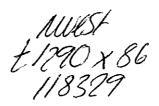
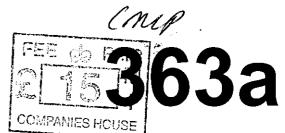


Please complete in typescript, or in bold black capitals.

CHFP055





Annual Return

2658963

Company Name in full

ROLLS-ROYCE OVERSEAS HOLDINGS LIMITED

Date of this return (See note 1)

The information in this return is made up to

Day		Мо	nth	Year					
1	5	0	6	2	0	0	0		

Date of next return (See note 2)

If you wish to make your next return to a date earlier than the anniversary of this return please show the date here. Companies House will then send a form at the appropriate time.

Day		Мо	nth	Year			
1	5	0	6	2	0	0	1

Registered Office (See note 3)

Show here the address at the date of this return.

Any change of registered office must be notified on form 287.

Post town

County / Region

Postcode

Derby

Derbyshire

Moor Lane

DE24 8BJ

HOLDING COMPANY

Principal business activities

(See note 4)

Show trade classification code number(s) for the principal activity or activities.

If the code number cannot be determined,

7415

6523

give a brief description of principal activity.

de

12/07/00

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff for companies registered in England and Wales or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland DX 235 Edinburgh

Form revised July 1998

COMPANIES HOUSE

Register of member	ers (See note 5)	Moor Lane					
If the register of member registered office, state h							
	Post town	Derby					
	County / Region	Derbyshire	Postcode	DE24 8BJ			
Register of Debent	ture holders						
If there is a register of d and it is not kept at the s state here where it is ke	registered office,						
	Post town		and the state of t				
	County / Region		Postcode				
Company type (Se	e note 7)						
Public limited company							
Private company limited b	v shares	<u> </u>					
Private company limited b							
Private company limited bunder section 30	y shares exempt		Please mark the app	ropriate box			
Private company limited b exempt under section 30	y guarantee						
Private unlimited company	with share capital						
Private unlimited company	without share capital						
Company Secretar	(See notes 8)	Details of a new company	secretary must be n	otified on form 288a.			
(Please photocopy this area to provide Name	* Style / Title		* Honours etc	,			
details of joint secretaries).	Forename(s)	John Richard					
	Surname	ASHFIELD		N-1/D			
* Voluntary details.	revious forename(s)						
ı	Previous surname(s)	Canada Ca		10.000 90.000 00.000 00.000			
Addr	ess	4 Peckham Gardens					
		Mackworth		A. EACHTON			
Usual residential							
address must be	Post town	Derby					
given. In the case of a corporation, give the registered or principal	County / Region		Postcode	DE22 4FY			
office address.	Country	United Kingdom					

Please list directors in alphabetical order.			Details of new directors must be notified on form 288a.							
Name * Style / Title				Day	Month	Year				
	* Ho	onours etc		Date of		1,01				
		rename(s)	John Richard							
		Surname	ASHFIELD							
	Previous for	rename(s)								
Previous surname(s) Address										
			4 Peckham Garde	ens	····	·				
			Mackworth				=			
Usual residential address must be				**************************************						
given. In the case of a corporation, give the		Post town	Derby		1					
registered or principal office address.	Coun	ity / Region	11-4-11/		Postcode	DE22 4FY				
omec address.		Country	United Kingdom		Nationality	British				
	Business o	occupation	Managing Officer- Secretariat, Rolls-Royce plc							
	Other dire	ectorships	(See continuation sheet).							
* Voluntary details.										
Na	me * S	Style / Title	Day Month Year							
	* H	onours etc	BSc FCA	Date of	birth 1 2	0 5 1	9 5 1			
	Fo	rename(s)	Michael Maurice							
		Surname	SUFRIN							
	Previous fo	rename(s)								
Previous surname(s)										
Ad	dress		Marsh Croft							
			Shaw Lane							
Usual residential										
address must be given. In the case of a		Post town	Lichfield							
corporation, give the registered or principal	Cour	nty / Region	Staffordshire		Postcode	WS13 7AG				
office address.		Country	United Kingdom		Nationality	British				
	Business o	occupation	Director of Tax - R	Rplc	=					
Other directorshi			None							

Issued share capital (See note 9)

Enter details of all the shares in issue at the date of this return.

contact if there is any query.

Class

(e.g. Ordinary/Preference)

Number of shares issued

Aggregate Nominal Value

(i.e Number of shares issued multiplied by nominal value per share)

	ORDINARY SHARES	16,85	£16,854.00
	Totals	16,85	£16,854.00
List of past and present member (Use attached schedule where appropriate) A full list is required if one was not	There were no changes	in the period	
included with either of the last two return (see note 10)	s.	on paper	in another format
	A list of changes is enclo	osed	
	A full list of members is e	enclosed	
Elective resolutions (Private companies only) (see note 11)	If at the date of this retur	annual general meetings	to dispense with
Certificate Sig	I certify that the informat knowledge and belief.	1	true to the best of my $06/07/2000$
† Please delete as appropriate.	† a director /secretary		
When you have signed the return se with the fee to the Registrar of Comp Cheques should be made payable to	panies.	udes 4 (enter number)	continuation sheets.
Companies House.			
Please give the name, address, telephone number, and if available, a DX number and Exchange, for the person Companies House should	J R Ashfield/D Goma Company Secretariat Rolls-Royce plc PO Box 31		

Derby DE24 8BJ

Please list directors in a	,	tical order.	Details of	new direc	tors must be	notifie	ed on fo	orm 288	a.			
Name		* Style / Title					Day	Month		٧٤	ear	
		* Honours etc	FCIS		Date of	f birth	0 4	0 8	Ī			3
		Forename(s)	John Em	merson				1				=
		Surname	WARREN	V								=
	Previo	ous forename(s)									·	_
	Previ	ous surname(s)			1971475-00-							=
Address			1 Gellesf	ield Chare	77.72						•	=
			Whickham							=		
Usual residential				· "								
address must be given. In the case of a		Post town	Newcast	le upon Ty	ne	_						
corporation, give the registered or principal		County / Region				Po	stcode	NE16 5	πQ			
office address.		Country	United Kir	ngdom		Natio	onality	British				
	Busin	ess occupation	Chartered Secretary									
	Othe	er directorships	(See continuation sheet).									
* Voluntary details.												
Na	me	* Style / Title		***			Day	Month		Ye	ar	
		* Honours etc			Date of	birth						
		Forename(s)										
		Surname										
	Previo	ous forename(s)										
	Previ	ous surname(s)										
Address												==
Usual residential												
address must be given. In the case of a		Post town										
corporation, give the registered or principal		County / Region				Po	ostcode					
office address.		Country				Nati	onality					
	Busin	ess occupation										==
	Oth	er directorships										==

Company Number 2658963

Company Name in full | ROLLS-ROYCE OVERSEAS HOLDINGS LIMITED

Current directorships for John Richard ASHFIELD

ACTMAKE LIMITED

AIR REACH LIMITED

Cardiff Holdings Limited

JV NO.1 LIMITED

ROLLS-ROYCE PENSION TRUST (NO.2) LIMITED

Swindon Trading Estates Limited

Vickers Risk & Insurance Services Limited

Zulu Casting Processes Limited

Zulu Castings Limited

Zulu Engineering Limited

Past directorships for John Richard ASHFIELD

DATA SYSTEMS & SOLUTIONS LIMITED (26-Jan-1999)

Oyster Lane Properties (Holdings) Limited (20-Mar-2000)

Oyster Lane Properties Limited (20-Mar-2000)

Current directorships for John Emmerson WARREN

ACTMAKE LIMITED

BECORIT (HOLDINGS) LIMITED

Cardiff Holdings Limited

DEESIDE TITANIUM LIMITED

NEI (EXECUTIVE PENSION TRUSTEES) LIMITED

Oyster Lane Properties (Holdings) Limited

Oyster Lane Properties Limited

ROBERT HUDSON RALETRUX (MIDLANDS) LIMITED

ROLLS-ROYCE PENSION TRUST (NO.2) LIMITED

ROLLS-ROYCE PENSION TRUST LIMITED

Com	pany	Num	ber
-----	------	-----	-----

2658963

Company Name in full ROLLS-ROYCE OVERSEAS HOLDINGS LIMITED

Swindon Trading Estates Limited

Vickers Risk & Insurance Services Limited

Zulu Casting Processes Limited

Zulu Castings Limited

Zulu Engineering Limited

Past directorships for John Emmerson WARREN

DATA SYSTEMS & SOLUTIONS LIMITED (26-Jan-1999)

REYROLLE (OVERSEAS PROJECTS) LIMITED (14-Jul-1998)

THE NUCLEAR POWER PLANT COMPANY LIMITED (03-Sep-1997)