

REYROLLE BELMOS LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 1994**

The Company did not trade during the year, or during the preceding year, and all expenses have been borne by the parent Company. The Company did not receive any income or incur any expenditure and consequently has made neither profit nor loss.

BALANCE SHEET AS AT 31 DECEMBER 1994

	<u>note</u>	<u>1994</u> <u>(£)</u>	<u>1993</u> <u>(£)</u>
CURRENT ASSETS			
Debtors - amounts falling due within one year	2	872,107	872,107
TOTAL ASSETS		<u>872,107</u>	<u>872,107</u>
CAPITAL AND RESERVES			
Called up share capital	3	323,924	323,924
Profit and Loss Account		548,183	548,183
Equity shareholders funds		<u>872,107</u>	<u>872,107</u>

The Company was dormant within the meaning of Section 250, Companies Act 1985 throughout the accounting period ending at the date of this Balance Sheet.

These financial statements were approved by the Board of Directors on 27 February 1995, and signed on its behalf by :


J.R Ashfield
Director

The notes on page 2 form part of these financial statements.



REYROLLE BELMOS LIMITED

1. Principal Accounting Policies

Basis of Accounting

These financial statements have been prepared on the historical cost basis and in accordance with applicable accounting standards.

2. Debtors

The amount stated represents a loan to the Company's parent undertaking and is repayable upon demand.

3. Share Capital

	<u>1994</u> (£)	<u>1993</u> (£)
Authorised :		
500,000 Ordinary Shares of £1	500,000	500,000
	<u>500,000</u>	<u>500,000</u>
Issued and Fully Paid :		
323,924 Ordinary Shares of £1	323,924	323,924
	<u>323,924</u>	<u>323,924</u>

4. Ultimate Parent Company

The Company's ultimate parent company is Rolls-Royce plc which is incorporated in Great Britain and registered in England and Wales. The Annual Report of Rolls-Royce plc, can be obtained from 65 Buckingham Gate, London, SW1E 6AT.

REYROLLE BELMOS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 1995 **ANNUAL GENERAL MEETING** of the Company will be held at Moor Lane Derby on Thursday 1 June 1995 at 01.05 p.m. for the following purposes:

1. To receive the Annual Report for the year ended 31 December 1994.
2. To pass the following Elective Resolutions in accordance with Section 379A of the Companies Act 1985 (the Act).

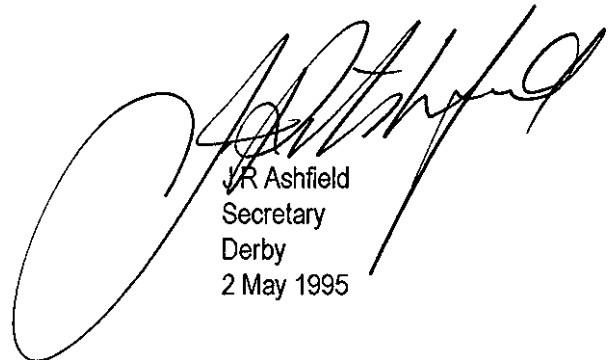
The Company hereby elects :

- 2.1 to dispense with the laying of the Annual Report before the Company in General Meeting pursuant to Section 252 of the Act.
- 2.2 to dispense with the holding of Annual General Meetings pursuant to Section 366A of the Act.
3. To pass the following resolution as a **Special Resolution**:

THAT whilst election 2.2 above remains in force, any requirement in the Company's Articles of Association that a director or directors retire by rotation is hereby suspended as if such requirement did not form part of the said Articles of Association.

PROXY : A member entitled to attend and vote at the above meeting, is entitled to appoint a proxy to attend and, on a poll, to vote in his stead. A Proxy need not be a member of the Company.

By Order of the Board



J.R. Ashfield
Secretary
Derby
2 May 1995