

**UYJ FELBRIDGE LIMITED**

**REGISTERED NUMBER 783938**

**REPORT OF THE DIRECTORS 1996**

The directors submit their annual report, together with the accounts of the company for the year ended 31 December 1996 which will be laid before the members of the company at the annual general meeting.

**CHANGE OF NAME**

It was resolved at an extraordinary general meeting held on the 19 November 1996 that the name of the company be changed from Hygeclen Limited to UYJ Felbridge Limited.

**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 main trading object for which the company was incorporated is the provision of cleaning and sanitation protection services.

**DIRECTORS**

The directors who served during the year were:

AA Bourne	-	appointed 21 August 1996
GT Brown	-	appointed 21 August 1996
CT Pearce	-	resigned 21 August 1996
R Ward-Jones	-	resigned 21 August 1996

Mr AA Bourne retires by rotation and being eligible offers himself for re-election.

The interests of Messrs AA Bourne and GT Brown in the shares of Rentokil Initial plc are as follows:

Rentokil Initial plc, ordinary shares of 2p each

	<u>At Date of Appointment</u>	<u>31 December 1996</u>
AA Bourne	1,273	1,273
GT Brown	4,311	4,311

Share Options

	<u>AA Bourne</u> No. of shares	<u>GT Brown</u> No. of shares
At date of appointment and at 31 December 1996	<u>70,500</u>	<u>88,000</u>



UYJ FELBRIDGE LIMITED

REPORT OF THE DIRECTORS 1996 CONTINUED

At 31 December 1996 the above directors held options under the share option scheme approved by shareholders in April 1973, May 1983, December 1984, September 1989, May 1991, May 1992 and May 1996 to subscribe for shares in Rentokil Initial plc at prices ranging from 217.330p to 402.270p expiring between 2003 and 2006 depending on the date of the grant. The market price of Rentokil Initial plc shares at 31 December 1996 was 439p.

By order of the board

A handwritten signature in black ink, appearing to be 'GT Brown', with a long horizontal stroke extending to the right.

GT Brown  
Secretary

Felcourt  
East Grinstead  
West Sussex  
RH19 2JY

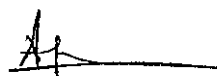
11 March 1997

UYJ FELBRIDGE LIMITED

BALANCE SHEET - 31 DECEMBER 1996

	<u>1996</u> £	<u>1995</u> £
AMOUNTS OWED TO GROUP COMPANIES	(159,052) =====	(159,052) =====
REPRESENTED BY:		
CAPITAL AND RESERVES		
CALLED UP SHARE CAPITAL		
Authorised, allotted and fully paid		
50 ordinary shares of £1 each	50	50
2,500 deferred shares of £1 each	<u>2,500</u>	<u>2,500</u>
	2,550	2,550
PROFIT AND LOSS ACCOUNT	(161,602)	(161,602)
	(159,052) =====	(159,052) =====

The company was dormant within the meaning of section 250 of the Companies Act 1985, there having been no accounting transactions throughout the year.



DIRECTOR  
AA Bourne

NOTES:

1. During the year the company has not traded, has not incurred any liabilities and consequently has made neither profit nor loss. None 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 1996 have been borne by the immediate parent company.
2. The company's immediate parent company is Rentokil Initial plc.  
  
The company's ultimate parent company is also 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.
3. The accounts were approved by the board of directors on 11 March 1997.