

TREATIM LIMITED

REPORT OF THE DIRECTORS

The directors submit their annual report, together with the audited accounts of the company for the year ended 31 December 1994 which will be laid before the members at the annual general meeting.

PROFIT AND LOSS ACCOUNT

The result for the year amounted to £Nil (1993: Profit £14,999). The directors do not recommend the payment of a dividend for 1994 (1993: Nil).

PRINCIPAL ACTIVITY

The principal activity is the provision of management services to its associated companies.

REVIEW OF OPERATIONS

1994 was another successful year for the company. The directors view the future of the company with confidence and expect 1995 to be another satisfactory year.

DIRECTORS

The directors who served during the year were:

A Ross-Jones	-	resigned 17 January 1994
R Ward-Jones		
CT Pearce		
G Keith	-	appointed 17 January 1994

Mr G Keith retires by rotation and being eligible offers himself for re-election.

Mr CT Pearce is a director of the immediate parent company, Rentokil Group PLC, and his interests in Rentokil Group PLC are shown in the accounts of that company.

Mr G Keith and Mr R Ward-Jones are directors of Rentokil Limited and their interests in Rentokil Group PLC are shown in the accounts of Rentokil Limited.

Rentokil Group PLC has purchased cover for the directors against liabilities in relation to the company, as permitted by the Companies Act 1985.



TREATIM LIMITED

REPORT OF THE DIRECTORS (CONTINUED)

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare accounts 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 period. In preparing these accounts, the directors have:

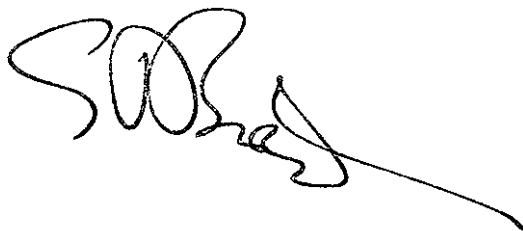
- selected suitable accounting policies and then applied them consistently;
- made judgements and estimates that are reasonable and prudent;
- followed applicable accounting standards;
- prepared the accounts on a going concern basis.

The directors are responsible for ensuring that the company keeps 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 accounts 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.

AUDITORS

Price Waterhouse have indicated their willingness to continue as auditors to the company and a resolution to reappoint them will be proposed at the annual general meeting.

By order of the board



GT Brown
Company Secretary
Felcourt
East Grinstead
West Sussex
RH19 2JY

6 March 1995

**AUDITORS' REPORT TO THE SHAREHOLDERS OF
TREATIM LIMITED**

We have audited the accounts on pages 4 to 8 which have been prepared under the historical cost convention and the accounting policies set out on page 6.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described on page 2 the company's directors are responsible for the preparation of accounts. It is our responsibility to form an independent opinion, based on our audit, on these accounts and to report our opinion to you.

BASIS OF OPINION

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

OPINION

In our opinion the accounts give a true and fair view of the state of the company's affairs at 31 December 1994 and have been properly prepared in accordance with the Companies Act 1985.

Price Waterhouse

Price Waterhouse
Chartered Accountants
and Registered Auditors
Bridge Gate
55-57 High Street
Redhill
Surrey
RH1 1RX

6 March 1995

TREATIM LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 1994

	<u>1994</u> £	<u>1993</u> £
TURNOVER (Note 1)	-	22,999
Administrative expenses	<u>-</u>	(<u>8,000</u>)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION (Note 2)	-	14,999
Taxation on profit on ordinary activities	<u>-</u>	<u>-</u>
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION (Note 5)	<u>-</u>	<u>14,999</u>

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

Retained profits represent the total of all recognised gains and losses relating to the financial year and the corresponding year.

The notes on pages 6 to 8 form part of the accounts.

TREATIM LIMITED

BALANCE SHEET - 31 DECEMBER 1994

	1994	1993
	£	£
FIXED ASSET INVESTMENT (Note 3)	500	500
CURRENT ASSETS		
Debtors (Note 4)	<u>142,967</u>	<u>142,967</u>
NET CURRENT ASSETS	<u>142,967</u>	<u>142,967</u>
TOTAL ASSETS LESS CURRENT LIABILITIES	<u>143,467</u> =====	<u>143,467</u> =====
CALLED UP SHARE CAPITAL Authorised, issued and fully paid Ordinary shares of £1 each	1,000	1,000
1 preference share of £1	<u>1</u>	<u>1</u>
	1,001	1,001
PROFIT AND LOSS ACCOUNT (Note 5)	<u>142,466</u>	<u>142,466</u>
	<u>143,467</u> =====	<u>143,467</u> =====

Approved by the board on 6 March 1995



CT Pearce
DIRECTOR

The notes on pages 6 to 8 form part of the accounts.

TREATIM LIMITED

NOTES TO THE ACCOUNTS - 31 DECEMBER 1994

1 ACCOUNTING POLICIES

(a) BASIS OF PREPARATION

The company prepares its accounts on the basis of historical cost. The company accounts have been prepared in accordance with the Companies Act 1985 as amended by the Companies Act 1989 and applicable accounting standards.

In accordance with paragraph 8c of FRS 1, the company, being the wholly owned subsidiary of another company which prepares a cash flow statement including that of this company, has not prepared such a statement itself.

Group accounts are not prepared as the company is itself a wholly owned subsidiary of Rentokil Group PLC, a company registered in England.

(b) TURNOVER

Turnover represents management charges received and receivable from associated companies.

(c) ASSOCIATED COMPANIES

Interests in associated companies are stated at cost less amounts provided.

2 PROFIT BEFORE TAXATION

	<u>1994</u> £	<u>1993</u> £
The profit on ordinary activities before taxation comprises:		
Income from associated companies	-	22,999
Management fees payable to fellow subsidiary company	<u>-</u>	<u>(8,000)</u>
	<u>-</u>	<u>14,999</u>

The company has no employees. None of the directors received any emoluments in respect of services provided to the company.

The auditors' remuneration is borne by the immediate parent company.

TREATIM LIMITED

NOTES TO THE ACCOUNTS - 31 DECEMBER 1994 (Continued)

3 FIXED ASSET INVESTMENTS

	<u>1994</u> £	<u>1993</u> £
Investment in associated company	<u>500</u>	<u>500</u>
	<u>500</u>	<u>500</u>

At 31 December 1994 the company owned 50% of the ordinary equity share capital of the unlisted companies named below, which are incorporated in the United Kingdom and registered in England.

<u>Associated Companies</u>	<u>Shares at cost</u> <u>(less amounts</u> <u>provided)</u> £	<u>Loans</u> <u>(less amounts</u> <u>provided)</u> £	<u>Total</u> £
Treatim (Nottingham) Ltd	500	-	500
Treatim (Godalming) Ltd	500	8,534	9,034
less provision	(500)	(8,534)	(9,034)
Total at 31.12.94	<u>500</u>	<u>-</u>	<u>500</u>
Total at 31.12.93	<u>500</u>	<u>-</u>	<u>500</u>

The directors are of the opinion that the aggregate valuation of the shares in these companies at 31 December 1994 was not less than the amount at which they are included in these accounts.

4 DEBTORS

	<u>1994</u> £	<u>1993</u> £
Amounts owed by immediate parent company	81,764	81,764
Amounts owed by fellow subsidiary	<u>61,203</u>	<u>61,203</u>
	<u>142,967</u>	<u>142,967</u>
	=====	=====

TREATIM LIMITED

NOTES TO THE ACCOUNTS - 31 DECEMBER 1994 (Continued)

5 PROFIT AND LOSS ACCOUNT

	<u>1994</u> £
At 1 January 1994	142,466
Result for the financial year	<u>-</u>
At 31 December 1994	142,466 =====

RECONCILIATION OF MOVEMENT IN
SHAREHOLDERS' FUNDS

	<u>1994</u> £	<u>1993</u> £
Result for the financial year	<u>-</u>	14,999
Net addition to shareholders' funds	-	14,999
Opening shareholders' funds	<u>143,467</u>	<u>128,468</u>
Closing shareholders' funds	<u>143,467</u>	<u>143,467</u>

6 ULTIMATE PARENT COMPANY

The ultimate parent company is Sophus Berendsen A/S, a company incorporated in Denmark. Copies of the Sophus Berendsen accounts can be obtained from 1 Klausdalsbrovej, DK2860 Soborg, Denmark.

The immediate parent company is Rentokil Group PLC, a company registered in England. Copies of the Rentokil Group accounts can be obtained from Felcourt, East Grinstead, West Sussex, RH19 2JY.