

# SH01

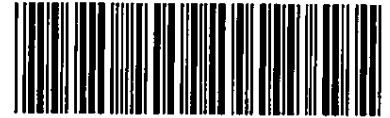
## Return of allotment of shares

You can use the WebFiling service to file this form online  
Please go to [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**What this form is for**  
You may use this form to give  
notice of shares allotted following  
incorporation

**What this form is NOT for**  
You cannot use this form to give  
notice of shares taken by subscrip  
on formation of the company or  
for an allotment of a new class o  
shares by an unlimited company

SATURDAY



A35 \*A3N2TH00\* 25  
20/02/2010  
COMPANIES HOUSE

### 1 Company details

Company number 4 7 0 6 9 3 0

Company name in full ROLLS-ROYCE GROUP plc

→ **Filing in this form**  
Please complete in typescript or in  
bold black capitals

All fields are mandatory unless  
specified or indicated by \*

### 2 Allotment dates

From Date 

d	0	d	3	m	0	m	2	y	2	y	0	y	1	y	0
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To Date 

d		d		m		m		y		y		y		y	
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① **Allotment date**  
If all shares were allotted on the  
same day enter that date in the  
'from date' box. If shares were  
allotted over a period of time,  
complete both 'from date' and 'to  
date' boxes

### 3 Shares allotted

Please give details of the shares allotted, including bonus shares

② **Currency**  
If currency details are not  
completed we will assume currency  
is in pound sterling

Class of shares (E.g. Ordinary/Preference etc)	Currency ②	Number of shares allotted	Nominal value of each share	Amount paid (including share premium)	Amount (if any) unpaid (including share premium)
ORDINARY	£ STERLING	3,291	0 20 PENCE	9,794 00	NIL
ORDINARY	£ STERLING	3,999	0 20 PENCE	16,640 00	NIL

If the allotted shares are fully or partly paid up otherwise than in cash, please  
state the consideration for which the shares were allotted

Details of non-cash  
consideration

If a PLC, please attach  
valuation report (if  
appropriate)

NOT APPLICABLE

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## Return of allotment of shares

### Statement of capital

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return

#### 4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and then go to Section 7

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
ORDINARY	24 Pence	NIL	1,854,111,778	£ 370,822,355 60
C SHARES	0 1 Pence	NIL	12,577,437,184	£ 12,577,437 18
SPECIAL RIGHTS NON-VOTING	£1 00	NIL	1	£ 1 00
				£
<b>Totals</b>			<b>14,431,548,963</b>	<b>£ 383,399,794 00</b>

#### 5 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

Currency	NOT APPLICABLE			
Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
<b>Totals</b>				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
<b>Totals</b>				

#### 6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares 14,431,548,963

Total aggregate nominal value ③ 383,399,794 00

③ Total aggregate nominal value  
Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc

① Including both the nominal value and any share premium

② E.g. Number of shares issued multiplied by nominal value of each share

**Continuation Pages**  
Please use a Statement of Capital continuation page if necessary

③ Total number of issued shares in this class.

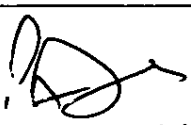
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**7 Statement of capital (Prescribed particulars of rights attached to shares)**

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in <b>Section 4</b> and <b>Section 5</b>		<p><b>1 Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</li> </ul> <p>A separate table must be used for each class of share</p> <p><b>Continuation page</b> Please use a Statement of Capital continuation page if necessary</p>
Class of share	ORDINARY SHARES OF 20 PENCE EACH	
Prescribed particulars <b>1</b>	<p>A) Voting rights</p> <p>Subject to any rights or restrictions attached to any shares and to the provisions of the Articles, on a show of hands every ordinary shareholder who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for every ordinary share of which he is the holder</p> <p>see continuation sheet</p>	
Class of share	C SHARES - non-cumulative redeemable preference shares	
Prescribed particulars <b>1</b>	<p>a) Voting rights</p> <p>The holders of the C Shares are not entitled to attend, speak or vote at any general meeting except one at which a resolution to wind up the Company is to be considered in which case the holders of the C Shares shall have the right to attend the general meeting and shall be entitled to speak and vote only on such resolution. Every holder of C Shares will have one vote for every 200 C Shares held by such holder</p> <p>see continuation sheet</p>	
Class of share	SPECIAL RIGHTS NON-VOTING	
Prescribed particulars <b>1</b>	<p>The Special Share may only be issued to, held by and transferred to the Secretary of State for Trade and Industry, a Minister of the Crown or any person acting on behalf of the Crown</p> <p>a) Voting rights</p> <p>The Special Shareholder shall be entitled to receive notice of and to attend and speak at any general meeting or any meeting of any class of shareholders of the Company but the Special Share carries no right to vote nor any other rights at any general meeting</p> <p>see continuation sheet</p>	

**8 Signature**

I am signing this form on behalf of the company		<p><b>2 Societas Europaea</b></p> <p>If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership</p> <p><b>3 Person authorised</b></p> <p>Under either section 270 or 274 of the Companies Act 2006</p>
Signature	<p>Signature</p> <p>X  X</p> <p style="text-align: center;"><i>DEPUTY COMPANY SECRETARY</i></p>	
<p>This form may be signed by</p> <p>Director <b>2</b> Secretary, Person authorised <b>3</b>, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager</p>		

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### Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Paul Davies, Deputy Co Secretary,

Company name Rolls-Royce Group plc

Address P O Box 31,  
Moor Lane,

Post town Derby

County/Region Derbyshire

Postcode 

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Country England

DX

Telephone 01332 245878



### Checklist

We may return the forms completed incorrectly or with information missing

Please make sure you have remembered the following

- The company name and number match the information held on the public Register
- You have shown the date(s) of allotment in section 2
- You have completed all appropriate share details in section 3
- You have completed the appropriate sections of the Statement of Capital
- You have signed the form



### Important information

Please note that all information on this form will appear on the public record



### Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

**For companies registered in England and Wales**  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

**For companies registered in Scotland**  
The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

**For companies registered in Northern Ireland**  
The Registrar of Companies, Companies House,  
First Floor, Waterfront Plaza, 8 Laganbank Road,  
Belfast, Northern Ireland, BT1 3BS  
DX 481 N R Belfast 1



### Further information

For further information please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)