

A

COMPANIES FORM No. 363

Annual return of a company

Bulk List

363

Pursuant to sections 363 and 364 of the Companies Act 1985

Note The appropriate fee should accompany this form

Please do not
write in
this margin.

To the Registrar of Companies

For official use

Company number

| | | | |
|--|--|--|--|
| | | | |
|--|--|--|--|

| |
|---------|
| 1003142 |
|---------|

Please complete
legibly, preferably
in black type, or
bold block lettering

* insert full name
of company

Annual return of (note 1)

| |
|-------------------|
| * ROLLS-ROYCE plc |
|-------------------|

The information in this return is as at

† if the company has a
share capital, this
date must be the
14th day after the
annual general
meeting

| | | |
|--------|-------|------------------------------------|
| 7 June | 19 88 | †.(The date of this return note 1) |
|--------|-------|------------------------------------|

Address of registered office of the company

| | | |
|----------------------------|----------|----------|
| 65 Buckingham Gate, London | Postcode | SW1E 6AT |
|----------------------------|----------|----------|

Total amount of indebtedness of the company
in respect of mortgages and charges
(note 2).

£ 680,187

If different from the
registered office, state
address where the register
of members or any register
of debenture holders or
any duplicate or part of any
register of debentures is
kept or may be inspected.

Register of members

| |
|--|
| National Westminster Bank PLC, PO Box 82, Caxton House, Redcliffe Way, Bristol BS99 7NH |
|--|

Register of debenture holders

| |
|--|
| |
|--|

Particulars of the secretary

| | |
|---------------------------|---------------------------------------|
| Name (notes 3 and 4) | Anthony Warrington |
| Previous name(s) (note 3) | None |
| Address (notes 4 and 5) | Fern Grove, Welwyn Garden City, Herts |
| Postcode | AL8 7ND |

‡ only pages 1 and 2
need be completed
in the case of a
company without
share capital

We certify this return which comprises pages 1, 2, [3, 4, 5 and 6]‡ (plus§ 5 continuation sheets) and microfiche

§ enter number of
continuation sheets
attached

Signed

Ralph Robins

Director, and

A Warrington

Secretary

Presentor's name address and
reference (if any):

Mr W F Boldison
Assistant Company Secretary
Rolls-Royce plc
PO Box 31
Derby
DE2 8BJ

For official Use
General Section

Post room

N.W. 050820-20

| | |
|-------------------|----|
| CORPORATE SECTION | |
| 15 JUL 1988 | |
| M | 15 |

Particulars of the director(s) of the company

| | | | | |
|--|---|---------|------------------------|--------------------|
| Name (note 3) | Gordon Robert Higginson | | Business Occupation | Chartered Engineer |
| Previous name(s) (note 3) | None | | Nationality | British |
| Address (note 5) | Birchwood, Heatherlands Road, Chilworth, Southampton | | Date of birth (note 9) | 8 November 1929 |
| | Postcode | SO1 7JD | | |
| Other relevant past or present directorships* (note 8) | | | | |
| Chilworth Centre Limited | | | | |

Please complete legibly, preferably in black type, bold block letters.

* delete if inappropriate. Enter particulars of other directorships held or previously held if this space is insufficient for continuation.

| | | | | |
|---|---|----------|------------------------|------------------|
| Name (note 3) | James Ogilvie Keir | | Business Occupation | Director, Supply |
| Previous name(s) (note 3) | None | | Nationality | British |
| Address (note 5) | 'Grayrigg', Mill Hill Lane, Winshill, Burton-on-Trent, Staffs | | Date of birth (note 9) | 13 April 1939 |
| | Postcode | DE15 0BB | | |
| Other relevant past or present directorships* (note 8) None | | | | |

| | | | | |
|--|---|----------|------------------------|---------------|
| Name (note 3) | Air Chief Marshal Sir Douglas Charles Lowe | | Business Occupation | Director |
| | GCB, DFC, AFC | | Nationality | British |
| Previous name(s) (note 3) | None | | Date of birth (note 9) | 14 March 1922 |
| Address (note 5) | Westland Cottage, Manor House, Byfleet, Surrey | | | |
| | Postcode | KT14 7RS | | |
| Other relevant past or present directorships* (note 8) Mercury Communications Limited (to 1985), Royal Ordnance PLC (to 1987), Bank III Holdings Ltd, Bank III Radio Ltd (to 1987) | | | | |

| | | | | |
|---|--|---------|------------------------|--|
| Name (note 3) | Stewart Crichton Miller | | Business Occupation | Director, Corporate Engineering, Rolls-Royce plc |
| Previous name(s) (note 3) | None | | Nationality | British |
| Address (note 5) | The Old School House, Bradbourne, Nr Ashbourne, Derbyshire | | Date of birth (note 9) | 2 July 1934 |
| | Postcode | DE6 1PA | | |
| Other relevant past or present directorships* (note 8) Rolls-Royce and Japanese Aero Engines Limited, Rolls-Royce Turbomeca Limited | | | | |

Summary of share capital and debentures

Nominal share capital

£ 250,000,000

Please do not write in this margin

divided into:-

| Number of shares | Class | Nominal value of each share |
|------------------|----------|-----------------------------|
| 1 1,050,000,000 | Ordinary | £ 0.20 |
| 2 1 | Special | £ 1 |
| 3 | | £ |

Please complete legibly, preferably in black type, or bold block lettering

Issued share capital and debentures

1 Number of shares of each class taken up to the date of this return

| Number | Class |
|---------------|----------|
| 1 801,470,598 | Ordinary |
| 2 1 | Special |
| 3 | |

2 Number of shares of each class issued subject to payment wholly in cash

| | |
|---------------|----------|
| 1 788,970,598 | Ordinary |
| 2 1 | Special |
| 3 | |

3 Number of shares of each class issued as fully paid up for a consideration other than cash

| | |
|--------------|----------|
| 1 12,500,000 | Ordinary |
| 2 None | Special |
| 3 | |

4 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

| | |
|-----|------|
| 1 £ | None |
| 2 £ | |
| 3 £ | |

5 Number of shares (if any) of each class issued at a discount

| | |
|--------|--|
| 1 None | |
| 2 | |
| 3 | |

Continued on page 4

LIST OF PAST

| Folio in register ledger containing particulars | Names and Addresses | |
|---|-------------------------|----|
| | See enclosed microfiche | 1 |
| | | 2 |
| | | 3 |
| | | 4 |
| | | 5 |
| | | 6 |
| | | 7 |
| | | 8 |
| | | 9 |
| | | 10 |
| | | 11 |
| | | 12 |
| | | 13 |
| | | 14 |
| | | 15 |

Class

Amount for State of the 50 United States of each class
the date of the report

**Please complete
legibly, preferably
black type, or
bold block lettering**

- 8 Total amount of calls received (note 10)
- 9 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 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
- 11 Total amount of calls unpaid
- 12 Total amount of sums (if any) paid by way of commission in respect of any shares or debentures
- 13 Total amount of the sums (if any) allowed by way of discount for any debentures since the date of the last return
- 14 Total number of shares of each class forfeited
- 15 Total amount paid (if any) on shares forfeited
- 16 Total amount of shares for which share warrants to bearer are outstanding
- 17 Total amount of share warrants to bearer issued and surrendered respectively since the date of the last return
- 18 Number of shares comprised in each share warrant to bearer, specifying in the case of warrants of different kinds, particulars of each kind

| Continued | Amount | Number | |
|------------------|-------------|--------|----------|
| £ Nil | | | |
| £ 0.20 | 788,970,598 | | Ordinary |
| £ 1 | 1 | | Special |
| £ | | | |
| £ 157,794,120.60 | | | |
| £ 2,500,000 | 12,500,000 | | Ordinary |
| £ | | | |
| £ | | | |
| £ Nil | | | |
| £ | | | |
| £ | | | |
| £ Nil | | | |
| £ Nil | | | |
| £ Nil | | | |
| | None | | |
| | | | |
| | | | |
| £ Nil | | | |
| £ Nil | | | |
| £ Nil | | | |
| £ Nil | | | |
| | None | | |

AND PRESENT MEMBERS (notes i1 and 12)

[illegible]

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write in
this margin

COMPANIES FORM No. 363 (Cont.)

**Annual return of a
company (continuation)**

Continuation sheet No 1
to Form No. 363

Company number

1003142

Name of company

* insert full name
of company

* ROLL-ROYCE plc

Particulars of the directors of the company continued (notes 6 and 7)

| | | | |
|--|---|------------------------|--------------------|
| Name (note 3) | Harold George Mourgue | Business Occupation | Corporate Director |
| Previous name(s) (note 3) | None | Nationality | British |
| Address (note 5) | "Myton", 8 Baslow Road, Eastbourne, East Sussex | Date of birth (note 9) | 7 September 1927 |
| | Postcode | BN20 7VJ | |
| Other relevant past or present directorships* (note 8) See attached list | | | |

* delete if
inappropriate.
Enter particulars
of other director-
ships held or
previously held.
If this space is
insufficient continue
on back page

| | | | |
|--|---|------------------------|----------------|
| Name (note 3) | Sir Robin Buchanan Nicholson | Business Occupation | Engineer |
| Previous name(s) (note 3) | None | Nationality | British |
| Address (note 5) | Whittington House, 8 Fisherwick Road, Whittington, N. Lichfield, Staffs | Date of birth (note 9) | 12 August 1934 |
| | Postcode | W314 9LH | |
| Other relevant past or present directorships* (note 8) See attached list | | | |

| | | | |
|--|--|------------------------|--------------------------------------|
| Name (note 3) | James Arthur Rigg CBE | Business Occupation | Director, Finance Rolls-Royce plc |
| Previous name(s) (note 3) | None | Nationality | British |
| Address (note 5) | 67 Hazelwood Road, Duffield, Derby | Date of birth (note 9) | 11 January 1927 |
| | Postcode | DE6 4AA | |
| Other relevant past or present directorships* (note 8) See attached list | | | |

Particulars of other directorships held or previously held specifying the director in question

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write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

Harold George Mourgue

EMI Limited (to 1987)
INMOS International PLC
Metal Industries Group Trustees Limited
TEI Properties Limited
Thorn Death Benefit Scheme Trustees Limited
Thorn EMI PLC (to 1987)
Thorn EMI International Rentals Limited (previous)
Thorn Lighting Limited
Thorn EMI Pension Trust Limited
Thorn EMI Television Rentals Limited (previous)
Turner & Newall PLC
TTH Limited
Thames Television Limited
Teddington Broadcasting Consultants Limited
Thames Television Staff Share Trustees Limited

Sir Robin Buchanan Nicholson

Barr and Stroud Limited (to 1986)
The British Petroleum Company plc
Pilkington Brothers plc
Pilkington Holdings Limited
Pilkington Overseas Holdings Limited
Pilkington Finance Limited
Pilkington MicroElectronics Limited
Pilkington PE Limited (to 1986)

James Arthur Rigg CBE

Rolls-Royce and Associates Limited
Rolls-Royce Pension Trust Limited
Rolls-Royce Pension Trust (No.2) Limited
Williams Holdings PLC
Domestroll Limited
Pathchain Limited
Wavemood Limited
Meriton Investments Limited (to 1986)

COMPANIES FORM No. 363 (Cont.)

Annual return of a company (continuation)

Continuation sheet No 2
to Form No. 363

Company number

1003142

Name of company

* insert full name of company

* **ROLLS-ROYCE plc**

Particulars of the directors of the company continued (notes 6 and 7)

* delete if inappropriate. Enter particulars of other directorships held or previously held. If this space is insufficient continue on back page

| | | |
|--|-------------------------|---|
| Name (note 3) Sir Ralph Harry Robins | | Business Occupation Managing Director Rolls-Royce plc |
| Previous name(s) (note 3) None | | Nationality British |
| Address (note 5) Lynngarth, Hazelwood Road, Duffield | | Date of birth (note 9) 16 June 1932 |
| Derbyshire | Postcode DE6 4AA | |
| Other relevant past or present directorships* (note 8) Rolls-Royce and Japanese Aero Engines Limited, The Society of British Aerospace Companies Limited, Viking Property Group Limited, ASW (Holdings) Limited | | |

| | | |
|---|------------------------|--|
| Name (note 3) Sir Philip Shelbourne | | Business Occupation Chairman Henry Ansbacher |
| Previous name(s) (note 3) None | | Nationality Holdings PLC British |
| Address (note 5) 1 Aubert Park, London | | Date of birth (note 9) 15 June 1924 |
| | Postcode N5 1TL | |
| Other relevant past or present directorships* (note 8) See attached list | | |

| | | |
|--|--------------------------|--|
| Name (note 3) Sir Francis Leonard Tombs | | Business Occupation Chartered Engineer |
| Previous name(s) (note 3) None | | Nationality British |
| Address (note 5) Honington Lodge, Honington, Shipston-on-Stour, | | Date of birth (note 9) 17 May 1924 |
| Warwickshire | Postcode CV36 5AA | |
| Other relevant past or present directorships* (note 8) See attached list | | |

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legibly, preferably
in black type, or
bold black lettering

Sir Philip Shelbourne

Allied Lyons PLC
British Nuclear Fuels PLC (previous)
Britoil PLC (previous)
The Kaye Organisation Limited
The British National Oil Corporation (previous)
The Cystic Fibrosis Research Investment Trust plc (previous)
Henry Ansbacher Holdings PLC

Sir Francis Leonard Tombs

Celltech Limited (to 1986)
City Cable (Holdings) Limited (to 1985)
N M Rothschild & Sons Limited
Shell UK Limited
T & N International Limited
T & N Welfare Trust Limited
Turner & Newall PLC
The Molecule Theatre Limited
AE PLC (to 1987)
CEST Limited

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COMPANIES FORM No. 363 (Cont.)

**Annual return of a
company (continuation)**

Continuation sheet No 3
to Form No. 363

Please complete
legibly, preferably
in black type, or
bold block lettering

Company number

1003142

Name of company

* insert full name
of company

* ROLLS-ROYCE plc

Particulars of the directors of the company continued (notes 6 and 7)

| | | | |
|--|---|---------------------|---|
| Name (note 3) | John David Wragg | Business Occupation | Director, Military Engines, Rolls-Royce |
| Previous name(s) (note 3) | None | Nationality | plc |
| Address (note 5) | 6 Grange Court Road, Westbury-on-Trym, Bristol | British | |
| | Postcode | BS9 4DP | Date of birth (note 9) |
| | | | 7 September 1928 |
| Other relevant past or present directorships* (note 8) Turbo-Union Limited, GEC Rolls-Royce (Power Generation) Limited, Rolls-Royce Turbomeca Limited, Lloyds Register Quality Assurance Limited | | | |

* delete if
inappropriate.
Enter particulars
of other director-
ships held or
previously held.
If this space is
insufficient continue
on back page

| | | | |
|--|----------|------------------------|--|
| Name (note 3) | | Business Occupation | |
| Previous name(s) (note 3) | | Nationality | |
| Address (note 5) | | Date of birth (note 9) | |
| | Postcode | | |
| Other relevant past or present directorships* (note 8) | | | |

| | | | |
|--|----------|------------------------|--|
| Name (note 3) | | Business Occupation | |
| Previous name(s) (note 3) | | Nationality | |
| Address (note 5) | | Date of birth (note 9) | |
| | Postcode | | |
| Other relevant past or present directorships* (note 8) | | | |

Particulars of other directorships held or previously held specifying the director in question (note 8)

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold black lettering

7 June 1988

Rolls-Royce plc

Company Number 1003142

Subsidiary CompaniesPercentage
of EquityRegistered in England:

| | |
|--|------|
| Blackburn Engines Limited | 100 |
| Bristol Siddeley Engines Limited | 100 |
| Deeside Titanium Limited | 82.5 |
| MatEval Limited | 100 |
| Pendlebor Limited | 100 |
| RNC Nuclear Limited | 100 |
| Rolls Limited | 100 |
| Rolls (UK) Limited | 100 |
| Rolls-Royce and Associates Limited (69% 'A' Shares 100% 'B' Shares) | 76.5 |
| Rolls-Royce (China) Limited | 100 |
| Rolls-Royce Developments Limited | 100 |
| 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 MatEval Limited | 100 |
| Rolls-Royce Nuclear Partners Limited | 100 |
| Rolls-Royce Plant Leasing Limited | 100 |
| Rolls-Royce Reactor Systems Limited | 100 |
| Rolls-Royce Supplies Limited | 100 |
| Sawley Packaging Company Limited | 100 |
| Sensotect Limited | 100 |
| Sinfin Freight Forwarding Limited | 100 |
| The De Havilland Engine Company Limited | 100 |

Incorporated Overseas:

| | |
|--|-------|
| Australia - Rolls-Royce of Australia Pty Limited | 100 |
| Bahrain - Rolls-Royce (Middle East) EC | 100 |
| Brazil - Motores Rolls-Royce Limitada | 100 |
| Canada - Bristol Aerospace Limited | 100 * |
| - Rolls-Royce (Canada) Limited | 100 * |
| - Rolls-Royce Industries Canada Inc | 100 |
| Guernsey - Nightingale Insurance Limited | 100 |
| Mexico - Rolls-Royce SA | 51 |
| Saudi Arabia - Rolls-Royce Industrial Turbines (Saudi Arabia) Limited | 50.5 |
| Spain - Rolls-Royce de Espana SA | 100 |
| USA - Rolls-Royce Holdings Inc | 100 * |
| - Rolls-Royce Inc | 100 * |
| - Rolls-Royce Capital Inc | 100 * |
| - Rolls-Royce Credit Corporation | 100 * |
| - Rolls-Royce Product Support Canada Inc | 100 * |
| - RRD Corp | 100 |
| - RR Participation Service Inc | 100 |

Note: Interests in companies marked * are held indirectly

7 June 1988

Rolls-Royce plc

Company Number 1003142

Subsidiary Companies

Percentage
of Equity

Registered in England:

| | |
|--|-------|
| Coberrow Limited (100% 'B' Shares) | 22.66 |
| Cooper Rolls Limited | 50 * |
| GEC Rolls-Royce (Power Generation) Limited | 50 |
| Rolls-Royce and Japanese Aero Engines Limited (100% 'A' Shares) | 50 |
| Rolls-Royce Turbomeca Limited (100% 'B' Shares) | 50 |
| Turbo-Union Limited (40% Ordinary Shares 37.5 'A' Shares) | 40 |

Incorporated Overseas:

| | | |
|-------------|---|------|
| Australia | - Turbine Components Australia Pty Limited | 50 |
| Brazil | - Rolls-Royce Turbomeca do Brasil Limitada | 50 * |
| Canada | - Cooper Rolls Corporation | 50 * |
| Egypt | - Arab British Engine Company | 30 |
| Germany | - Eurojet Turbo GmbH | 33 |
| Switzerland | - IAE International Aero Engines AG | 30 |
| USA | - Cooper Rolls Incorporated | 50 |

Note: Interests in companies marked * are held indirectly