

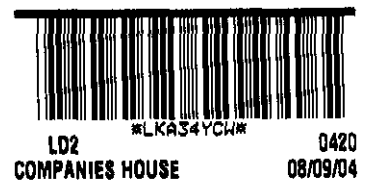
CAISTER GROUP LIMITED
(Registered Number 793830)

DIRECTORS' REPORT

AND

ACCOUNTS

31 December 2003



CAISTER GROUP LIMITED

DIRECTORS

Mr C B A Cormick
Ms C M Duffill

DIRECTORS' REPORT

The Directors present their Report and Statement of Accounts for the year ended 31 December 2003.

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

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 2003 | | | | 1 January 2003 (or date of appointment if later) | | |
|---------------|-------------------------|----------------------------|----------------|--|---|---------|-------|
| | Ordinary Shares | ESOS | SAYE | Exercise Price (p) | Ordinary Shares | ESOS | SAYE |
| C B A Cormick | 95,635 | 62,867 82,103 59,707 | 3,958 | 222.75p 271.00p 239.92p 240.00p | 25,568 | 268,311 | 3,958 |
| C M Duffill | - | 5,314 | 1,374 1,979 | 239.92p 141.00p 191.00p | - | - | 2,957 |

Note: In addition to the above C B A Cormick has been granted conditional awards totalling 187,744 Ordinary shares under the terms of the Rank Group 2000 Long Term Incentive Plan.

Options to subscribe for Ordinary shares of The Rank Group Plc granted to and exercised by Directors in the year ended 31 December 2003 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 B A Cormick | 59,707 | - | 123,341 | - | - | - | 239.92 372.92 | |
| C Duffill | 5,314 | 1,979 | - | 1,583 | - | - | 239.92 191.00 240.00 | |

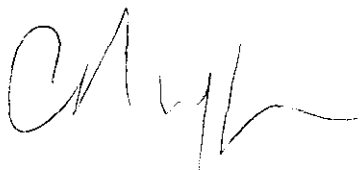
Options outstanding at 31 December 2003 are exercisable at various dates between 22 February 2002 and 26 March 2013.

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 2003 the interest was in a total of 3,897,157 Ordinary shares and at 31 December 2003 the interest was in a total of 2,752,076 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 2003 or at 31 December 2003.

By order of the Board

A handwritten signature in dark ink, appearing to read 'C M Duffill', with a long horizontal flourish extending to the right.

Ms C M Duffill
Secretary

Registered Office:
6 Connaught Place
London, W2 2EZ

27 August 2004

CAISTER GROUP LIMITED

BALANCE SHEET AS AT 31 December 2003

| | <u>31 December</u> | <u>31 December</u> |
|--|---------------------------|---------------------------|
| | <u>2003</u> | <u>2002</u> |
| <u>Note</u> | <u>£</u> | <u>£</u> |
| <u>CURRENT ASSETS</u> | | |
| Amounts owed by parent undertaking falling due within one year | <u>£10,218,622</u> | <u>£10,218,622</u> |
| <u>CAPITAL AND RESERVES</u> | | |
| Called up share capital | 3 813,476 | 813,476 |
| Share premium account | 1,022,355 | 1,022,355 |
| Profit and loss account | 8,382,791 | 8,382,791 |
| | <u>£10,218,622</u> | <u>£10,218,622</u> |

For the year ended 31 December 2003, 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 27 August 2004

Mr C B A Cormick

Ms C M Duffill

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) Directors
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The notes to the accounts are on page 4

CAISTER GROUP LIMITED

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31 December 2003

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 2003, 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>2003</u> | 31 December <u>2002</u> |
|---|------------------------------------|------------------------------------|
| | £ | £ |
| Authorised, Ordinary shares of 10p each | <u>£1,000,000</u> | <u>£1,000,000</u> |
| Allotted, issued, called up and fully paid Ordinary shares of 10p each | <u>£813,476</u> | <u>£813,476</u> |

4. Ultimate parent undertaking

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