

CONSOLIDATED SAFEGUARDS LIMITED

REGISTERED NUMBER 1450955

REPORT OF THE DIRECTORS 1998

The directors submit their annual report, together with the accounts of the company for the 52 weeks ended 27 December 1998.

PROFIT AND LOSS ACCOUNT

During the period 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 period and is dormant.

DIRECTORS

The directors who served during the period 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 29 December 1997 or 27 December 1998.

By order of the board

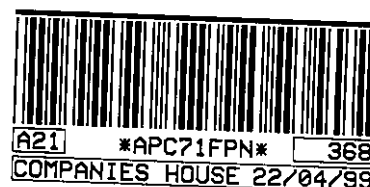


Authorised Representative
Plant Nominees Ltd.

Plant Nominees Limited
Secretary

Garland Road
East Grinstead
West Sussex
RH19 2DR

19 March 1999



CONSOLIDATED SAFEGUARDS LIMITED

BALANCE SHEET - 27 DECEMBER 1998

	<u>1998</u> £	<u>1997</u> £
AMOUNTS OWED BY GROUP COMPANIES	242,108	242,108
CREDITORS: (amounts falling due within one year)	(161,960)	(161,960)
TOTAL ASSETS LESS CURRENT LIABILITIES	<u>80,148</u>	<u>80,148</u>
REPRESENTED BY CAPITAL AND RESERVES		
AUTHORISED SHARE CAPITAL		
100,000 ordinary shares of 10p each	10,000	10,000
10,000 deferred shares of £1 each	<u>10,000</u>	<u>10,000</u>
CALLED UP SHARE CAPITAL		
Allotted and fully paid ordinary shares of 10p each	1,000	1,000
Allotted and fully paid deferred shares of £1 each (Note 2)	10,000	10,000
SHARE PREMIUM ACCOUNT	7,000	7,000
PROFIT AND LOSS ACCOUNT	<u>62,148</u>	<u>62,148</u>
EQUITY SHAREHOLDERS' FUNDS	<u>80,148</u>	<u>80,148</u>

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

Approved by the board on 19 March 1999



Authorised Representative
Grayston Central Services Ltd.

Grayston Central Services Limited
DIRECTOR

The notes on page 3 form part of the accounts

CONSOLIDATED SAFEGUARDS LIMITED

NOTES TO THE ACCOUNTS - 27 DECEMBER 1998

1. During the period 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 52 weeks ended 27 December 1998 have been borne by a fellow subsidiary company.
2. The holders of the £1 deferred shares are entitled to the following rights:
 - (i) no right to receive any dividends;
 - (ii) on a return of assets on liquidation or otherwise the right to receive out of the assets of the company available for distribution amongst the members such a sum not exceeding the amount paid up on the deferred shares as may be available after payment to the holders of the ordinary shares the sum of £10.00 per share; and
 - (iii) no right to receive notice of or to attend or vote at any general meeting of the company.
3. The company's immediate parent company is Servicelink Holdings (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.