. The directors confirm that they have complied with the above requirements in preparing the financial statements.

Statement of disclosure of information to auditors

In accordance with section 234 of the Companies Act, each director who was a director at the time the report was approved confirms the following

- So far as each director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- Each has taken all steps that each ought to have taken as a director to make himself aware of any relevant information and to establish that the company's auditors are aware of that information

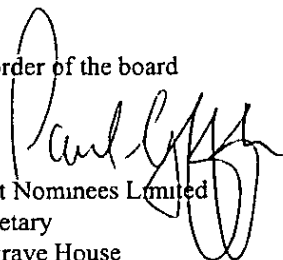
BET OVERSEAS LIMITED

REPORT OF THE DIRECTORS (CONTINUED)

Auditors

The auditors, PricewaterhouseCoopers LLP, are willing to continue in office and their reappointment will be proposed at the Annual General Meeting

By order of the board



Plant Nominees Limited
Secretary
Belgrave House
76 Buckingham Palace Road
London
SW1W 9RF

9 May 2007

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BET OVERSEAS LIMITED

We have audited the financial statements of BET Overseas Limited for the year ended 31 December 2006, which comprise the Profit and Loss Account, the Balance Sheet, and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2006 and of its profit for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
London
9 May 2007

BET OVERSEAS LIMITED**PROFIT AND LOSS ACCOUNT****FOR THE YEAR ENDED 31 DECEMBER 2006**

	Notes	<u>2006</u> £'000	<u>2005</u> £'000
TURNOVER			
Income from subsidiary undertakings		9,224	-
Profit from disposal of investment	7	<u>1,057</u>	<u>1,303</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE INTEREST AND TAXATION		10,281	1,303
Interest receivable and similar income	2	-	57
Interest payable and similar expenses	3	<u>(126)</u>	<u>-</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	4	10,155	1,360
Taxation on profit on ordinary activities	6	<u>-</u>	<u>(259)</u>
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		10,155	1,101
Equity dividends paid		<u>-</u>	<u>-</u>
RETAINED PROFIT FOR THE YEAR	12	<u>10,155</u>	<u>1,101</u>

The profits for the year are wholly attributable to the continuing operations of the company

The company had no recognised gains and losses during the year other than those recorded in the profit and loss account above, accordingly, no separate statement of total recognised gains and losses has been prepared

There is no difference between the profit on ordinary activities before taxation and the retained profit for the financial year and their historical cost equivalents

The notes on pages 7 to 10 form part of the financial statements

BET OVERSEAS LIMITED**BALANCE SHEET AS AT 31 DECEMBER 2006**

	Notes	<u>2006</u> £'000	<u>2005</u> £'000
FIXED ASSETS			
Investments – shares in subsidiary undertakings	7	—	<u>77,210</u>
CURRENT ASSETS			
Debtors – amounts falling due within one year	8	234,921	147,555
CREDITORS			
Amounts falling due within one year	9	<u>(140,882)</u>	<u>(140,881)</u>
NET CURRENT ASSETS		<u>94,039</u>	<u>6,674</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		94,039	83,884
NET ASSETS		<u>94,039</u>	<u>83,884</u>
EQUITY CAPITAL AND RESERVES			
Called up share capital	10	76,667	76,667
Profit and loss account	11	<u>17,372</u>	<u>7,217</u>
EQUITY SHAREHOLDERS' FUNDS	12	<u>94,039</u>	<u>83,884</u>

The financial statements on pages 5 to 10 were approved by the board on 9 May 2007 and were signed on its behalf by



Grayston Central Services Limited
Director

The notes on pages 7 to 10 form part of the financial statements

BET OVERSEAS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2006

1. ACCOUNTING POLICIES

Accounting convention

The financial statements are prepared on the going concern basis, under the historical cost convention and comply with the Companies Act 1985 as amended by the Companies Act 1989 and applicable accounting standards. The particular accounting policies adopted by the directors are described below and are considered suitable, have been consistently applied and are supported by reasonable and prudent judgements and estimates.

New accounting standards

The following new accounting standard was issued by the Accounting Standards Board and adopted by the company:

FRS 20 "Share-based payment",
FRS 23 "The effects of changes in foreign exchange rates",
FRS 24 "Reporting in a hyperinflationary economy", and
FRS 26 "Financial Instruments: Measurement" amendments

There was no impact on the financial statements on adopting these new accounting standards.

Cash flow statement and related party disclosures

The company is a wholly owned subsidiary of Rentokil Initial plc and is included in the consolidated financial statements of Rentokil Initial plc which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1 (Revised 1996). The company is also exempt under the terms of Financial Reporting Standard 8 from disclosing related party transactions (but not balances) with entities that are part of the Rentokil Initial plc group or investees of the Rentokil Initial plc group (note 14).

Consolidated financial statements

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.

Investments

Investments held as fixed assets are stated at cost less provisions for any impairment. In the opinion of the directors the value of such investments is not less than that shown at the balance sheet date.

BET OVERSEAS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2006 (CONTINUED)

2. INTEREST RECEIVABLE AND SIMILAR INCOME

	<u>2006</u> £'000	<u>2005</u> £'000
Exchange adjustments	—	57

3. INTEREST PAYABLE AND SIMILAR EXPENSES

	<u>2006</u> £'000	<u>2005</u> £'000
Exchange adjustments	126	—

4. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

There is no charge to the profit and loss account for auditor's remuneration as the costs of the company's audit are borne by another group company

5. EMPLOYEES' AND DIRECTORS' REMUNERATION

The company has no employees and accordingly there are no employee costs (2005 £Nil) The directors received no emoluments in respect of qualifying services to the company In addition none of the directors had any retirement benefits accruing to them under defined benefit pension schemes

6. TAXATION ON PROFIT ON ORDINARY ACTIVITIES

	<u>2006</u> £'000	<u>2005</u> £'000
Current Tax :		
Tax on profit on ordinary activities	—	259

The tax assessed for the period is lower than the standard rate of corporation tax in the UK (30%) The differences are explained below

	<u>2006</u> £'000	<u>2005</u> £'000
Profit on ordinary activities before tax	10,155	1,360
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK (30%) (2005 30%)	3,046	408
Effects of		
Shareholders overseas tax liability for associate	-	325
Prior year adjustment	-	(66)
Loss surrendered to group company for no consideration	38	-
Non taxable dividend income	(2,767)	-
Non taxable capital gains	(317)	(408)
Current tax charge for the period	—	259

BET OVERSEAS LIMITED**NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31 DECEMBER 2006 (CONTINUED)****7. FIXED ASSET INVESTMENTS**

	Total
	£'000
At 1 January 2006	77,210
Disposal of subsidiary	<u>(77,210)</u>
At 31 December 2006	<u>—</u>

On 7th September 2006 the company disposed of its investment in Rentokil Initial Finance Ltd for consideration of £78,267,070. The value of the investment was £77,209,797 and the profit on disposal was £1,057,273.

8. DEBTORS - AMOUNTS FALLING DUE WITHIN ONE YEAR

	<u>2006</u>	<u>2005</u>
	<u>£'000</u>	<u>£'000</u>
Amounts owed by group undertakings	<u>234,921</u>	<u>147,555</u>

Amounts owed by group undertakings are unsecured, interest free and have no fixed date of repayment.

9. CREDITORS - AMOUNTS FALLING DUE WITHIN ONE YEAR

	<u>2006</u>	<u>2005</u>
	<u>£'000</u>	<u>£'000</u>
Amounts owed to other group undertakings	<u>140,882</u>	<u>140,881</u>

Amounts owed by group undertakings are unsecured, interest free and have no fixed date of repayment.

BET OVERSEAS LIMITED**NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31 DECEMBER 2006 (CONTINUED)****10. CALLED UP SHARE CAPITAL**

	<u>2006</u> <u>£'000</u>	<u>2005</u> <u>£'000</u>
AUTHORISED		
200,000,000 ordinary shares of 50p each	<u>100,000</u>	<u>100,000</u>
CALLED UP SHARE CAPITAL		
153,334,924 allotted and fully paid ordinary shares of 50p each (2005 153,334,924)	<u>76,667</u>	<u>76,667</u>

11. PROFIT AND LOSS ACCOUNT

	<u>2006</u> <u>£'000</u>
At 1 January	7,217
Retained profit for the year	<u>10,155</u>
At 31 December	<u>17,372</u>

12. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	<u>2006</u> <u>£'000</u>	<u>2005</u> <u>£'000</u>
Profit for the year	10,155	1,101
Opening shareholders' funds	<u>83,884</u>	<u>82,783</u>
Closing shareholders' funds	<u>94,039</u>	<u>83,884</u>

13. ULTIMATE PARENT COMPANY

The company's immediate parent company is BET Ltd. The company's ultimate controlling 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 Belgrave House, 76 Buckingham Palace Road, London, SW1W 9RF.

14. OTHER RELATED PARTY TRANSACTIONS

Rentokil Initial plc is also the company's ultimate controlling party. The company has not undertaken any transactions with related parties during the year, other than transactions with fellow members of Rentokil Initial plc. Such transactions are exempt from disclosure under FRS 8.