

SH01

Return of allotment of shares



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 subsidiary on formation of the company for an allotment of a new class of shares by an unlimited company.

MONDAY



AIRZOUDD
AIQ 23/05/2011 18
COMPANIES HOUSE

1 Company details

Company number 04706930

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 2 d 3 m 0 m 5 y 2 y 0 y 1 y 1

To Date d d m m y y y y

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.
(Please use a continuation page if necessary)

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) on each share	Amount (if any) unpaid (including share premium) on each share
Ordinary	£	1,872,188,709	0.20		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.

Continuation page
Please use a continuation page if necessary

Details of non-cash consideration.
If a PLC, please attach valuation report (if appropriate)

Allotted shares fully paid up from capital arising in books of account of the Company as a result of a reduction of capital of the 'Scheme Shares' as defined in a circular sent to shareholders of the Company dated 22 March 2011

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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

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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	0 20	NIL	1,872,188,709	£ 374,437,741 80
A Share	0 20	NIL	1	£ 0 20
				£
				£
Totals			1,872,188,710	£ 374,437,742 00

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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

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
Totals				

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
Totals				

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Statement of capital (Totals)

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

Total number of shares

Total aggregate
nominal value ④

④ 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 Total number of issued shares in this class.

③ 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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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 Section 4 and Section 5.		<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p> <p>Continuation page Please use a Statement of Capital continuation page if necessary</p>
Class of share	Ordinary	
Prescribed particulars ①	See continuation sheet.	
Class of share	A Ordinary	
Prescribed particulars ①	See continuation sheet.	
Class of share		
Prescribed particulars ①		

8 Signature

I am signing this form on behalf of the company		<p>② 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.</p> <p>③ Person authorised Under either section 270 or 274 of the Companies Act 2006</p>
Signature	<p>Signature</p> <p>X  X</p>	
<p>This form may be signed by: Director ②, Secretary, Person authorised ③, 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

Company name **Freshfields Bruckhaus Deringer**

Address **65 Fleet Street**

Post town **London**

Country/Region

Postcode **E C 4 Y 1 H S**

Country

DX

Telephone **020 7936 4000**

 **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,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
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	
Prescribed particulars	<p>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</p> <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</p>	

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

Class of share	A Ordinary	
Prescribed particulars	<p>(a) Voting rights The holder of the A Ordinary Share shall have no right to attend or vote at any general meeting of the Company.</p> <p>(b) Dividends The holder of the A Ordinary Share shall not be entitled to receive a dividend or other distribution or to have any other right to participate in the profits of the Company</p> <p>(c) Capital rights On a return of capital or winding-up of the Company, the holder of the A Ordinary Share shall be entitled, subject to payment to the holders of all other classes of shares of the amount paid up or credited as paid up on such shares, to repayment of the amount paid up or credited as paid up on the A Ordinary Share, but shall have no further or other right to participate in the assets of the Company</p> <p>(d) Redemption rights The A Ordinary Share is not redeemable</p>	