

MVS HANOVER LIMITED
(Registered Number 1270114)

DIRECTORS' REPORT

AND

ACCOUNTS

31 December 2005



MVS HANOVER LIMITED

DIRECTORS

Mrs A A Patel
Ms C M Duffill

DIRECTORS' REPORT

The Directors present their Report and Statement of Accounts for the year ended 31 December 2005.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company has not traded during the year and accordingly it has made neither a profit nor a loss.

DIRECTORS

The following were Directors of the company during the year:-

Mr C B A Cormick
Ms C M Duffill
Mrs A A Patel

Mr C B A Cormick resigned as a Director of the Company on 31 October 2005.
Mrs A A Patel was appointed as a Director of the Company on 1 November 2005.

DIRECTOR'S INTERESTS

The Directors' interests in shares or stocks of The Rank Group Plc, including options to purchase Ordinary shares under the terms of the Group's Executive Share Option Schemes ("ESOS") and Share Savings Schemes ("SAYE") were as follows:-

	31 December 2005				1 January 2005 (or date of appointment if later)		
	Ordinary Shares	ESOS	SAYE	Exercise Price (p)	Ordinary Shares	ESOS	SAYE
C M Duffill	-	5,314	-	239.92p	-	5,314	-
	-	3,231	-	320.33p	-	3231	-
	-	4,858	-	277.83p	-	-	-
	-	-	1,979	191.00p	-	-	1,979
	-	-	703	268.00p	-	-	703
	-	-	831	225.00p	-	-	-
A A Patel	-	-	2,440	268.00	-	2,440	-
	-	-	1,662	225.00	-	-	-

Options to subscribe for Ordinary shares of The Rank Group Plc granted to and exercised by Directors in the year ended 31 December 2005 are set out below. Except as stated, no options lapsed during the year.

	Granted		Lapsed		Exercised			
	ESOS	SAYE	ESOS	SAYE	ESOS	SAYE	Price per Option (p)	Market Price at date of exercise (p)
C M Duffill	4,858	-	-	-	-	-	277.83	-
	-	831	-	-	-	-	225.00	-
A A Patel	-	1,662	-	-	-	-	225.00	-

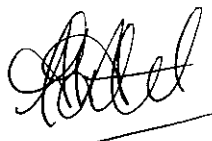
The market price of an ordinary share at 31 December 2005 was 305.75p and the range during the preceding 12 months was 250.00p to 322.50p. Options outstanding at 31 December 2005 are exercisable at various dates between 27 March 2006 and 17 March 2015.

In addition to the above interests, pursuant to the requirements of the Companies Act 1985, each Director is deemed to be interested in the Ordinary shares of The Rank Group Plc held by The Rank Group Plc Employee Benefit Trust. At 1 January 2005 the interest was in a total of 824,895 Ordinary shares and at 31 December 2005 the interest was in a total of 202,852 Ordinary shares.

The Company's Register of Directors' Interests (which is open to inspection) contains full details of Directors' shareholdings and options to subscribe.

Except as stated above, none of the Directors had any interest in the shares, share options, stocks or debentures of the Company, its ultimate parent undertaking or any subsidiary of that Company at 1 January 2005 or at 31 December 2005.

By order of the Board

A handwritten signature in black ink, appearing to be 'A A Patel', written over a horizontal line.

Mrs A A Patel
Secretary

Registered Office:
6 Connaught Place
London, W2 2EZ

31 July 2006

MVS HANOVER LIMITED

BALANCE SHEET AS AT 31 December 2005

		31 December <u>2005</u>	31 December <u>2004</u>
	<u>Note</u>	£	£
<u>CURRENT ASSETS</u>			
Amounts owed by parent undertaking falling due within one year		250 =====	250 =====
<u>CAPITAL AND RESERVES</u>			
Called up share capital	3	250 =====	250 =====

For the year ended 31 December 2005, the Company was entitled to exemption under section 249AA (1) of the Companies Act 1985.

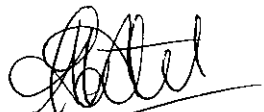
No members have required the Company to obtain an audit of its accounts for the year in question in accordance with section 249B(2).

The Directors acknowledge their responsibility for:

- a) Ensuring the Company keeps accounting records which comply with section 221;
- b) Preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of its financial year, and of its profit and loss for the financial year in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

These accounts were approved by the Board of Directors on 31 July 2006.

Mrs A A Patel



Ms C M Duffill



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) Directors
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The notes to the accounts are on page 4

MVS HANOVER LIMITED

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31 December 2005

1. Accounting policy

The accounts have been prepared under the historical cost convention and comply with applicable accounting standards on a basis consistent with the previous year.

2. Profit and loss account

The Company did not trade during the year ended 31 December 2005 received no income and incurred no expenditure and consequently no profit and loss account has been prepared.

3. Called up share capital

	31 December <u>2005</u>	31 December <u>2004</u>
	£	£
Authorised, allotted, issued, called up and fully paid:		
Ordinary shares of £0.25 each	250	250
	=====	=====

4. Ultimate parent undertaking

The Company's ultimate parent undertaking is The Rank Group Plc, a company incorporated in Great Britain.