

bulk List. 363a

Please complete in typescript, or in bold black capitals.

CHFP055		
Com	pany Number [1003142	
Compan	y Name in full ROLLS-ROYCE plc	
Date of this return	Day Month Year	
The information in this retu	irn is made up to 1 3 0 6 2 0 0	_[1_
Date of next return of you wish to make your note to a date earlier than the a for this return please show Companies House will the at the appropriate time.	ext return nniversary the date here. Day Month Year	_L_
Registered Office Show here the address a this return.	65 Buckingham Gate	; V
Any change of registered office must be notified on form 287.	Post town London County / Region LONGON LON	
Principal business	activities	
Show trade classification for the principal activity o		2852 /
If the code number canno give a brief description of	·	rial & Marine Power
PUB *P7A5Q4	Registrar of Companies Companies House, Cr	ted and signed the form please send it to the at: Town Way, Cardiff, CF14 3UZ DX 33050 Cardiff and Wales, or

for companies registered in England and Wales or

for companies registered in Scotland

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

COMPANIES HOUSE

COMPANIES HOUSE

0226

08/10/01

07/07/01

DX 235 Edinburgh

Register of members	0	Computershare Investor	r Services PLC
If the register of members is not kept at registered office, state here where it is	1	PO Box 82, The Pavill	ions
	ئا ن	Bridgewater Road	
Posi	t town	Bristol	
County / R	tegion L	Avon	UK Postcode BS99 7NH
Register of Debenture holders	,		
if there is a register of debenture holde		NONE	
or a duplicate of any such register or pa of it, which is not kept at the registered	art		
office, state here where it is kept.	L		
Pos	t town		
County / F	Region L		UK Postcode
Company type			
Public limited company		✓	
	L		
Private company limited by shares			
Private company limited by guarantee with share capital	out		
Private company limited by shares exemp under section 30	t [Please tick the appropriate box
Private company limited by guarantee exempt under section 30			
Private unlimited company with share cap	ital		
Private unlimited company without share of	capital		
Company Secretary		Details of a new company	secretary must be notified on form 288a.
(Please photocopy this area to provide Name * Styl details of joint secretaries).	e / Title	<u> </u>	_
	name(s)	Charles Edward	
* Voluntary details.	urname	BLUNDELL	
If a partnership give the names and			
addresses of the partners or the name Address		17 Park Farm Road	
of the partnership and office address.			
Haval registantial			
address must be	ost town	Kingston-upon-Thames	3
given. In the case of a corporation or a County a Scottish firm, give the	/ Region	Surrey	UK Postcode KT2 5TQ
	Country	England	

D	irectors	

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

	Name	* Style / Title [
Directors In t		ı	Day Month Year		
case of a director the is a corporation or Scottish firm,	а	Date of birth	2 3 0 6 1 9 4 4		
name is the corporate or firm name.) -	Forename(s)	Peter John		
		Surname	BYROM	<u></u>	
		;			
	Address		Chalton Priory		
Usual resident			1		
address must given. In the case corporation or		Post town	Chalton		
Scottish firm, give registered or princi office address.		County / Region	Hampshire	UK Postcode	PO8 OBG
		Country	England	Nationality	British
	Busin	less occupation	Non-Executive Director	- Rolls-Ro	ovce plc
* Voluntary details		* O. J. (T)			
	Name	* Style / Title			
	the		Day Month Year		
case of a director is a corporation o Scottish firm,	r a the	Date of birth	18111947		
name is the corp rate or firm name.	00 -	Forename(s)	John Patrick		
		Surname	CHEFFINS		
			1		
	Address	;	Vermont		
Usual reside			Holly Bank Road Hook Heath	W.	
address mus given, in the cas	st be e of a	Post town	Woking		
corporation of Scottish firm, given registered or principle.	r a ve the	County / Region	Surrey	UK Postcode	GU22 0JN
office address.	. 21/2441	Country	England	Nationality	British/Canadian
	Busi	ness occupation	curer operating strip	er & Presid	dent, Civil Aerospace
					

Please list directors in alpl	nabetical order.	Details of new directors must be notified on form 288a.
Name	* Style / Title	L <u></u>
Diversary In the		Day Month Year
Directors In the case of a director that is a corporation or a Scottish firm, the	Date of birth	2 1 1 0 1 9 4 8
name is the corpo - rate or firm name.	Forename(s)	Colin Henry
	Surname	GREEN
Addı	ess	Burden Court Cottage
Usual residential address must be		Tresham
given. In the case of a corporation or a	Post town	Wotton-under-Edge
Scottish firm, give the registered or principal	County / Region	Gloucestershire UK Postcode GL12 7RW
office address.	Country	England Nationality British
E	Business occupation	President - Defence Aerospace, Rolls-Royce plc
* Voluntary details.		
Nan	* Style / Title	
Directors In the		Day Month Year
case of a director that is a corporation or a Scottish firm, the	Date of birth	1 5 0 4 1 9 4 5
name is the corpo - rate or firm name.	Forename(s)	James Mathew
	Surname	GUYETTE
Ade	dress	111 Tollgate Way
Usual residential		1
address must be given. In the case of a	Post town	Falls Church
corporation or a Scottish firm, give the	County / Region	Virginia UK Postcode VA 22046
registered or principal office address.	Country	United States of Nationality Citizen of the USA
	Business occupation	President & Chief Exec, Rolls-Royce North America

Directors (Continued)

Please list directors in alp	habetical order.	Details of flew directors must	be nouned o	n ioini 2008.
` Nam	e * Style / Title	L		
Directors In the case of a director that is a corporation or a Scottish firm, the	Date of birth	Day Month Year 0 3 0 2 1 9 5 7		
name is the corpo - rate or firm name.	Forename(s)	Paul		
	Surname	HEIDEN		
		L	- , · · · · · · · · · · · · · · · · · · ·	
Add	ress	Bay Tree House	<i>^</i>	
Usual residential address must be		20 Valley Road		
given. In the case of a corporation or a	Post town	West Bridgford		
Scottish firm, give the registered or principal office address.	County / Region	Nottingham	UK Postcode	NG2 6HG
onice address.	Country	England	Nationality	British
1	Business occupation	Director - Finance, Ro	lls-Royce p	plc
* Voluntary details.				
Nan	ne * Style / Title	Lord		
Directors In the		Day Month Year		
case of a director that is a corporation or a Scottish firm, the	Date of birth	2 6 1 1 1 9 3 7	-	
name is the corpo - rate or firm name.	Forename(s)	L	<u> </u>	
	Surname	MOORE of Lower Marsh	-/	
Ad	dress	85 Church Road		
Usual residential address must be given. In the case of a	Post town	Wimbledon		
corporation or a Scottish firm, give the	County / Region	London	UK Postcode	SW19 5AL
registered or principal office address.	Country	Y England	Nationality	British
	Business occupation	n Director		

Directors (Continued)

Directors (Continued)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

Name	* Style / Title	Sir		
Directors In the case of a director that is a corporation or a	Date of birth	Day Month Year 1 2 0 8 1 9 3 4		
Scottish firm, the name is the corpo - rate or firm name.	Forename(s)	Robin Buchanan		
	Surname [NICHOLSON		
	L			····
Addr	ess	Penson Farm		
Usual residential	1	Diptford		
address must be given. In the case of a corporation or a	Poot town	Totnes		
Scottish firm, give the registered or principal	County / Region	Devon	UK Postcode	TQ9 7NN
office address.	Country [England	Nationality	British
E	Business occupation	Non Executive Director	· 1/	
* Voluntary details.				
Nam	e * Style / Title	Sir		
Directors In the case of a director that is a corporation or a Scottish firm, the name is the corpo -	Date of birth	Day Month Year 1 6 0 6 1 9 3 2	-	
rate or firm name.	Forename(s)	Ralph Harry		
	Surname	ROBINS		
Ado	iress	Lynngarth		
Usual residential		65 Hazelwood Road		
address must be given. In the case of a	Post town	Duffield		
corporation or a Scottish firm, give the registered or principal	County / Region	Derbyshire	UK Postcode	DE56 4AA
office address.	Country	England	Nationality -	British
	Business occupation	Chairman - Rolls-Royo	e_plc	

Directors (Continued Please list directors in alp		Details of new directors must	be notified o	n form 288a.
Nam	e * Style / Title	L		
Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.	Date of birth Forename(s) Surname	Day Month Year 0 9 1 0 1 9 5 2 John Edward Victor ROSE		
Add	ress	28 Nassau Road		
Usual residential address must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.	Post town County / Region Country Business occupation	England	JK Postcode Nationality s-Royce plo	SW13 9QE British
* Voluntary details.	* O() (T'')		S. C.	
Nar	ne * Style / Title			
Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.	Date of birth Forename(s)	Day Month Year 1 4 1 0 1 9 3 9 Philip Charles		
	Surname	RUFFLES		
Ad	dress	5 Ford Lane		
Usual residential		Allestree		

address must be

given. In the case of a

corporation or a Scottish firm, give the registered or principal

office address.

Post town

County / Region

Derby

Country | England

Derbyshire

Business occupation | Director - Engineering & Technology, Rolls-Royce plc

UK Postcode | DE22 2EX

Nationality | British

	phabetical order.		
Nan	* Style / Title	<u> </u>	
Directors In the		Day Month Year	
case of a director that is a corporation or a Scottish firm, the	Date of birth	0 4 0 5 1 9 4 6	
name is the corpo - rate or firm name.	Forename(s)	Carl George	
	Surname	SYMON	
		L	
Ade	dress	Flat 6	
Usual residential address must be		66 Maresfield Gardens	·
given. In the case of a corporation or a	Post town	L	
Scottish firm, give the registered or principal	County / Region	London UK Postco	ode NW3 5TD
office address.	Country	England National	U.S.A.
	Pusiness essuration	gg ^r	
	Business occupation	Non Executive Director	
* Voluntary details.	Busiliess occupation	Non Executive Director	
·	me * Style / Title	Non Executive Director	
Na Directors In the	·	Non Executive Director Day Month Year	
Directors In the case of a director that is a corporation or a Scottish firm, the	·	L	
Directors In the case of a director that is a corporation or a	me * Style / Title	Day Month Year	
Directors In the case of a director that is a corporation or a Scottish firm, the name is the corpo-	me * Style / Title Date of birth	Day Month Year 1 7 0 8 1 9 4 2	
Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.	me * Style / Title Date of birth Forename(s) Surname	Day Month Year 1 7 0 8 1 9 4 2 Richard Timmis TURNER	
Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.	me * Style / Title Date of birth Forename(s)	Day Month Year 1 7 0 8 1 9 4 2 Richard Timmis	
Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name. Adults and residential address must be	me * Style / Title Date of birth Forename(s) Surname idress Post town	Day Month Year 1 7 0 8 1 9 4 2 Richard Timmis TURNER 45 Clarendon Road	
Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name. Advisor and the case of a given. In the case of a	me * Style / Title Date of birth Forename(s) Surname ddress Post town County / Region	Day Month Year 1 7 0 8 1 9 4 2 Richard Timmis TURNER 45 Clarendon Road	code W11 4JD

Please list directors in	alphabet	ical order.			
Na	ame	* Style / Title	Sir		
Directors In the case of a director that		Date of high	Day Month Year 1 3 0 4 1 9 3 8		
s a corporation or a Scottish firm, the name is the corpo -		Date of birth Forename(s)		•	
ate or firm name.		,	Philip John		
		Surname	WESTON		
			L		
A	ddress		13 Denbigh Gardens	·/	
Usual residentia			1		
address must be given. In the case of a	3	Post town	Richmond		
corporation or a Scottish firm, give the	е	County / Region		UK Postcode	I muss o serve
registered or principa office address.	i		Surrey	-	TW10 6EN
		Country	England	Nationality -	British
	Busir	ness occupation	Retired Ambassador, C	ompany Dire	ctor /
* Voluntary details.					,
1	Name	* Style / Title	L	_	
Directors In the			Day Month Year		
case of a director that is a corporation or Scottish firm, th	а	Date of birth	LLLLLLL	_	
name is the corpo rate or firm name.	-	Forename(s)	L		
		Surname			
		-	1		
	Address	.	<u> </u>		
•	, (44, 000	•			
Usual resident address must given. In the case of	be	Post town			
corporation or Scottish firm, give	a the	County / Region		UK Postcode	÷
registered or principolitice address.		Country		– Nationality –	
	Bus	iness occupation	 !		

Details of new directors must be notified on form 288a.

Directors (Continued)

List of past and present shareholders Schedule to form 363a

CHFP055

Company Number | 1003142

Company Name in full	LLS-ROYCE_plc		
1			
	Chamana to shoughaldown w	-viantes and delig of the and	

- Changes to shareholders particulars or details of the amount of stock or shares transferred must be completed each year
- You must provide a "full list" of all the company shareholders on:
 - The company's first annual return following incorporation;
 - Every third annual return after a full list has been provided
- List the company shareholders in alphabetical order or provide an index
- > List joint shareholders consecutively

	Class and	Shares or amount of stock transferred (if appropriate)			
Shareholders' details	number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Date of registration of transfer		
Name See CD ROM for details Address	Ordinary Shares 1,588,119,332				
UK Postcode Name The Solicitor for the Affairs of Her	_				
Majesty's Treasury Address	Special Rights Redeemable Preference Share				
UK Postcode					
Name					
Address					
UK Postcode	_				



Group - ROLLS-ROYCE plc

Arab Republic Of Egypt

Company Name	Registration Number
ARAB BRITISH ENGINE COMPANY	
<u>Australia</u>	
Company Name	Registration Number
JOHN THOMPSON (AUSTRALIA) LIMITED	004749491
JOHN THOMPSON PACKAGE BOILERS LIMITED	009596516
NAC AUSTRALIA LIMITED	
NEI PAKLOG PTY LIMITED	153373-07
PAKLOG PTY LIMITED	001068800
ROLLS-ROYCE AUSTRALIA LIMITED	003146389
ROLLS-ROYCE AUSTRALIA SERVICES PTY LIMITED	000 111 893
ROLLS-ROYCE MARINE AUSTRALIA PTY LIMITED	
Vickers Armstrongs Pty Limited	061 234 544
<u>Bahrain</u>	
Company Name	Registration Number
ROLLS-ROYCE (MIDDLE EAST) EC	13937
Brazil	
Company Name	Registration Number
ALAGOAS HOLDING LIMITADA	
CAPUAVA COGERACAO LIMITADA	
CAPUAVA ENERGY LIMITADA	
CASA BRANCA COGERACÃO LTDA	
Kamewa Do Brazil Equipmentos Maritmos LTDA	
ROLLS-ROYCE BRASIL LIMITADA	59106955/0
ROLLS-ROYCE INTERNATIONAL LIMITADA	96093
ROLLS-ROYCE MARINE AMERICA DO SUL LIMITADA	
DOLLO DOVOE DOMEDIVENTUDEO LIMITADA	
ROLLS-ROYCE POWER VENTURES LIMITADA	
UTEAL, S.A Canada	
Company Name	Registration Number
ROLLS-ROYCE HOLDINGS CANADA INC	058582-3
Ulstein Maritime Limited	
Cayman Islands	
Company Name	Registration Number
SAMA LEASING COMPANY LIMITED	
Croatia	
Company Name	Registration Number
NVC-NAVIS Consult D.O.O	
<u>Denmark</u>	
Company Name	Registration Number
ROLLS-ROYCE MARINE DENMARK AS	

Group - ROLLS-ROYCE plc

Dominican Republic

Company Name	Registration Number
COMPANIA ELECTRICA de NAJAYO, S.A.	1-14-01610-8
<u>England</u>	
Company Name	Registration Number
A. F. C. WULTEX LIMITED	
A. P. E ALLEN GEARS LIMITED	1218401
A. P. E CROSSLEY LIMITED	523604
A. P. E LEE HOWL LIMITED	56502 25257
A. P. E PENSIONS LIMITED	1356137
ALLEN OVERSEAS LIMITED	219499
ALLEN POWER ENGINEERING LIMITED	1189540
ALLEN POWER HOLDINGS LIMITED	
ALPHA LEASING LIMITED	61890
AMALGAMATED POWER ENGINEERING LIMITED	3780079
ANSTY ENERGY LIMITED	926916
Aquamaster (Propulsion) Limited	3445401
BLACKBURN ENGINES LIMITED	1407310
BRISTOL ENERGY LIMITED	624349
BRISTOL SIDDELEY ENGINES LIMITED	3459864
BSTS LIMITED	604105 443364
C. A. PARSONS & COMPANY LIMITED	127619
Cardiff Holdings Limited	00944463
CLARKE CHAPMAN PORTIA PORT SERVICES LIMITED	3190507
CLAYTON EQUIPMENT LIMITED	2901133
COBERROW LIMITED	1253875
COMBUSTION OVERSEAS INVESTMENTS LIMITED	530798
Cooke, Troughton & Simms Limited	202708
COOPER ROLLS LIMITED	1447158
CROSSLEY-PREMIER ENGINES (SALES) LIMITED	702440
CROYDON ENERGY LIMITED	3298376
DATA SYSTEMS & SOLUTIONS LIMITED	3694885
DEESIDE TITANIUM LIMITED	1401636
DERBY COGENERATION LIMITED	3175728
DERBY SPECIALIST FABRICATIONS LIMITED	1342511
DSS HOLDINGS LIMITED	3700635
EWEKORO POWER PLANT SALES LIMITED	4118818
EXETER POWER LIMITED	3291800
FORGERACE LIMITED	2301301
GENISTICS LIMITED	2526779
GOLDEN CONSTRUCTION LIMITED	3808292
GRID (NO.2) LIMITED	816190
GROBY LIMITED	3027646
HEARTLANDS POWER LIMITED	3335516
HEATON POWER LIMITED	1337756
I. V. PRESSURE CONTROLLERS LIMITED	498620
Intelligent Controls Limited	2725886
INTERNATIONAL RESEARCH & DEVELOPMENT LIMITED	62214
2 July 2001	P

John Hastie of Greenock (Holdings) Limited	070700
John Hastie of Greenock Limited	678786
	01283063
JOHN THOMPSON (DESIGN AND CONTRACTING DIVISION) LIMITED	01283063
JOHN THOMPSON LIMITED	152335
Kamewa UK Limited	315157
LAKE DEVELOPMENT LIMITED	144747
Langdon Precision Engineers Limited	3742100
MARCONI ROLLS-ROYCE (POWER GENERATION) LIMITED	401259
MATEVAL LIMITED	1790541
Medico (Woking) Limited	1764688
METROPOLE INDUSTRIES LIMITED	223972
Michell Bearings Limited	227148
MIDDLE EAST EQUITY PARTNERS LIMITED	167657
Millbank Development Services Limited	2399243
Millbank Offshore Exploration Services (1981) Limited	470390
MORILA POWER PLANT SALES LIMITED	678787
NEI - A.P.E. LIMITED	3846125
NEI ALLEN LIMITED	647131
NEI COMBUSTION ENGINEERING LIMITED	320825
NEI ELECTRONICS LIMITED	2208615
NEI INTERNATIONAL COMBUSTION LIMITED	1342947
NEI INTERNATIONAL LIMITED	779404
NEI LIMITED	1347811
NEI MINING EQUIPMENT LIMITED	2065665
NEI NUCLEAR SYSTEMS LIMITED	342993
NEI OVERSEAS HOLDINGS LIMITED	1334936
NEI OVERSEAS LIMITED	1189545
NEI PARSONS LIMITED	1342955
NEI PEEBLES LIMITED	496477
NEI POWER ENGINEERING (PAROLLE) LIMITED	394452
NEI POWER PROJECTS LIMITED	1334999
NEI SERVICES LIMITED	1343303
NEI THOMPSON LIMITED	557902
NEI WASTE TECHNOLOGIES LIMITED	1342589
NEI-FAVCO LIMITED	1640211
NEI-FP DISPLAYS LIMITED	1430219
NEI-MELCO TRACTION LIMITED	783349
NEIDEC LIMITED	2290466
	2554253
NORTHERN ENGINEERING INDUSTRIES LIMITED NUSOIL LIMITED	2743230
OLYMPUS WELDING SUPPLIES LIMITED	954542
OMEGA LEASING LIMITED	1611769
ORCA ENERGY LIMITED	3780306
	3686766
Oxygenaire Limited	369927
Oyster Lane Properties (Holdings) Limited	1152952
Oyster Lane Properties Limited	1153956
PAROLLE LIMITED	336855
R-R INDUSTRIAL CONTROLS LIMITED 2 July 2001	1339159
2 July 2001	Pa

Rallyswift Limited	03471289
REFLEX MANUFACTURING SYSTEMS LIMITED	1234089
RNC NUCLEAR LIMITED	1381030
ROBERT HUDSON RALETRUX (MIDLANDS) LIMITED	2116732
ROLLS (UK) LIMITED	802007
ROLLS E.L. TURBOFANS LIMITED	2411319
ROLLS LAVAL HEAT EXCHANGERS LIMITED	2902683
ROLLS LIMITED	800726
ROLLS-ROYCE & PARTNERS FINANCE LIMITED	2159897
ROLLS-ROYCE (CHINA) LIMITED	1549259
ROLLS-ROYCE (EUROPEAN INVESTMENTS) LIMITED	3150034
ROLLS-ROYCE (FRANCE) LIMITED	353321
ROLLS-ROYCE (INTERNATIONAL INVESTMENTS) LIMITED	3150038
ROLLS-ROYCE AERO ENGINE SERVICES LIMITED	2830522
ROLLS-ROYCE AIRCRAFT MANAGEMENT LIMITED	2830526
ROLLS-ROYCE AND JAPANESE AERO ENGINES LIMITED	1489323
ROLLS-ROYCE BUSINESS VENTURES LIMITED	2289890
ROLLS-ROYCE CAPITAL LIMITED	3105626
ROLLS-ROYCE COMMERCIAL AERO ENGINES LIMITED	2868827
ROLLS-ROYCE DEVELOPMENTS LIMITED	142358
ROLLS-ROYCE DIESELS LIMITED	554676
ROLLS-ROYCE DSV LIMITED	2094664
ROLLS-ROYCE ENGINE CONTROLS LIMITED	2763076
ROLLS-ROYCE FINANCE LIMITED	87659
ROLLS-ROYCE GENERAL PARTNER LIMITED	4066556
ROLLS-ROYCE INDIA LIMITED	1423175
ROLLS-ROYCE INDUSTRIAL & MARINE GAS TURBINES LIMITED	2577740
ROLLS-ROYCE INDUSTRIAL & MARINE POWER LIMITED	345727
ROLLS-ROYCE INDUSTRIAL POWER (INDIA) LIMITED	472705
ROLLS-ROYCE INDUSTRIAL POWER (OVERSEAS PROJECTS) LIMITED	7180
ROLLS-ROYCE INDUSTRIAL POWER ENGINEERING (OVERSEAS PROJECTS) LIMITED	158230
ROLLS-ROYCE INDUSTRIAL POWER INVESTMENTS LIMITED	
	70210
ROLLS-ROYCE INDUSTRIAL POWER SYSTEMS LIMITED ROLLS-ROYCE INDUSTRIES LIMITED	3182451
ROLLS-ROYCE INDUSTRIES LIMITED	2409680
ROLLS-ROYCE LEASING LIMITED	769666
ROLLS-ROYCE LEASING LIMITED ROLLS-ROYCE MARINE POWER OPERATIONS LIMITED	329435
ROLLS-ROYCE MATEVAL LIMITED	620485
ROLLS-ROYCE MILITARY AERO ENGINES LIMITED	2124945
ROLLS-ROYCE NUCLEAR ENGINEERING LIMITED	2868832
ROLLS-ROYCE NUCLEAR ENGINEERING SERVICES LIMITED	2569814
	2569816
ROLLS-ROYCE OVERSEAS HOLDINGS LIMITED	1466968
ROLLS-ROYCE OVERSEAS HOLDINGS LIMITED ROLLS-ROYCE PLANT LEASING LIMITED	2658963
ROLLS-ROYCE PLANT LEASING LIMITED ROLLS-ROYCE pic	1416003
	1003142
ROLLS POVCE POWER DEVELOPMENT LIMITED	1466969
ROLLS-ROYCE POWER DEVELOPMENT LIMITED ROLLS-ROYCE POWER ENGINEERING PLC	3479694
2 July 2004	1305027

ROLLS-ROYCE POWER GENERATION LIMITED	3182466
ROLLS-ROYCE POWER INVESTMENTS LIMITED	4065853
ROLLS-ROYCE POWER VENTURES (ALAGOAS) LIMITED	3910659
ROLLS-ROYCE POWER VENTURES (ANKARA) LIMITED	3432953
ROLLS-ROYCE POWER VENTURES (BACOLOD) LIMITED	3477918
ROLLS-ROYCE POWER VENTURES (BELLACORICK) LIMITED	4111865
ROLLS-ROYCE POWER VENTURES (CAPUAVA COGEN) LIMITED	3375746
ROLLS-ROYCE POWER VENTURES (CAPUAVA) LIMITED	3517842
ROLLS-ROYCE POWER VENTURES (CARMONA) LIMITED	3751087
ROLLS-ROYCE POWER VENTURES (DOMENICA) LIMITED	3456620
ROLLS-ROYCE POWER VENTURES (DUNGARVAN) LIMITED	3829756
ROLLS-ROYCE POWER VENTURES (EKITI) LIMITED	4118840
ROLLS-ROYCE POWER VENTURES (EWEKORO) LIMITED	4118830
ROLLS-ROYCE POWER VENTURES (IDIL) LIMITED	3704933
ROLLS-ROYCE POWER VENTURES (MAURITIUS) LIMITED	3914516
ROLLS-ROYCE POWER VENTURES (MEGHNA) LIMITED	3846110
ROLLS-ROYCE POWER VENTURES (MORILA OPERATIONS) LIMITED	3846104
ROLLS-ROYCE POWER VENTURES (MURCIA) LIMITED	4015966
ROLLS-ROYCE POWER VENTURES (PERTH) LIMITED	4111902
ROLLS-ROYCE POWER VENTURES (SAN MANGO) LIMITED	3910652
ROLLS-ROYCE POWER VENTURES (SANTO ANDRÉ) LIMITED	3614687
ROLLS-ROYCE POWER VENTURES (SYAMA OPERATIONS) LIMITED	3846099
ROLLS-ROYCE POWER VENTURES (TANGA) LIMITED	3704938
ROLLS-ROYCE POWER VENTURES (USA) LIMITED	3988358
ROLLS-ROYCE POWER VENTURES (VICTORIA) I IMITED	3808280
ROLLS-ROYCE POWER VENTURES (WLADYSLAWOWO) LIMITED	4103170
ROLLS-ROYCE POWER VENTURES HOLDINGS LIMITED	3686768
ROLLS-ROYCE POWER VENTURES LIMITED	2916875
ROLLS-ROYCE POWER VENTURES OVERSEAS LIMITED	3579237
ROLLS-ROYCE PROFIT SHARING SHARE SCHEME (TRUSTEES) LIMITED	3872627
ROLLS-ROYCE SERVICES LIMITED	2581583
ROLLS-ROYCE SHARE SCHEME TRUSTEES LIMITED	3468761
ROLLS-ROYCE SUPPLIES LIMITED	1768480
ROLLS-ROYCE TRANSMISSION & DISTRIBUTION LIMITED	3182461
ROLLS-ROYCE TURBOMECA LIMITED	860268
ROSEC LIMITED	2762188
Ross Catherall Ceramics Limited	2220030
RRPF ENGINE LEASING (NO.2) LIMITED	2873019
RRPF ENGINE LEASING LIMITED	2670518
SAWLEY PACKAGING COMPANY LIMITED	879470
SCROPTON LIMITED	3027627
SEAL SANDS NETWORK LIMITED	2842335
SHP GENERATION LIMITED	3779143
SINFIN FREIGHT FORWARDING LIMITED	1975872
SOURCERER LIMITED	3223484
SPARE IPG 11 LIMITED	570155
SPARE IPG 13 LIMITED	187074
SPARE IPG 14 LIMITED	1342502
SPARE IPG 15 LIMITED	558422
2 July 2001	

SDADE IDO 46 LIMITED	
SPARE IPG 16 LIMITED	860559
SPARE IPG 17 LIMITED	2118838
SPARE IPG 18 LIMITED	2116731
SPARE IPG 19 LIMITED	28097
SPARE IPG 20 LIMITED	233766
SPARE IPG 21 LIMITED	1342505
SPARE IPG 22 LIMITED	647226
SPARE IPG 23 LIMITED	2052047
SPARE IPG 24 LIMITED	333922
SPARE IPG 25 LIMITED	1510901
SPARE IPG 26 LIMITED	1345607
SPARE IPG 28 LIMITED	73104
SPARE IPG 29 LIMITED	1344030
SPARE IPG 3 LIMITED	390588
SPARE IPG 30 LIMITED	924558
SPARE IPG 31 LIMITED	940529
SPARE IPG 32 LIMITED	39045
SPARE IPG 4 LIMITED	184572
SPARE IPG 7 LIMITED	2291674
SPARE IPG 8 LIMITED	859042
SPARE IPG 9 LIMITED	679326
SPECIALIST PARTS SUPPLIERS LIMITED	2399236
Stone Vickers Limited	1950590
STRESSWAVE TECHNOLOGY LIMITED	2680697
Swindon Trading Estates Limited	01166917
	01166917
SYAMA POWER PLANT SALES LIMITED	3846134
SYNCROLIFT LIMITED	947497
TECHNICAL SUPPORT SERVICES (MIDDLE EAST) LIMITED	2401091
THE BUSHING COMPANY LIMITED	239047
THE DE HAVILLAND ENGINE COMPANY LIMITED	384910
The Supermarine Aviation Works (Vickers) Limited	355921
THOMPSON DEFENCE PROJECTS LIMITED	2687077
THOMPSON NUCLEAR ENGINEERING LIMITED	3004042
TRT LIMITED	3924148
TURBINE SURFACE TECHNOLOGIES LIMITED	4040105
TURBO-UNION LIMITED	962980
VA Limited	3588401
VARIABLE MESSAGE SIGNS LIMITED	4130250
Vehicle Armour and Armament Limited	3764065
Vickers (Finance) Limited	391899
Vickers Automotive Products Limited	59087
Vickers Business Equipment Limited	100453
Vickers Defence Systems Limited	542023
Vickers Elan Limited	839506
Vickers Engineering Equipment (Overseas) Limited	838901
Vickers Engineering plc	3543
Vickers Healthcare Equipment Limited	791021
Vickers International Contracts Limited 2 July 2001	489718

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216766 517200 720207 266309 542020 163908 699316 254753 542022 227013 3846115 3229304 433732 412016 3703164
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Group - ROLLS-ROYCE plc

Guernsey

Guernsey	
Company Name	Registration Number
NEI INDEMNITY LIMITED	7142
NIGHTINGALE INSURANCE LIMITED	16276
Hong Kong	
Company Name	Registration Number
HONG KONG AERO ENGINE SERVICES LIMITED	
ROLLS-ROYCE INDUSTRIAL POWER (HONG KONG) LIMITED	195118
ROLLS-ROYCE MARINE HONG KONG LIMITED	
VICKERS-ULSTEIN ASIA LIMITED	
<u>India</u>	
Company Name	Registration Number
MEGHNA ENERGY LIMITED	
Michell Bearings (India) Private Limited	
ROLLS-ROYCE ENERGY SYSTEMS INDIA PRIVATE LIMITED	55-100963
	55-100963
ROLLS-ROYCE MARINE INDIA PVT. LIMITED	
SPGL	
STI INDIA LIMITED	
Irish Republic	
Company Name	Registration Number
BELLACORICK ENERGY LIMITED	
BELLACORICK HOLDINGS LIMITED	
DUNGARVAN ENERGY HOLDINGS LIMITED	
DUNGARVAN ENERGY LIMITED	305991
DUNGARVAN POWER LIMITED	
Reppilf Limited	196984(IR)
ROLLS-ROYCE & PARTNERS FINANCE (IRELAND)	
ROLLS-ROYCE IRELAND	
Isle of Man	
Company Name	Registration Number
PEMBROKE GROUP LIMITED	73180
Israel	
Company Name	Registration Number
TECHJET AEROFOILS LIMITED	
Italy	
Company Name	Registration Number
EUROPEA MICROFUSIONI AEROSPAZIALI SPA	2140/90
ROLLS-ROYCE MARINE ITALIA SRL	
SAN MANGO ENERGIA S.R.L.	
Ulstein Italia SRL	-
Japan Sanara Grazia	
Company Name	Registration Number
ROLLS-ROYCER MARINE JAPAN KK	Registration Runber
KOLLO-KOYGEK MAKINE JAPAN KK	

2 July 2001 Page 8

Group - ROLLS-ROYCE plc

<u>Jersey</u>

Company Name	Registration Number
RS LEASING LIMITED	60336
Korea	
Company Name	Registration Number
Kamewa Korea Limited	
Kamewa Korea Services Limited	
Rolls-Royce Marine Korea Ltd	
<u>Lesotho</u>	
Company Name	Registration Number
THOMPSON (LESOTHO) (PTY) LTD	88/260
<u>Malaysia</u>	
Company Name	Registration Number
ROLLS-ROYCE INDUSTRIAL POWER (MALAYSIA) SDN BHD	193550-K
<u>Mali</u>	
Company Name	Registration Number
OPERATION D'ENERGIA DE SYAMA	
OPERATIONS D'ENERGIE DE MORILA, SA	
<u>Mauritius</u>	
Company Name	Registration Number
INDIAN POWER VENTURES HOLDINGS LIMITED	
RR GODAVARI POWER LIMITED	13982/1461
<u>Mexico</u>	
Company Name	Registration Number
ROLLS-ROYCE SA	
<u>Netherlands</u>	
Company Name	Registration Number
AIRCRAFT FINANCING & TRADING BV	
AIRCRAFT FINANCING & TRADING HOLDINGS BV	
BULARUCO B.V.	159520
CLARKE CHAPMAN NEDERLAND B.V.	
DAYTON PROCESS B.V.	
ROLLS-ROYCE & PARTNERS FINANCE (NETHERLANDS) BV	
ROLLS-ROYCE (NEDERLAND) NV	216966
ROLLS-ROYCE ENERGY SYSTEMS BV	
ROLLS-ROYCE MARINE BENELUX BV	
ROLLS-ROYCE POWER VENTURES NEDERLAND BV	
New Zealand	
Company Name	Registration Number
INTERNATIONAL COMBUSTION (NZ) LIMITED	WN 023672
NEI JOHN THOMPSON (NZ) LIMITED	WN 518877
ROLLS-ROYCE NEW ZEALAND LIMITED	WN/031660

Group - ROLLS-ROYCE plc

<u>Nigeria</u>

Company Name	
EWEKORO POWER LIMITED	Registration Number
ROLLS-ROYCE POWER VENTURES (NIGERIA) LIMITED	
Norway	

Company Name	:
AS Frangjsk	Registration Number
Cogen AS	
Industrial Development Corporation of Scandinavia AS	
Olympic Poseidon AS	
ROLLS-ROYCE MARINE AS	
Ulstein Automation AS	980371379
Ulstein Aviation AS	
Ulstein Bergen AS	
Ulstein Bergen Energi AS	
Ulstein Brattvaag AS	
Ulstein Frydenbo AS	
Ulstein High Speed Craft AS	
Ulstein Holding ASA	
Ulstein Industrier AS	
Ulstein Mekaniske Verksteder AS	
Ulstein Nor AS	
Ulstein Nordvestconsult AS	
Ulstein Norwich AS	
Ulstein Propeller AS	
Ulstein Ship Technology AS	
Ulstein Shipping II AS	
Ulstein Shipping III AS	
Ulstein Stoperier AS	
Ulstein Tenfjord AS	
Ulstein Testskip AS	
Ulstein Trading Limited AS	
Ulstein Turbine AS	
VIKING REISEBYRA AS	

People's Republic of China

Company Name	
XIAN XR AERO COMPONENTS CO., Ltd	Registration Number
<u>Philippines</u>	

Company Name	
CARMONA ENERGY INC	Registration Number
ORCA ENERGY INC.	A200001995
ORCA PLANT OPERATIONS, INC	ASO96-002540
RHOMBUS ENERGY, INC	A1997-8343
	A199807793
ROLLS-ROYCE POWER VENTURES (PHILIPPINES) INC	A199813668

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<u>Poland</u>

Company Name ENERGOBALTIC SP. ZO.O	Registration Number
ULSTEIN FAMA LIMITED	
Saudi Arabia	
Company Name	Registration Number
MIDDLE EAST PROPULSION COMPANY LIMITED	1010089160
ROLLS-ROYCE INTERNATIONAL TURBINES (SAUDI ARABIA) LIMITED	30019
Scotland	
Company Name	Registration Number
BELMOS PEEBLES TOOLS LIMITED	43725
Brown Brothers & Company Limited	SC004965
DYNAMIC POWER LIMITED	S174777
JOHN THOMPSON COCHRAN LIMITED	12628
MUNRO & JUNOR LIMITED	32558
REYROLLE BELMOS LIMITED	22307
ROLLS WOOD GROUP (REPAIR & OVERHAULS) LIMITED	
SPARE IPG 27 LIMITED	120673
Ulstein UK Limited	2519
Vickers Marine Equipment Limited	SC056372
Singapore	SC006596
Company Name	Danielusti - N. I
INTERNATIONAL ENGINE COMPONENT OVERHAUL PTE LTD	Registration Number
Kamewa Singapore Pte Limited	199701603E
ROLLS-ROYCE MARINE SINGAPORE PTE LTD	
ROLLS-ROYCE PTE LIMITED	
	0100/1985-K
SINGAPORE AERO ENGINE SERVICES PRIVATE LIMITED	
South Africa	
Company Name	Registration Number
NORTHERN ENGINEERING INDUSTRIES AFRICA LIMITED	
Vickers OMC (Pty) Limited	78/01240/06 99/01275/07
<u>Spain</u>	99/012/5/0/
Company Name	Pagistration Number
Brattvaag Marine SA	Registration Number
ENERGIA APLICADA MURCIA, SL	
INDUSTRIA DE TURBO PROPULSORES SA	A 40470 400
Ulstein Espana SA	A48179196
Sweden	
Company Name	Registration Number
company Name	Registration Number
KAMEWA AB	

Group - ROLLS-ROYCE plc

Switzerland

Company Name	
IAE INTERNATIONAL AERO ENGINES AG	Registration Number
IAE SERVICES AG	
Tanzania	

Company Name	
GEITA POWER LIMITED	Registration Number
TANGA POWER LIMITED	36067
Theiland	35931

<u>Thailand</u>

Company Name	Registration Number
NEI (THAILAND) LIMITED	2484/2528
THAILAND INVESTMENT COMPANY	2484/2528

Turkey

Company Name	Registration Number
BILENERJI AS	ive distration in in the state of the state
IDIL ENERJI SANAYI VE TICARET A.S.	97600
INDICENTION ON WATER VEHICLE A.S.	146185
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United States of America

Company Name	Registration Number
ALLISON ADVANCED DEVELOPMENT COMPANY, INC	
ALLISON ENGINE INTERNATIONAL SALES CORPORATION	
ALPHA LEASING (US) (No2) LLC	
ALPHA LEASING (US) (No3) LLC	
ALPHA LEASING (US) (No4) LLC	
ALPHA LEASING (US) LLC	
COOPER ROLLS INC	540004
DATA SYSTEMS & SOLUTIONS (U.S.A.) LLC	519284
DATA SYSTEMS & SOLUTIONS, LLC	
DIAMOND MICROELECTRONICS CORPORATION	
Jered Brown Brothers Inc	
LIGHT HELICOPTER TURBINE ENGINE COMPANY	
LOCKPORT POWER GENERATION HOLDINGS LLC	
LOCKPORT POWER GENERATION LLC	
OMEGA LEASING (US) (No2) LLC	
OMEGA LEASING (US) (No3) LLC	
OMEGA LEASING (US) (No4) LLC	
OMEGA LEASING (US) LLC	
PEEBLES ELECTRIC LLC	00007.00
R-H COMPONENT TECHNOLOGIES, L.C.	08807-28
ROLLS-ROYCE & PARTNERS FINANCE (US) LLC	
ROLLS-ROYCE ASSET MANAGEMENT INC	
ROLLS-ROYCE CAPITAL INC	
ROLLS-ROYCE COMMERCIAL MARINE INC	
ROLLS-ROYCE CONTROL SYSTEMS HOLDINGS CO	
ROLLS-ROYCE CORPORATION	

Group - ROLLS-ROYCE plc

ROLLS-ROYCE CREDIT CORPORATION	
ROLLS-ROYCE ENERGY SYSTEMS INC	54-1800738
ROLLS-ROYCE ENGINE SERVICES - OAKLAND INC	
ROLLS-ROYCE ENGINE SERVICES HOLDINGS CO	
ROLLS-ROYCE FINANCE HOLDINGS CO	
ROLLS-ROYCE GEAR SYSTEMS INC	
ROLLS-ROYCE INDUSTRIAL POWER INC	59-1977114
ROLLS-ROYCE INVESTMENTS CO.	
ROLLS-ROYCE MARINE LIMITADA	
ROLLS-ROYCE NAVAL MARINE INC	
ROLLS-ROYCE NORTH AMERICA (USA) HOLDINGS CO.	
ROLLS-ROYCE NORTH AMERICA HOLDINGS INC	
ROLLS-ROYCE NORTH AMERICA INC	
ROLLS-ROYCE NORTH AMERICA VENTURES LINC	
ROLLS-ROYCE NORTH AMERICA VENTURES II INC	None
ROLLS-ROYCE NORTH AMERICA VENTURES III INC	
ROLLS-ROYCE POWER VENTURES (LOCKPORT) L.L.C.	
ROLLS-ROYCE POWER VENTURES (USA) INC	
ROLLS-ROYCE POWER VENTURES INC	
ROLLS-ROYCE TURBOMECA INC	
RRD CORP	
RRPF ENGINE LEASING (US) LLC	
SOUTH FLORIDA COGENERATION ASSOCIATES	
SYNCROLIFT INC	59-0878881
TEXAS AERO ENGINE SERVICES L.L.C.	
Ulstein America Inc.	72-1322713
Ulstein Maritime Industries, Inc	2856265
Ulstein USA Inc.	
Vickers America Holdings Inc	725263048
Vickers Defense Systems Inc.	
WILLIAMS-ROLLS INC	739311009
Venezuela	
Company Name	Registration Number
ROLLS-ROYCE DE VENEZUELA SA	

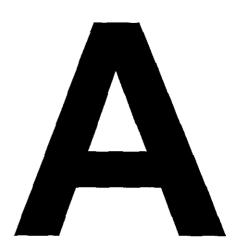
2 July 2001 Page 13

Enter details of all the shares in issue	Class	Number of shares issued	Aggre⊛ate Nominal Val te
at the date of this return.	(e.g. Ordinary/Preference)	Silai so tocasa	(i.e Number of shares is sued multiplied by nominal value per share,or total amount of stock)
Ordinary Shares		1,588,119,332	£317,623,866.40
Special Rights Redeemable Pr	reference Share	1	£1.00
		<u></u>	[
	Totals	1,588,119,333	£317,623,867.40
List of past and present shareho	olders	 -1	No.
A full list is required if one was not included with either of the last two returns.	There were no changes in		n another format
	A list of changes is enclos	sed	
	A full list of shareholders i	is enclosed	✓
Certificate Sign	knowledge and belief.	ation given in this return	
† Please delete as appropriate.	† adiabetor /secretary	Date 4	July 2001
When you have signed the return send with the fee to the Registrar of Compar Cheques should be made payable to Companies House.		des 7 co	ntinuation sheets.
Please give the name, address, telephone number, and if available, a DX number and Exchange, for	J Warren, Deputy Compar	ny Secretary, Rolls-Roy	ce plc,PO Box 31,
the person Companies House should contact if there is any query.		Tel	78

DX number DX exchange



FORM ML8



BULK LIST OF SHAREHOLDERS OR MEMBERS

A BULK LIST OF SHAREHOLDERS OR MEMBERS FOR THIS COMPANY HAS BEEN LODGED BUT DOES NOT APPEAR ON THIS ANNUAL RETURN MICROFICHE.

IF YOU WISH TO SEARCH THE LIST, PLEASE ENQUIRE AT THE SEARCH CONTROL COUNTER.

COMPANY NUMBER __1003142_