

Company Name:

AR01 (ef)

Annual Return

29/01/2013



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Company Number: SC192834

Date of this return: **26/01/2013**

SIC codes: **58290**

63110 63110

Company Type: Private company limited by shares

Situation of Registered

Office:

C/O ROLLS-ROYCE PLC TAXIWAY, HILLEND INDUSTRIAL ESTATE

DALGETY BAY DUNFERMLINE

FIFE

UNITED KINGDOM

COREDATA LIMITED

KY11 9JT

Officers of the company

Company Secretary 1

Type: Corporate

Name: ROLLS-ROYCE SECRETARIAT LIMITED

Registered or

principal address: ROLLS-ROYCE PLC MOOR LANE

DERBY

DERBY SHIRE ENGLAND DE24 8BJ

European Economic Area (EEA) Company

Register Location: UNITED KINGDOM

Registration Number: 06828206

Company Director 1

Type: Person
Full forename(s): GERARD

Surname: ALLAN

Former names:

Service Address: 40 GREENWAY

ASHBOURNE

DERBY

DERBYSHIRE

UNITED KINGDOM

DE6 1EF

Country/State Usually Resident: ENGLAND

Date of Birth: 18/12/1952 Nationality: BRITISH

Occupation: CHARTERED ACCOUNTANT

Company Director 2

Type: Corporate

Name: ROLLS-ROYCE DIRECTORATE LIMITED

Registered or

principal address: ROLLS-ROYCE PLC MOOR LANE

DERBY

DERBY SHIRE ENGLAND DE24 8BJ

European Economic Area (EEA) Company

Register Location: UNITED KINGDOM

Registration Number: 06828243

Statement of Capital (Share Capital)

Class of shares	ORDINARY	Number allotted	1000000
Currency	GBP	Aggregate nominal value	100000
		Amount paid per share	0.1
		Amount unpaid per share	0

Prescribed particulars

VOTING RIGHTS SUBJECT TO ANY SPECIAL RIGHTS OR RESTRICTIONS AS TO VOTING ATTACHED TO ANY SHARES BY OR IN ACCORDANCE WITH THESE ARTICLES, ON A SHOW OF HANDS EVERY MEMBER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE NOT BEING HIMSELF A MEMBER, SHALL HAVE ONE VOTE, AND ON A POLL EVERY MEMBER WHO IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE SHALL HAVE ONE VOTE FOR EVERY SHARE IN THE CAPITAL OF THE COMPANY OF WHICH HE IS THE HOLDER. DIVIDEND THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPLIED IN PAYING TO THE HOLDERS OF THE 'A' ORDINARY SHARES, AND THE ORDINARY SHARES PARI PASSU AS IF THEY WERE ONE CLASS OF SHARE A CUMULATIVE NET CASH DIVIDEND (HEREINAFTER IN THESE ARTICLES REFERRED TO AS "THE PARTICIPATING DIVIDEND") OF A SUM EQUAL TO 30% OF GROUP PROFIT (AS HEREINAFTER DEFINED) FOR THE RELEVANT FINANCIAL YEAR.

Class of shares	ORDINARY	Number allotted	67220
<i>C</i>	GBP	Aggregate nominal value	6722
Currency	GDP	Amount paid per share	0.84
		Amount unpaid per share	0

Prescribed particulars

VOTING RIGHTS SUBJECT TO ANY SPECIAL RIGHTS OR RESTRICTIONS AS TO VOTING ATTACHED TO ANY SHARES BY OR IN ACCORDANCE WITH THESE ARTICLES, ON A SHOW OF HANDS EVERY MEMBER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE NOT BEING HIMSELF A MEMBER, SHALL HAVE ONE VOTE, AND ON A POLL EVERY MEMBER WHO IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE SHALL HAVE ONE VOTE FOR EVERY SHARE IN THE CAPITAL OF THE COMPANY OF WHICH HE IS THE HOLDER. DIVIDEND THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPLIED IN PAYING TO THE HOLDERS OF THE 'A' ORDINARY SHARES, AND THE ORDINARY SHARES PARI PASSU AS IF THEY WERE ONE CLASS OF SHARE A CUMULATIVE NET CASH DIVIDEND (HEREINAFTER IN THESE ARTICLES REFERRED TO AS "THE PARTICIPATING DIVIDEND") OF A SUM EQUAL TO 30% OF GROUP PROFIT (AS HEREINAFTER DEFINED) FOR THE RELEVANT FINANCIAL YEAR.

Class of shares ORDINARY A Number allotted 861536

Aggregate nominal 86153.6

value

Currency GBP Amount paid per share 0.1

Amount unpaid per share 0

Prescribed particulars

VOTING RIGHTS SUBJECT TO ANY SPECIAL RIGHTS OR RESTRICTIONS AS TO VOTING ATTACHED TO ANY SHARES BY OR IN ACCORDANCE WITH THESE ARTICLES, ON A SHOW OF HANDS EVERY MEMBER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE NOT BEING HIMSELF A MEMBER, SHALL HAVE ONE VOTE, AND ON A POLL EVERY MEMBER WHO IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE SHALL HAVE ONE VOTE FOR EVERY SHARE IN THE CAPITAL OF THE COMPANY OF WHICH HE IS THE HOLDER. DIVIDEND THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPLIED IN PAYING TO THE HOLDERS OF THE 'A' ORDINARY SHARES, AND THE ORDINARY SHARES PARI PASSU AS IF THEY WERE ONE CLASS OF SHARE A CUMULATIVE NET CASH DIVIDEND (HEREINAFTER IN THESE ARTICLES REFERRED TO AS "THE PARTICIPATING DIVIDEND") OF A SUM EQUAL TO 30% OF GROUP PROFIT (AS HEREINAFTER DEFINED) FOR THE RELEVANT FINANCIAL YEAR.

Statem	ent of Capita	(Totals)	
Currency	GBP	Total number of shares	1928756
		Total aggregate nominal value	192875.6

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 26/01/2013 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for the company are shown below

Shareholding 1 : 1067220 ORDINARY shares held as at the date of this return

Name: OPTIMIZED SYSTEMS AND SOLUTIONS LIMITED

Shareholding 2 : 861536 ORDINARY A shares held as at the date of this return

Name: OPTIMIZED SYSTEMS AND SOLUTIONS LIMITED

Authorisation

Authenticated	
This form was authorised by one of the following:	
Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Fa	cto