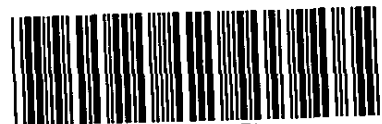

ROLLS-ROYCE PLACEMENTS LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2012

WEDNESDAY



LD4 *L2EQ3S1F* 14/08/2013 #23
COMPANIES HOUSE

ROLLS-ROYCE PLACEMENTS LIMITED

COMPANY INFORMATION

Directors D J Goma
 J H Luke
 A H Semple

Company secretary D J Goma

Registered number 04959288

Registered office Moor Lane
 Derby
 DE24 8BJ

ROLLS-ROYCE PLACEMENTS LIMITED

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ROLLS-ROYCE PLACEMENTS LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2012**

The directors present their report and the financial statements for the year ended 31 December 2012

Principal activities

The principal activity of the company during the year was a holding company

Directors

The directors who served during the year were

D J Goma
J H Luke
A H Semple

PROPOSED DIVIDEND

The directors do not recommend the payment of a dividend

Qualifying third party indemnity provisions

The company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report

Provision of information to auditor

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that

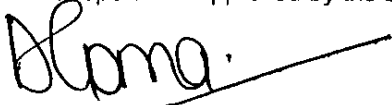
- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditor in connection with preparing its report and to establish that the company's auditor is aware of that information

Auditor

Under section 487(2) of the Companies Act 2006, KPMG Audit Plc will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006

This report was approved by the board and signed on its behalf



D J Goma

Director

Date 30/7/2013

ROLLS-ROYCE PLACEMENTS LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

The directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ROLLS-ROYCE PLACEMENTS LIMITED

We have audited the financial statements of Rolls-Royce Placements Limited for the year ended 31 December 2012, set out on pages 4 to 8. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an Auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' responsibilities statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2012 and of its results for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.



Anthony Sykes (Senior Statutory Auditor)
for and on behalf of

KPMG Audit Plc, Statutory Auditor

Chartered Accountants

15 Canada Square

London

E14 5GL

Date *30 July 2013*

ROLLS-ROYCE PLACEMENTS LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2012**

	Note	2012 £	2011 £
Administrative expenses		-	(50,000)
Profit/(loss) on ordinary activities before taxation	2	-	(50,000)
Tax on profit/(loss) on ordinary activities	4	-	-
Profit/(loss) for the financial year		-	(50,000)

All amounts relate to continuing operations

There were no recognised gains and losses for 2012 or 2011 other than those included in the profit and loss account

The notes on pages 6 to 8 form part of these financial statements

ROLLS-ROYCE PLACEMENTS LIMITED
REGISTERED NUMBER: 04959288

BALANCE SHEET
AS AT 31 DECEMBER 2012

	Note	2012 £	2011 £
Fixed assets			
Investments	5	376,903,021	376,903,021
Current assets			
Debtors	6	490,762	490,762
Net assets		<u>377,393,783</u>	<u>377,393,783</u>
Capital and reserves			
Called up share capital	7	190,644,798	190,644,798
Share premium account	8	190,644,797	190,644,797
Profit and loss account	8	(3,895,812)	(3,895,812)
Shareholders' funds	9	<u>377,393,783</u>	<u>377,393,783</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by



A H Semple

Director

Date 30 July 2013

The notes on pages 6 to 8 form part of these financial statements

ROLLS-ROYCE PLACEMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

1 Accounting policies

1 1 Basis of preparation of financial statements

The financial statements have been prepared on a going concern basis, under the historical cost convention and in accordance with applicable accounting standards

1 2 Group financial statements

The company is exempt by virtue of section 399 of the Companies Act 2006 from the requirement to prepare group financial statements

1 3 Cash flow statement

The company is a wholly owned subsidiary of Rolls-Royce plc and is included in the consolidated financial statements of Rolls-Royce plc, which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS1

1 4 Related party transactions

The company has taken advantage of the exemption in FRS8 not to disclose related party transactions with other group companies

1 5 Investments

Fixed asset investments are shown at cost less provision for impairment

2 Auditor's remuneration

The fees for the audit of the company financial statements were £6,000 (2011 - £6,000) and were paid by Rolls-Royce plc

3 Staff costs

The company has no employees other than the directors, who did not receive any remuneration (2011 - £NIL)

ROLLS-ROYCE PLACEMENTS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2012**

4. Taxation

Factors affecting tax charge for the year

The tax assessed for the year is the same as (2011 - higher than) the standard rate of corporation tax in the UK of 24.5% (2011 - 26.5%). The differences are explained below

	2012 £	2011 £
Loss on ordinary activities before tax	-	(50,000)
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 24.5% (2011 - 26.5%)	-	(13,250)
Effects of		
Expenses not deductible for tax purposes	-	13,250
Current tax charge for the year	-	-

5 Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 1 January 2012 and 31 December 2012	381,419,679
Impairment	
At 1 January 2012 and 31 December 2012	4,516,658
Net book value	
At 31 December 2012	376,903,021
At 31 December 2011	376,903,021

Subsidiary undertakings

The following were subsidiary undertakings of the company

Name	Class of shares	Holding
Rolls-Royce Finance Company Limited	\$1 Ordinary \$50 Deferred	100 %
Name	Business	Registered office
Rolls-Royce Finance Company Limited	Provision of intra-group finance	UK

ROLLS-ROYCE PLACEMENTS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2012**

6. Debtors

	2012 £	2011 £
Amounts owed by group undertakings	<u>490,762</u>	<u>490,762</u>

7 Share capital

	2012 £	2011 £
Allotted, called up and fully paid		
190,644,798 Ordinary shares of £1 each	<u>190,644,798</u>	<u>190,644,798</u>

8 Reserves

	Share premium account £	Profit and loss account £
At 1 January 2012 and 31 December 2012	<u>190,644,797</u>	<u>(3,895,812)</u>

9 Reconciliation of movement in shareholders' funds

	2012 £	2011 £
Opening shareholders' funds	377,393,783	377,443,783
Profit/(loss) for the year	-	(50,000)
Closing shareholders' funds	<u>377,393,783</u>	<u>377,393,783</u>

10 Controlling party

The immediate parent undertaking is Rolls-Royce Overseas Investments Limited

The ultimate parent undertaking and controlling party is Rolls-Royce Holdings plc, which is the parent undertaking of the largest group to consolidate these financial statements. Rolls-Royce plc is the parent undertaking of the smallest group to consolidate these financial statements.

The consolidated financial statements of these groups are available to the public and may be obtained from 65 Buckingham Gate, London, SW1E 6AT