

# Statutory Declaration of compliance with requirements on application for registration of a company

12

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies  
(Address overleaf)

For official use

For official use

Name of company

\* ROLLS-ROYCE OVERSEAS HOLDINGS LIMITEDI, IRENE LESLEY HARRISONof 90, WHITCHURCH ROAD, CARDIFF, CF4 3LY

do solemnly and sincerely declare that I am a ~~1985 Act~~ <sup>person named as director or secretary of the company in the statement delivered to the registrar under section 10(2))†</sup> and that all the requirements of the above Act in respect of the registration of the above company and of matters precedent and incidental to it 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 90, WHITCHURCH ROAD,  
CARDIFF,

Declarant to sign below

the 25<sup>TH</sup> day of OCTOBEROne thousand nine hundred and NINETY-ONEbefore me A. J. Davies

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

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

BIRR

BUSINESS INFORMATION  
RESEARCH & REPORTING LTD.  
RESEARCH HOUSE  
90 WHITCHURCH ROAD  
CARDIFF CF4 3LY

For official Use

New Companies Section

Post room



COMPANIES HOUSE

10

Statement of first directors and  
secretary and intended situation  
of registered office

This form should be completed in black.

Company name (in full)

CN 2658963

For official use

C

ROLLS-ROYCE OVERSEAS HOLDINGS  
LIMITED

Registered office of the company on  
incorporation.

RO

90 WHITCHURCH ROAD

CATHAYS

Post town

CARDIFF

County/Region

SOUTH GLAMORGAN

Postcode

CF4 3LY

If the memorandum is delivered by an  
agent for the subscribers of the  
memorandum mark 'X' in the box  
opposite and give the agent's name  
and address.



Name BUSINESS INFORMATION RESEARCH & REPORTING LTD

RA

90 WHITCHURCH ROAD

CATHAYS

Post town

CARDIFF

County/Region

SOUTH GLAMORGAN

Postcode

CF4 3LY

Number of continuation sheets attached



To whom should Companies House  
direct any enquiries about the  
information shown in this form?

I.L.HARRISON

90 WHITCHURCH ROAD

CARDIFF

Postcode

CF4 3LY

Telephone

0222 239515

£0.15 + 0.0000



**Company Secretary** (See notes 1 - 5)

Name  
\*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

<b>CS</b>	MISS
	IRENE LESLEY
	HARRISON
	NONE
	NONE
<b>AD</b>	"FY MWTHIN"
	MERTHYR ROAD, TONGWYNLAIS,
Post town	CARDIFF
County/Region	SOUTH GLAMORGAN
Postcode	CF4 7LH
Country	
I consent to act as secretary of the company named on page 1	

**Consent signature**

Signed

*Irene Harrison* Date 25-10-1991**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name  
\*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

<b>CD</b>	NONE
	BUSINESS INFORMATION RESEARCH & REPORTING LIMITED
	NONE
	NONE
<b>AD</b>	RESEARCH HOUSE
	90 WHITCHURCH ROAD
Post town	CARDIFF
County/Region	SOUTH GLAMORGAN
Postcode	CF4 3LY
Country	
<b>DO</b>	
<b>OC</b>	
<b>OD</b>	
I consent to act as director of the company named on page 1	

For and on behalf of  
BUSINESS INFORMATION RESEARCH & REPORTING LIMITED

**Consent signature****\* Voluntary details**

(See notes, 1 - 5)

**\*Style/Title**

**Surname**

**\*Honours etc**

**Previous forenames**

Previous surname

**CD**

**Usual residential address must be given. In the case of a corporation, give the registered or principal office address.**

**AD**

## Post town

County/Region

Postcode

Country

Date of birth

DO

**Nationality**

NA

### Business occupation

OC

### Other directorships

**OD**

**\* Voluntary details**

I consent to act as director of the company named on page 1

**Consent signature**

**Signed**

**Date**

Delete if the form  
is signed by the  
subscribers.

**Signature of agent on behalf of all subscribers**

**Date**

25-10-1991

**Delete if the form  
is signed by an  
agent on behalf of  
all the subscribers.**

**All the subscribers must sign either personally or by a person or persons authorised to sign for them.**

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

Signed

Date \_\_\_\_\_

The Companies Acts 1985 to 1989



**BIR**  
INFORMATION  
RESEARCH & REPORTING LTD.  
RESEARCH HOUSE  
90 WHITCHURCH ROAD  
CARDIFF CF4 3LY

COMPANY LIMITED BY SHARES

2658963

MEMORANDUM OF ASSOCIATION

of ROLLS-ROYCE OVERSEAS HOLDINGS LIMITED

1. The Company's name is Rolls-Royce Overseas Holdings Limited.
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are :-
  - (A) To carry on the business of a holding, management and investment company and to improve, develop, hold as an investment and undertake the management of any property, real or personal, or any interest therein as owners, trustees, agents or otherwise and generally to acquire, hold, dispose of or turn to account any lands, buildings and estates, shares, debentures, stocks, bonds, loans, annuities and securities of any description, businesses, policies of insurance, patents and licenses and other such property or rights for or on behalf of any company, whether subsidiary or not; to provide accounting, company secretarial and general office services and to act as brokers and agents for and distributors of goods and services of all kinds, to tender for and to place contracts and investments on behalf of any person, firm or company, to co-ordinate and administer the policies and trading activities of any companies with which the company may be associated, and generally to act as financiers, concessionaires, factors, capitalists and underwriters and to guarantee and secure the payment of money or performance or fulfilment of contracts and obligations by any company, firm, or person and to advance money and lend assets of any description, with or without security, and on such terms and in such manner as may from time to time seem expedient.
  - (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.
  - (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.

04634

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any Building Society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or any obligations of the Company or of its customers or other persons or corporations having dealings with the Company or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.

(I) To make advances to customers and others with or without security, and upon such terms as the Company may approve and generally to act as bankers for any person or corporation.

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in

cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are to include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without winding up, or by sale or purchase (for fully or partly paid up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except

with the sanction (if any) for the time being required by law.

(U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(V) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.

5. The Company's share capital is £100 divided into 100 shares of £1 each.

The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.



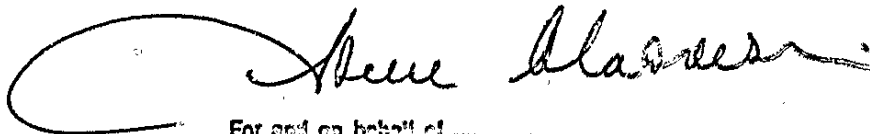
We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND  
DESCRIPTIONS OF  
SUBSCRIBERS

NUMBER OF SHARES  
TAKEN BY EACH  
SUBSCRIBER

Business Information  
Research & Reporting Limited  
Research House  
90 Whitchurch Road  
Cardiff  
CF4 3LY

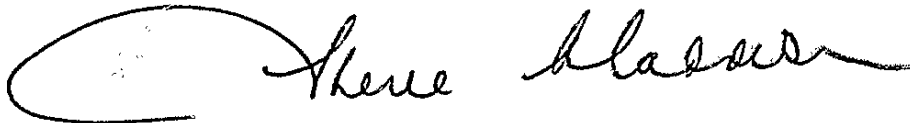
ONE



For and on behalf of  
BUSINESS INFORMATION RESEARCH AND REPORTING LIMITED

I.L. Harrison  
"Fy Mwthyn"  
Merthyr Road  
Tongwynlais  
Cardiff  
CF4 7LH

ONE



Company Registration Agent

Dated this 25th day of October 1991

WITNESS to the above signatures:

A.M. Wilkinson  
144 Bremley Court  
Glenwood  
Llanedryn  
Cardiff CF2 6UW



Company Registration Assistant

The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of ROLLS-ROYCE OVERSEAS HOLDINGS LIMITED

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Table A of the companies (Tables A to F) regulations 1985 (hereinafter referred to as "Table A"), shall apply to the Company.

(b) Regulations 24,35,40,64,73,74,75,78,79,80 and 81 of Table A shall not apply to the Company.

(c) The expressions "relevant securities" and "equity securities" wheresoever appearing herein, shall bear the meaning ascribed to them by the Act.

SHARES

2. (a) Subject to the provisions of Table A and to the following provisions of these Articles, the Directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares in the Company, or any relevant securities, to such persons, at such times and generally on such terms and conditions as they think proper provided that (insofar as the Company in General Meeting shall not have varied, renewed or revoked the said authority):

(i) The Directors shall not be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company if such allotment, or any allotment in pursuance of such offer or right, would or might result in the aggregate of the shares or stock in issue exceeding, in nominal value, the amount of the Authorised Share Capital of the Company for the time being, and such limitation shall determine the maximum amount of the relevant securities which at any time remain to be allotted by the Directors hereunder.

(ii) The period within which the said authority to allot relevant securities may be exercised shall be limited to five years, commencing upon the date of the incorporation of the Company.

(b) Any offer or agreement in respect of relevant securities, which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made notwithstanding that such offer or agreement would or might require relevant securities to be allotted after the expiration of such authority and, accordingly, the Directors may at any time allot any relevant securities in pursuance of such offer or agreement.

(c) The authority conferred upon the Directors to allot relevant securities may at any time, by Ordinary Resolution of the Company in General Meeting, be revoked, varied or renewed (whether or not it has been previously renewed hereunder) for a further period not exceeding five years.

3. Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities by the Company. The shares comprised in the initial allotment by the Company shall be at the disposal of the Directors as they think proper but thereafter, unless otherwise determined by Special Resolution of the Company in General Meeting, any relevant securities shall, before they are allotted on any terms to any person, be first offered on the same or more favourable terms to each person who holds shares in the Company in the proportion which is, as nearly as practicable, equal to the proportion in nominal value held by him of the aggregate of such shares in issue.

Such offer shall be made by notice in writing specifying the number of shares offered and the period, being not less than twenty one days, within which the offer, if not accepted, will be deemed to have been declined. After the expiration of such period, or on receipt of notice of the acceptance or refusal of every offer so made, the Directors may, subject to these Articles, dispose of such securities as have not been taken up in such manner as they think proper. The Directors may, in like manner, dispose of any such securities as aforesaid, which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in the manner hereinbefore provided.

4. (a) No share shall be issued at a discount.

(b) The Company shall not have power to issue share warrants to bearer.

(c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

5. Subject to the provisions of Part V of the Act:-

(a) The Company may purchase any of its own shares, provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its own shares shall be authorised by Special Resolution of the Company in General Meeting before the Company enters into the contract.

(b) The Company shall be authorised, in respect of the redemption or purchase of any of its own shares, to give such financial assistance, or to make such payments out of capital as may be permissible in accordance with the Act, provided that any such assistance or payment shall first be approved by Special Resolution of the Company in General Meeting.

#### LIEN

6. In regulation 8 of Table A, the words "(not being a fully paid share)" shall be omitted.

#### TRANSFER OF SHARES

7. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

#### PROCEEDINGS AT GENERAL MEETINGS

8. (a) No business shall be transacted at any Meeting unless a quorum is present. Two members entitled to attend at that Meeting, present in person, or by proxy or (in the case of a corporation) a duly authorised representative shall be a quorum.

(b) In regulation 59 of Table A, the second sentence shall be omitted.

#### DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than one nor more than seven. The first Directors will be the person or persons named in the statement delivered to the Registrar of Companies in accordance with section 10 of the Act.

10. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly. In regulation 89 of Table A for the word "two" there shall be substituted the word "one".

#### DIRECTORS' INTERESTS

11. A Director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested and be counted in the quorum present at any meeting of the Directors or, if otherwise so entitled, at any General Meeting of the Company at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted. This Article shall have effect in substitution for regulations 94 to 98 inclusive of Table A, which regulations shall not apply to the Company.

#### APPOINTMENT AND REMOVAL OF DIRECTORS

12. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors.

13. Subject to the provisions of Table A and Section 303(2) of the Act, the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director. In regulation 38 of Table A the words "or a resolution appointing a person as a Director" shall be omitted.

14. The office of a Director shall be vacated if :-

(a) he ceases to be a Director by virtue of any provision of the Acts or he becomes prohibited by law from being a Director; or

(b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) he is, or may be suffering from mental disorder and, in relation thereto, he is admitted to hospital for treatment or an order is made by any court having jurisdiction in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;

(d) he resigns his office by notice to the Company.

#### PROCEEDINGS OF DIRECTORS

15. An appointment or removal of an alternate Director may be effected at any time by notice in writing to the Company given by his appointor. An alternate Director may also be removed from his office by not less than twenty four hours' notice in writing to the Company and to the appointor given by a majority of his co-Directors. This Article shall have effect in substitution for regulation 68 which shall not apply to the Company.

#### INDEMNITY

16. Subject to the provisions of Section 310 of the Act, and in addition to such indemnity as is contained in regulation 118 of Table A, every Director, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

#### SECRETARY

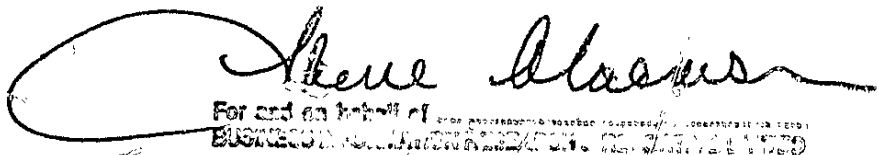
17. The first Secretary or Secretaries of the Company shall be the person or persons named as such in the statement delivered under Section 10 of the Act.

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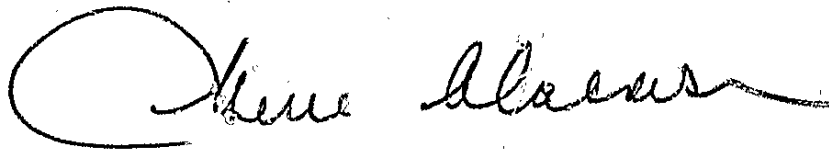
NAMES, ADDRESSES AND  
DESCRIPTIONS OF  
SUBSCRIBERS

---

Business Information  
Research & Reporting Limited  
Research House  
90 Whitchurch Road  
Cardiff  
CF4 3LY

  
For and on behalf of  
BUSINESS INFORMATION LTD. (Incorporated in England)

I.L.Harrison  
"Fy Mwthyn"  
Merthyr Road  
Tongwynlais  
Cardiff  
CF4 7LH



Company Registration Agent

---

Dated this 25th day of October 1991

WITNESS to the above signatures:

A.M.Wilkinson,  
144 Brenley Court  
Glenwood  
Llanedryn  
Cardiff CF2 6JW



Company Registration Assistant

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

**No. 2658963**

**I hereby certify that**

**ROLLS-ROYCE OVERSEAS HOLDINGS LIMITED**

**is this day incorporated under the Companies Act 1985 as  
a private company and that the Company is limited.**

**Given under my hand at the Companies Registration Office,  
Cardiff the 30 OCTOBER 1991**

*F. A. Joseph.*  
**F. A. JOSEPH**

**an authorised officer**

**G**

COMPANIES FORM No. 224

**Notice of accounting reference date**  
(to be delivered within 9 months of  
incorporation)**224**Please do not  
write in  
this marginPursuant to section 224 of the Companies Act 1985  
as inserted by section 3 of the Companies Act 1989Please complete  
legibly, preferably  
in black type, or  
bold block letteringTo the Registrar of Companies  
(Address overleaf)

Company number

2658968

Name of company

\* insert full name  
of company

ROLLS-ROYCE OVERSEAS HOLDINGS LIMITED

gives notice that the date on which the company's accounting reference period is to be treated as  
coming to an end in each successive year is as shown below:**Important**  
The accounting  
reference date to  
be entered along-  
side should be  
completed as in the  
following examples:

Day Month

3 0 1 2

5 April  
Day Month

0 5 0 4

30 June  
Day Month

3 0 0 6

31 December  
Day Month

3 1 1 2

# Insert

Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed

Designation#

Date

18.11.91

Presenter's name address  
telephone number and reference (if any):DIDD  
ROLLS-ROYCE OVERSEAS LTD.  
100, CANAL ROAD  
CANAL OFFICEFor official use  
D.E.B.

Post foot



Company Number: 2658963

COMPANIES ACT 1985

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ROLLS-ROYCE OVERSEAS HOLDINGS LIMITED

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SPECIAL RESOLUTION

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At An extraordinary general meeting of the Company held on 7 May 1992 the following resolution was passed as a special resolution.

THAT the Company, having been dormant since its formation and no accounts having been laid before it in general meeting, adopts Section 250 of Companies Act 1985 (as amended) which permits exemption from the obligation to appoint auditors as otherwise required by that Act.



J R ASHFIELD  
Secretary

7 May 1992

# G

## COMPANIES FORM NO.123

Notice of increase  
in nominal capital

# 123

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

☐☐

Name of company

ROLLS-ROYCE OVERSEAS HOLDINGS LIMITED
---------------------------------------

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 23/12/1992 the nominal capital of the company has been

increased by £ 9999999. beyond the registered capital of £ 100.00

A copy of the resolution authorising the increase is attached.

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follows:

RANKING PARIPASSU IN ALL RESPECTS WITH  
EXISTING ORDINARY SHARE CAPITAL

Please tick here if  
continued overleaf

☐

\* Insert Director,  
Secretary  
Etc

Signed

Designation

Secretary

Date 7/1/93

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

MR J KASFIELD  
COMPANY SECRETARY  
ROLLS-ROYCE plc  
PO BOX 31  
DERBY DE24 837

BLUEPRINT

CHAPP

For official Use  
Central Section

Post to:

Company Number : 2658963

COMPANIES ACT 1985

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ROLLS-ROYCE OVERSEAS HOLDINGS LIMITED

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EXTRAORDINARY GENERAL MEETING

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At an Extraordinary General Meeting of Rolls-Royce Overseas Holdings Limited held on Wednesday 23 December 1992, the following resolutions were passed

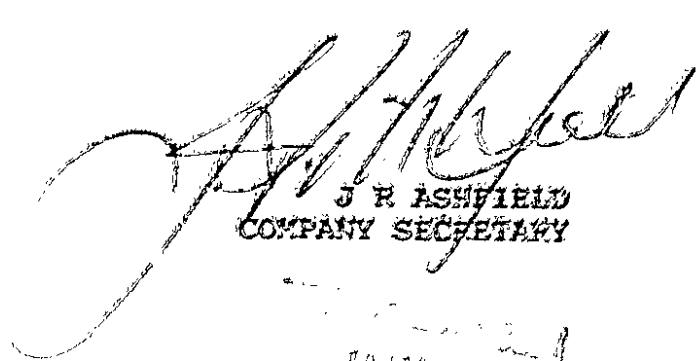
RESOLUTIONS

RENEWAL OF AUTHORITY TO ALLOT SHARES

That with effect from the date of the passing of this resolution that the directors are unconditionally authorised pursuant to section 80, Companies Act 1985, to allot relevant securities (as defined in the Act) up to a maximum amount of £10,000,000 at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.

INCREASE IN AUTHORISED CAPITAL

That the authorised share capital of the Company be increased from £100 to £10,000,000 by the creation of 9,999,900 additional ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary share capital.

  
J R ASHFIELD  
COMPANY SECRETARY

10 DEC 93

The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

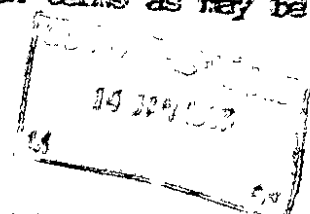
of ROLLS-ROYCE OVERSEAS HOLDINGS LIMITED

1. The Company's name is Rolls-Royce Overseas Holdings Limited.
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are :-

(A) To carry on the business of a holding, management and investment company and to improve, develop, hold as an investment and undertake the management of any property, real or personal, or any interest therein as owners, trustees, agents or otherwise and generally to acquire, hold, dispose of or turn to account any lands, buildings and estates, shares, debentures, stocks, bonds, loans, annuities and securities of any description, businesses, policies of insurance, patents and licences and other such property or rights for or on behalf of any company, whether subsidiary or not; to provide accounting, company secretarial and general office services and to act as brokers and agents for and distributors of goods and services of all kinds, to tender for and to place contracts and investments on behalf of any person, firm or company, to co-ordinate and administer the policies and trading activities of any companies with which the company may be associated, and generally to act as financiers, concessionaires, factors, capitalists and underwriters and to guarantee and secure the payment of money or performance or fulfilment of contracts and obligations by any company, firm, or person and to advance money and lend assets of any description, with or without security, and on such terms and in such manner as may from time to time seem expedient.

(B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.



(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any Building Society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or any obligations of the Company or of its customers or other persons or corporations having dealings with the Company or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.

(I) To make advances to customers and others with or without security, and upon such terms as the Company may approve and generally to act as bankers for any person or corporation.

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in

cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are to include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without winding up, or by sale or purchase (for fully or partly paid up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except

with the sanction (if any) for the time being required by law,

(U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(V) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.

5. The Company's share capital is £10,000,000 divided into 100 shares of £1.00 each.\*

The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

\* By Ordinary Resolution passed on 23 December 1992 the authorised share capital was increased to £10,000,000 by the creation of 999,900 ordinary shares of £1.00 each.

We, the several persons whose names and addresses 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.

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NAMES, ADDRESSES AND  
DESCRIPTIONS OF  
SUBSCRIBERS

NUMBER OF SHARES  
TAKEN BY EACH  
SUBSCRIBER

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Business Information  
Research & Reporting Limited  
Research House  
90 Whitchurch Road  
Cardiff  
CF4 3LY

ONE

I.L. Harrison  
"Fy Mwthyn"  
Merthyr Road  
Tongwynlais  
Cardiff  
CF4 7LH

ONE

Company Registration Agent

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Dated this 25th day of October 1991

WITNESS to the above signatures:

A.M. Wilkinson  
144 Bremley Court  
Glenwood  
Llanedryn  
Cardiff CF2 6UW

Company Registration Assistant



G

COMPANIES FORM No. 325

Notice of place where register of directors' interests in shares etc. is kept or of any change in that place

Note: This notice is not required where the register is and has always been kept at the Registered Office

325

Pursuant to section 325 of and Schedule 13 paragraph 27 to the Companies Act 1985

To the Registrar of Companies

For official use

Company number

Name of company

ROLLS-ROYCE OVERSEAS HOLDINGS LIMITED

gives notice that the register of directors' interests in shares and or debentures, which is kept by the company pursuant to section 325 of the above Act, is [now] kept at

MOOR LANE

DERBY, DERBYSHIRE DE24 8BJ

Postcode

\* Insert Director,  
Secretary  
Etc

Signed

Designation \*

Date

Presenter's name address and  
reference (if any)

MR F R ASHFIELD  
COMPANY SECRETARIES  
ROLLS-ROYCE plc  
PO BOX 31  
DERBY DERBYSHIRE DE24 8BJ

BLUEPRINT\*

CHAPP

For official Use  
General Section

Post for

16 APR 1994