

Number of
Company

1003142/1

THE COMPANIES ACTS 1948 to 1967

DECLARATION of Compliance with the requirements of the
Companies Act 1948 on application for registration of a Company.

Pursuant to Section 15 (2) of the Companies Act 1948

*Inscribethe
Name of the
Company.*

ROLLS-ROYCE (1971)

LIMITED

Presented by

Presentor's Reference JKG/WNP

FRESHFIELDS

1 Bank Buildings

Princes Street, London EC2R 8AB

Form No. 41
(No filing fee payable)

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 15 Hanover Street, W1R 9HG;
55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA; 19 & 21 North John Street,
Liverpool L2 5RF; 28-30 John Dalton Street, Manchester M3 6HR; and 14-15 Renfrew Court, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

2
I, JOHN KERR GRIEVES

of 1 Bank Buildings, Princes Street, London EC2R 8AB

Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor")" engaged
"in the formation"
or
"A person named
"in the Articles of
"Association as a
"Director" or
"Secretary".

Do solemnly and sincerely declare that I am (°) a Solicitor of

the Supreme Court engaged in the formation of

of

ROLLS-ROYCE (1971)

Limited,

And that all the requirements of the Companies Act 1948 in respect of
matters precedent to the registration of the said Company and incidental
thereto have been complied with, And I make this solemn Declaration
conscientiously believing the same to be true and by virtue of the provisions
of the Statutory Declarations Act 1835

Declared at 1 Bank Buildings

Princes Street, London EC2R 8AB

the 22nd day of February

one thousand nine hundred and

seventy-one

J. K. Grievs

Before me,

[Signature]

A Commissioner for Oaths [or Notary Public or
Justice of the Peace.]

Note.—This margin is reserved for binding and must not be written across.

Number of
Company

1003142/2

STATEMENT OF THE NOMINAL CAPITAL

OF



ROLLS-ROYCE (1971)

LIMITED

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920 and Section 41 of the Finance Act 1933.

THE NOMINAL CAPITAL of the above named Company is £ 100

Signature

Premier

Description Solicitors engaged in the formation
of the Company

Dated the 22nd day of February 19 71

NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

Presentor's Reference JKG/WNP

FRESHFIELDS

1 Bank Buildings, Princes Street, London EC2R 8AB

Form No. 25

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

191-192 Fleet Street, E.C.4;

3 Bucklersbury, E.C.4;

49 Bedford Row, W.C.1;

15 Hanover Street, W.1;

55-59 Newhall Street, Birmingham, 3;

31 Charles Street, Cardiff, C.F.1;

49 & 21 North John Street, Liverpool, 2;

28-30 John Dalton Street, Manchester, 2;

and 14-22 Renfrew

Court, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.



Certificate of Incorporation

No.

I hereby Certify that

ROLLS-ROYCE (1971) LIMITED is this day incorporated
under the Companies Acts 1948 to 1967 and that the Company is
LIMITED.

GIVEN under my hand at London the 1971.

Assistant Registrar of Companies.

THE COMPANIES ACTS 1948 TO 1967

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COMPANY LIMITED BY SHARES

10031423
Memorandum of Association

OF

ROLLS-ROYCE (1971) LIMITED

1. The name of the Company is "ROLLS-ROYCE (1971) LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:—
 - (1) To acquire any part of the undertaking and assets of Rolls-Royce Limited or of any company which is a subsidiary of it (within the meaning of the Companies Act 1948) and to carry on any undertaking so acquired.
 - (2) To design, manufacture, supply or deal in engines of every description and parts and components of and accessories for engines; to design, manufacture, supply or deal in vehicles, conveyances of all kinds, weapons and other equipment capable of military use, and machinery and equipment capable of use in or in connection with such vehicles, conveyances, weapons or equipment; to rebuild, replace, service or repair any of the foregoing.
 - (3) To carry on research and development in connection with any of the foregoing activities; and to carry on any other activity preparatory or ancillary to such activities.
 - (4) To carry out such building, mining, engineering or other operations and works, and to manufacture or deal in such goods and to acquire, hold or deal with such property, as may seem directly or indirectly to advance the interests of the Company.
 - (5) To enter into such commercial or other transactions as may seem desirable for the purpose of the Company's affairs.



- (6) To enter into consortia or other collaborative arrangements which may seem to advance the interests of the Company in pursuance of international or other projects.
- (7) To acquire and hold interests in other companies and to enter into any arrangements with other companies which may seem to advance the interests of the Company.
- (8) To pay or to make such arrangements for providing such pensions, benefits, share acquisition schemes and other matters (whether to or for or for the benefit of present or past directors or employees of the Company or of any company associated with the Company or persons who are or were related to or dependants of such directors or employees) as may seem directly or indirectly to advance the interests of the Company and in particular but without prejudice to the generality of the foregoing in connection with any acquisition pursuant to sub-clause (1) of this Clause to make arrangements for the continuance or transfer to the Company of any pension arrangements made by Rolls-Royce Limited or any subsidiary thereof.
- (9) To act as agents or trustees, and to enter into partnership and other arrangements which may seem to advance the interests of the Company.
- (10) To sell, lease or dispose of the undertaking of the Company or any part thereof on such terms as the Company may decide, and to distribute assets in specie among the members of the Company.
- (11) To raise or borrow money and to receive deposits, and to lend money, give whether gratuitously or otherwise guarantees or indemnities and whether in respect of its own obligations or those of some other person or company, and to charge its undertaking or any part thereof or its uncalled capital, in any circumstances and upon such terms and conditions as the Company may think fit.
- (12) To pay the formation and registration expenses of the Company.
- (13) To contribute to any public, general, charitable, benevolent or useful object, to which it may seem to be in the interest of the Company or its members to contribute.
- (14) To do all such other things as may be considered to further the interests of the Company or be incidental or conducive to the above objects or any of them.

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And it is hereby declared (a) that the word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere, and (b) that, except where the context expressly so requires, none of the several paragraphs of this Clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to, any other paragraph of this Clause, or the objects in such other paragraph specified, or the powers thereby conferred.

4. The liability of the members is limited.

5. The Share Capital of the Company is £100 divided into 100 shares of £1 each.

WE, the several persons whose Names, Addresses and Descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each subscriber
<p><i>James Conrad Hamilton</i></p> <p>MINISTRY OF AVIATION SUPPLY, Horse Guards Avenue, London, S.W.1. Government Servant.</p>	<p><i>One</i></p> <p>One</p>
<p><i>Leonard Williams</i></p> <p>MINISTRY OF AVIATION SUPPLY, Horse Guards Avenue, London, S.W.1. Government Servant.</p>	<p><i>One</i></p> <p>One</p>

Dated the *22nd* day of *February* 1971.

Witness to the above signatures:—

J. K. Gries

1, Bank Buildings,
Princes Street,
London, EC2R 8AB.
Solicitor.

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1003142/4

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

ROLLS-ROYCE (1971) LIMITED

PRELIMINARY

1. Subject as hereinafter provided, and except in so far as they are varied by the Articles hereinafter contained, or by the provisions of the Companies Act 1967, the Regulations contained in Part I and Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter respectively referred to as "Table A, Part I" and "Table A, Part II") shall apply to the Company.

2. The following Regulations of Table A, Part I and Table A, Part II, shall be altered, modified, omitted or replaced in the manner and to the extent set opposite to the same respectively:—

<i>Number of regulation in Table A, Part I</i>	<i>Addition, Alteration, Omission or Substitution</i>	<i>Extent of Addition, Alteration, Omission or Substitution</i>
2	Substitute	Article 4
11	Omit	The words "(other than fully paid shares)"
15	Omit	The words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call,"
23 to 24 inclusive	Substitute	Articles 5 and 6
52	Substitute	The words "the re-appointment of retiring auditors" for the words "and the appointment of,"
53	Omit	The whole Regulation

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<i>Number of Regulation in Table A, Part I</i>	<i>Addition, Alteration, Omission or Substitution</i>	<i>Extent of Addition, Alteration, Omission or Substitution</i>
58 (b)	Substitute	The words "one or more" for the words "at least three"
58 (c)	Omit	The whole paragraph
58	Insert	The words "or not carried by a particular majority" after the words "or lost" where the latter appear in the paragraph following paragraph (d) of the Regulation
75	Substitute	Article 8
77	Substitute	Article 9
78	Insert	The words "in general meeting" after the words "unless the company"
79	Omit	The whole proviso
84 (2)	Substitute	Article 12
84 (4)	Omit	The whole paragraph
87	Substitute	Article 13
88	Substitute	Article 19
89 to 94 inclusive	Omit	The whole Regulations
95	Omit	The last sentence of the Regulation
96 and 97	Omit	The whole Regulations
106	Add	The sentence "Such resolution may consist of several documents in the like form each signed by one or more of the directors." at the end of the Regulation
107 to 109 inclusive	Substitute	Articles 14 to 18 inclusive
135	Insert	The words "with the like sanction" after the words "such division"
136	Substitute	Article 20
<i>Number of Regulation in Table A, Part II</i>	<i>Addition, Alteration, Omission or Substitution</i>	<i>Extent of Addition, Alteration, Omission or Substitution</i>
1	Omit	The whole Regulation
5	Add	The sentence "Such resolution may consist of several documents in the like form each signed by one or more of the members." at the end of the Regulation
6	Omit	The whole Regulation

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SHARE CAPITAL

3. The capital of the Company is £100 divided into 100 shares of £1 each.

4. Subject to the approval of the Company in general meeting, the Directors may allot, issue or grant options over any shares for the time being unissued and may determine the rights to be attached thereto and the terms upon which they be allotted or issued. This Article shall not apply to redeemable preference shares, which shall be governed by the provisions of regulation 3 of Table A, Part I.

TRANSFER OF SHARES

5. Every transfer of shares shall be effected in writing in any form authorised by the Stock Transfer Act 1963 (or any statutory modification or re-enactment thereof for the time being in force), or in such other form as the Directors may from time to time approve. Instruments of transfer shall be lodged at the registered office of the Company, or if the register is for the time being kept at some other place, at that place. All instruments of transfer which shall be registered will be retained by the Company.

6. The instrument of transfer of any share shall be signed by or on behalf of the transferor, and, in the case of an instrument of transfer of a share which is not fully paid, also by or on behalf of the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof.

GENERAL MEETINGS

7. For the purposes of Regulations 58 (as modified by these Articles) and 62 of Table A, Part I, and Regulation 4 of Table A, Part II a corporation represented by proxy under Regulation 68 of Table A, Part I or by a representative under Regulation 74 of Table A, Part I shall be deemed to be present in person.

DIRECTORS

8. The names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association. Unless and until otherwise determined by the Company in general meeting the Directors shall not be less than four in number.

9. A Director need not hold a share qualification.

10. The person or persons registered as holding or holding between them a majority in nominal value of the issued share capital of the Company may appoint any person to be a Director or remove any Director from office. Every such appointment or removal shall be in writing and signed by or on behalf of the said person or persons and shall take effect upon receipt of such written appointment or removal at the registered office of the Company or at any general meeting of the Company.

11. Any Director who, by request, performs special services or goes or resides abroad for any purpose of the Company may be paid such extra remuneration by way of salary or otherwise as the Directors may determine.

12. A Director entitled to vote may vote as a Director in respect of any contract arrangement or appointment in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be counted in the quorum present at the meeting.

13. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company and to widows, families and dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests of and well-being of the Company or of any person as aforesaid and make payments for or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such company as aforesaid. In particular but without prejudice to the generality of the foregoing in connection with any acquisition pursuant to Clause 3 (1) of the Memorandum of Association of the Company the Directors may make arrangements for the continuance or transfer to the Company of any pension arrangements made by Rolls-Royce Limited or any subsidiary thereof.

MANAGING AND EXECUTIVE DIRECTORS

14. The Directors may from time to time:—

- (a) appoint one or more of their body to the office of Managing Director, or to any other office (except that of auditor) or employment under the Company, for such period and on such terms as they think fit, and subject to the terms of

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any agreement entered into in any particular case, revoke such appointment;

- (b) continue any person appointed to be a Director in any other office or employment;

A Director (other than a Managing Director) holding any such other office or employment is herein referred to as "an Executive Director".

15. A Director appointed to the office of Managing Director shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he ceases from any cause to be a Director he shall *ipso facto* cease to be a Managing Director.

16. The tenure of the office or employment of an Executive Director by virtue of his holding whereof he is an Executive Director shall not be determined by reason only of his ceasing for any reason to be a Director, but (subject to the terms of any contract between him and the Company) may be determined at any time by resolution of the Directors.

17. The remuneration of any Managing Director or Executive Director for his services as such shall be determined by the Directors, and ^{may} be of any description, and (without limiting the generality of the foregoing) may include admission to or continuance of membership of any scheme or fund instituted or established or financed or contributed to by the Company for the provision of pensions, life assurance or other benefits for employees or their dependants, or the payment of a pension or other benefits to him or his dependants on or after retirement or death, apart from membership of any such scheme or fund.

18. The Directors may entrust to and confer upon a Managing Director or Executive Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they think fit, and, in the case of a Managing Director, either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, or vary all or any of such powers.

DISQUALIFICATION OF DIRECTORS

19. The office of a Director shall be vacated in any of the following events:—

- (a) If (not being a Managing Director or an Executive Director holding office as such for a fixed term) he resigns his office by notice in writing to the Company;

- (b) If he becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) If he becomes incapable by reason of mental disorder of discharging his duties as a Director;
- (d) If he is absent from meetings of the Directors for six months without leave, expressed by a resolution of the Directors, and his alternate Director (if any) shall not during such period have attended in his stead, and the Directors resolve that his office be vacated;
- (e) If pursuant to any provision of the Act he is prohibited from being a Director.

INDEMNITY

20. Subject to the provisions of the Act, every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the court.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

James Arnold Hamilton

MINISTRY OF AVIATION SUPPLY,

Horse Guards Avenue,

London, S.W.1.

Government Servant.

Leonard Williams

MINISTRY OF AVIATION SUPPLY,

Horse Guards Avenue,

London, S.W.1.

Government Servant.

DATED the 22nd day of February 1971.

Witness to the above signatures:—

J. K. Griers

1, Bank Buildings,

Princes Street,

London, EC2R 8AB.

Solicitor.



CERTIFICATE OF INCORPORATION

No. 1003142

I hereby certify that

ROLLS-ROYCE (1971) LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the **23RD FEBRUARY, 1971.**


(F. L. KNIGHT)

Assistant Registrar of Companies.