Form No. 6A
(Filing fee £20)

No. of Company 1003142

/88

(For notes on this form see the "Annual Return Guide")

THE COMPANIES ACTS 1948 TO 1976

Annual return of a company having a share capital

Pursuant to Sections 124 and 126 of the Companies Act 1948

COMPANIES REGISTRATION OFFICE
PAID

Annual return of ROLLS-ROYCE Limited *,

made up to the 11 June 1980 (being the fourteenth day after the date of the annual general meeting for the year 1980)

* Delete "Limited" if not applicable

1. Address of the registered office of the Company: 65 Buckingham Gate, London. SW1E 6AT

2. Summary of share capital and debentures

(a) **Nominal Share Capital**

	No. of shares	Class	Value of each share
(1) Nominal share capital £400,000,000 divided into	400,000,000	Ordinary	£1

(b) **Issued Share Capital and Debentures**

	Number	Class
(2) Number of shares of each class taken up to the date of this return (which number must agree with the total shown in the list as held by existing members) ...	234,000,000	Ordinary
(3) Number of shares of each class issued subject to payment wholly in cash ...	224,000,000	Ordinary
(4) Number of shares of each class issued as fully paid up for a consideration other than cash ...	10,000,000	Ordinary

(5) Number of shares of each class issued as partly paid up for a consideration other than cash and extent to which each such share is so paid up ... Amount per share £Nil

(6) Number of shares (if any) of each class issued at a discount ... None

(7) Amount of discount on the issue of shares which has not been written off at the date of this return ... £Nil

	Amount per share	Number	Class
(8) Amount called up on number of shares of each class ...	£1	224,000,000	Ordinary

(9) Total amount of calls received (Note 1) ... £224,000,000

		Number	Class
(10) Total amount (if any) agreed to be considered as paid on number of shares of each class issued as fully paid up for a consideration other than cash	£10,000,000 on	10,000,000	Ordinary
(11) Total amount (if any) agreed to be considered as paid on number of shares of each class issued as partly paid up for a consideration other than cash	£Nil on		

(12) Total amount of calls unpaid ... £Nil

(13) Total amount of sums (if any) paid by way of commission in respect of any shares or debentures ... £Nil

(14) Total amount of the sums (if any) allowed by way of discount for any debentures since the date of the last return £Nil

	Number	Class
(15) Total number of shares of each class forfeited ...	None	

(16) Total amount paid (if any) on shares forfeited ... £Nil

(17) Total amount of shares for which share warrants to bearer are outstanding ... £Nil

(18) Total amount of share warrants to bearer issued and surrendered respectively since the date of the last return ... Issued ... £Nil; Surrendered £Nil

(19) Number of shares comprised in each share warrant to bearer, specifying in the case of warrants of different kinds, particulars of each kind ... None

3. Total amount of indebtedness of the company in respect of all mortgages and charges which are required to be registered with the Registrar of Companies (Note 2) ... £1,190,525

Presented by: W F Boldison, Assistant Company Secretary, Rolls-Royce Limited, P.O. Box 31, Moor Lane, Derby. DE2 8BJ

Presentor's reference: Bld

COMPANIES REGISTRATION OFFICE
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-9 JUL 1980
30

N.W. £20
020514

Folio in register ledger containing particulars	Names and addresses
7	National Enterprise Board 12-18 Grosvenor Gardens London. SW1W ODW
8	John CAINES 12-18 Grosvenor Gardens London. SW1W ODW
9	Paul Richard HARTNACK 12-18 Grosvenor Gardens London. SW1W ODW
7	Thomas Erasio RADICE 12-18 Grosvenor Gardens London. SW1W ODW
9	William Brian WILLOTT 12-18 Grosvenor Gardens London. SW1W ODW

Margin reserved for binding

Members (Notes 3, 4 and 5)

Account of shares				
Number of shares or amount of stock held by existing members at date of return (Notes 6 and 7)	Particulars of shares transferred since the date of the last return, or, in the case of the first return, of the incorporation of the company, by (a) persons who are still members, and (b) persons who have ceased to be members (Note 8)			Remarks
	Number (Note 7)	Date of registration of transfer		
		(a)	(b)	
233,999,998				
			10.6.1980	
1				
			20.7.1979	
1				
234,000,000				

Margin reserved for binding

Margin reserved for binding

5. Situation of the registers of members and debenture holders, if kept at an address other than the registered office.

(a) Register of members (Note 9) Eastgate House, Nottingham Road, Derby.

(b) Register of debenture holders (Note 10)

6. Particulars of directors of the company at the date of this return (Note 11)

Name, nationality and date of birth (where applicable) (Notes 12, 13 and 14)	Address (Note 15)	Business occupation and particulars of other directorships (Note 16)
Please see attached list.		

Particulars of the secretary of the company at the date of this return

Name (Notes 12, 13, 17 and 18)	Address (Notes 18 and 19)
John Rawlinson Lovel SOUTHAM	107 Ashley Gardens, Thirleby Road, London. SW1P 1HJ

CERTIFICATION

DELETE ANY CERTIFICATE WHICH DOES NOT APPLY

Delete if not a Private Company ▶

A We certify that the Company has not since the date of the last Annual Return (or, if this is the first Return made, since the date of incorporation of the Company) issued any invitation to the public to subscribe for any shares or debentures of the Company.

Delete if not a Private Company or, if a Private Company, if the number of members of the Company does not exceed fifty ▶

~~B We certify that the Company has not since the date of the last Annual Return (or, if this is the first Return made, since the date of incorporation of the Company) issued any invitation to the public to subscribe for any shares or debentures of the Company.~~

Banking Companies: *Please see note 20* ▶

Signed [signature] Director

[signature] Secretary

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Name, nationality (if other than British) and date of birth (where applicable)	Address	Business occupation and particulars of other directorships
Sir George Vernon Kennedy BURTON, CBE, MBE (Mil)	Aldham Mill Hadleigh Suffolk	Company Director Other directorships Fisons Limited Barclays Bank International Limited Thomas Tilling Limited Church Street Vintage Cars Limited
Sir St John (De Holt) ELSTUB, CBE	Perry House Hartlebury Worcestershire	Company Director Other directorships British Engine Insurance Limited Hill Samuel Group Limited Tube Investments Limited
Dennis Alec HEAD, CBE, MA	3 Newton Park Newton Solney Burton-upon-Trent Staffs	Managing Director - Aero Division, Rolls-Royce Limited Other directorships Rolls-Royce Turbomeca Limited Turbo-Union Limited
Samuel Logan HIGGINBOTTOM, CBE United States Citizen	2 Pheasant Lane Greenwich Connecticut 06830 U.S.A.	Chairman and President, Rolls-Royce Inc
Sir Francis Scott McFADZEAN, LLD	"Woodside" Quarry Woods Marlow Bucks	Chairman and Chief Executive, Rolls-Royce Limited Other directorships The Shell Transport and Trading Company Limited Shell Petroleum Limited Combined Petroleum Companies Pension Fund Beechams Limited Coats Patons Limited

Peter John MOLONY, FCA	'Follibank' Upton Scudamore Nr. Warminster Wiltshire	Finance Director, Rolls-Royce Limited
Donald John PEPPER	The Hard Swanwick Shore Nr. Southampton	Vice Chairman, Rolls-Royce Limited <u>Other directorships</u> Rolls-Royce Pension Trust Limited Rolls-Royce and Associates Limited
Ashley Reinhard George RAEBURN, CBE	23 Alleyn Park Dulwich LONDON	Vice Chairman, Rolls-Royce Limited <u>Other directorships</u> Oxford Centre of Management Studies Rolls-Royce & Japanese Aero Engines Ltd.
Marshal of the Royal Air Force Sir Denis (Frank) SPOTSWOOD, GCB, CBE, DSO, DFC	Coombe Cottage Pheasants Hill Hambleden Henley-on-Thames OXON	Director, Rolls-Royce Limited <u>Other directorships</u> Rolls-Royce Turbomeca Limited
Sir Peter (Eustace) THORNTON, KCB	22 East Street Alresford Hants	Banker <u>Other directorships</u> Courtaulds Limited Hill Samuel Group Limited Hill Samuel & Co Limited The Laird Group Ltd
Air Chief Marshal Sir (Henry) Neil (George) WHEELER, GCB, CBE, DSO, DFC and Bar, AFC	Boundary Hall Cooksbridge Lewes East Sussex	Director, Rolls-Royce Limited <u>Other directorships</u> Flight Refuelling (Holdings) Limited Flight Refuelling Limited

Associated Companies	Percentage of Equity
Registered in England :-	
Coberrow Limited (100% 'B' Shares)	22⅔
Nuclear Developments Limited (100% 'C' Shares)	33⅓
Rolls-Royce and Japanese Aero Engines Limited (100% 'A' Shares)	50
Rolls-Royce Turbomeca Limited (100% 'B' Shares)	50
Ship Propulsion Limited	50
Turbo-Union Limited (40% Ordinary Shares 37.5% 'A' Shares	40
Incorporated Overseas :-	
Abu Dhabi - Maintenance Services Gulf Limited	5
Australia - Comair Pty Limited	10
- Commonwealth Aircraft Corporation Limited	10
Brazil - Rolls-Royce Turbomeca do Brasil SA	50
Canada - Cooper Rolls Corporation	50
Egypt - Arab British Engine Company	30
France - Rolls-Royce Turbomeca International SA	50
USA - Cooper Rolls Inc	50

STATEMENT ANNEXED TO ANNUAL RETURN

IN COMPLIANCE WITH COMPANIES ACT 1967

Subsidiary Companies	Percentage of Equity
Registered in England :-	
Blackburn Engines Limited	100
Bristol Aero-Engines Limited	100
Bristol Engine Rentals Limited	100
Bristol Engine Services Limited	100
Bristol Siddeley Engines Limited	100
Deeside Titanium Limited	100
Pendlebor Limited	100
RNC Nuclear Limited	100
Rolls-Royce and Associates Limited (25% 'A' Shares 100% 'B' Shares)	43
Rolls-Royce Developments Limited (100% 'A' Shares)	52
Rolls-Royce Diesels Limited	100
Rolls-Royce (Far East) Limited	100
Rolls-Royce Finance Limited	100
Rolls-Royce (France) Limited	100
Rolls-Royce (India) Limited	100
Rolls-Royce Leasing Limited	100
Rolls-Royce Nuclear Partners Limited	100
Rolls-Royce Reactor Systems Limited	100
Sawley Packaging Company Limited	100
The De Havilland Engine Company Limited	100
Incorporated Overseas :-	
Australia - Rolls-Royce of Australia Pty Limited	100
Brazil - Motores Rolls-Royce Limitada	100
Canada - Bristol Aerospace Limited	100 *
- Rolls-Royce (Canada) Limited	100 *
- Rolls-Royce Holdings North America Limited	100
Mexico - Rolls-Royce SA	100
Saudi Arabia - Rolls-Royce Industrial Turbines (Saudi Arabia) Ltd	51
Spain - Rolls-Royce de Espana SA	50½
USA - Dulles International Aeroservices Inc (100% 'A' Shares)	51 *
- Rolls-Royce Inc	100
- Roycalif Realty Inc	100 *
- Roylind Realty Inc	100 *

Note : Interests in companies marked * are held indirectly.