

SH01

Return of allotment of shares

BLUEPRINT

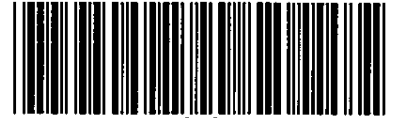
OneWorld

You can use the WebFiling service to file this form online.
Please go to 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 subscribe
on formation of the company or
for an allotment of a new class of
shares by an unlimited company.

THURSDAY



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A19C5GUS
21/01/2010

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COMPANIES HOUSE

1 Company details

Company number

Company name in full

→ **Filling 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

To Date

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	Number of shares allotted	Nominal value of each share	Amount paid (including share premium)	Amount (if any) unpaid (including share premium)
Preference (C Shares)	£ STERLING	111243800280	0.1 PENCE	0.1 PENCE	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)

* Non-cumulative redeemable preference shares of 0.1p each (C Shares)

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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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
ORDINARY	24 Pence	NIL	1,854,087,040	£ 370,817,408.00
C SHARES	0.1 Pence	NIL	12,577,437,184	£ 12,577,437.18
SPECIAL RIGHTS NON-VOTING	£1.00	NIL	1	£ 1.00
				£
Totals			14,431,524,225	£ 383,394,846.18

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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

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 14,431,524,225

Total aggregate nominal value ❸ £383,394,846.18

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

- ❶ Including both the nominal value and any share premium.
- ❷ Total number of issued shares in this class.

- ❸ 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.

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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 Section 4 and Section 5.

Prescribed particulars of rights attached to shares

The particulars are:

- a particulars of any voting rights, including rights that arise only in certain circumstances;
- b particulars of any rights, as respects dividends, to participate in a distribution;
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- 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.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

Class of share	ORDINARY SHARES OF 20 PENCE EACH
Prescribed particulars 1	A) Voting rights 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.
Class of share	C SHARES - non-cumulative redeemable preference shares
Prescribed particulars 1	a) Voting rights 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. see continuation sheet.
Class of share	SPECIAL RIGHTS NON-VOTING
Prescribed particulars 1	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. a) Voting rights 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. see continuation sheet.

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Signature


I am signing this form on behalf of the company.

Societas Europaea

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.

Person authorised

Under either section 270 or 274 of the Companies Act 2006.

Signature	<p>Signature</p> <p>X  X</p> <p>This form may be signed by: Director Secretary Person authorised 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

Country/Region DERBYSHIRE

Postcode

D	E	2	4	8	B	J
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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 or email 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

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

Class of share	ORDINARY SHARES OF 20 PENCE EACH	
Prescribed particulars	<p>b) Dividends The ordinary shares carry the right to receive all dividends and other distributions declared, made or paid on the ordinary share capital of the Company and rank pari passu in all respects with the other ordinary shares in issue and fully paid.</p> <p>c) Capital Rights After paying such sums as may be due to holders of any other class of shares in the capital of the Company, any remaining surplus shall be distributed pro-rata amongst the holders of the ordinary shares (according to the amounts paid up on their respective holdings of such shares).</p> <p>d) Redemption rights Ordinary shares are not redeemable. However, the Company is generally and unconditionally authorised to make market purchases of its ordinary shares of 20 pence each in the capital of the Company, subject to the conditions and within the limits established from time to time by resolution of the shareholders at the annual general meeting.</p>	

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

Class of share	C SHARES - non-cumulative redeemable preference shares	
Prescribed particulars	<p>b) Dividends Out of the profits available for distribution, the holders of the C Shares shall be entitled, in priority to any payment of a dividend to the holders of ordinary shares, to be paid a non-cumulative preferential dividend on the nominal value thereof at 75 per cent of the London inter bank offered rate for six month deposits in pounds sterling (LIBOR) which appears on the display designated as page 3750 on the Telerate Monitor (exclusive of any associated tax credit relating thereto or withholding tax deductible therefrom) calculated in accordance with the Articles of Association, such dividend to be paid half-yearly in arrears on January 2 and July 1 in each year or, if any such date is not a business day, on the next day which is a business day.</p> <p>c) Capital Rights On a return of capital on a winding-up, the holders of C Shares shall be entitled, in priority to any payment to the holders of ordinary shares, to the repayment of the nominal capital paid-up or credited as paid-up on the C Shares held by them, together with a sum equal to the outstanding preferential dividend which will have been accrued but not been paid until the date of return of capital.</p> <p>d) Redemption rights The Company has the right as often as the directors believe appropriate and subject to the following provisions of the Articles of Association, to offer to redeem (at their nominal value of 0.1 pence and together with any accrued and unpaid C preferential dividends thereon) any or all of the C Shares allotted or in issue, subject to the terms and conditions as they may specify, by delivering an announcement to the Regulatory News Service of the London Stock Exchange and/or, if the directors so determine in respect of the occasion concerned, by notice to the holders of C Shares.</p> <p>The Company may also elect, at its own discretion (and whether or not with the consent of the holders of C Shares), to redeem all of the C Shares then in issue at their nominal value of 0.1 if at any time the aggregate number of C Shares in issue is less than 10 per cent of the aggregate number of C Shares issued on and prior to that time or the directors determine that it would be in the Company's interests to do so in the following circumstances:</p> <ul style="list-style-type: none"> (I) a proposed capital restructuring of the Company by way of a creation and/or issue of new or existing securities in the Company (other than C Shares); or (II) a new holding company being inserted above the Company; or (III) the acquisition of the Company by another company; or (IV) a Demerger from the Group 	

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

Class of share	SPECIAL RIGHTS NON-VOTING	
Prescribed particulars	<p>b) Dividends The Special Share confers no rights to receive dividends.</p> <p>c) Capital Rights In a distribution of capital in a winding up of the Company, the Special Shareholder is entitled to repayment of the capital paid up on the Special Share in priority to any repayment of capital to any other member. The Special Share confers no other right to participate in the capital or profits of the Company.</p> <p>d) Redemption rights The Special Shareholder may, subject to the provisions of the Act, require the Company to redeem the Special Share at par at any time by serving written notice upon the Company and delivering the relevant share certificate.</p> <p>e) Other rights Certain Articles within the Company's Articles of Association, in particular those relating to the foreign shareholding limit, disposals and the nationality of directors, may only be altered with the consent of the Special Shareholder. The provisions relating to disposals ensure that that no member of the Group can make any disposal which constitutes a disposal of the whole or a material part of either (a) the assets of the Nuclear Business or (b) the assets of the Group as a whole, without, in any such case, the prior consent in writing of the Special Shareholder.</p>	