



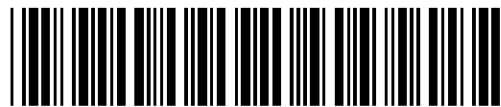
Companies House

CS01 (ef)

Confirmation Statement

Company Name: **Rolls-Royce Group plc**

Company Number: **04706930**



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Company Name: **Rolls-Royce Group plc**

Company Number: **04706930**

Confirmation **15/03/2017**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	1872669328
Currency:	GBP	Aggregate nominal value:	374533865.6

Prescribed particulars

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. 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. 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). 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.

Class of Shares:	ORDINARY-	Number allotted	1
	A	Aggregate nominal value:	0.2
Currency:	GBP		

Prescribed particulars

(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. (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. (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. (D) REDEMPTION RIGHTS THE A ORDINARY SHARE IS NOT REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	1872669329
		Total aggregate nominal value:	374533865.8
		Total aggregate amount unpaid:	0

Persons with Significant Control (PSC)

PSC notifications

Notification Details

Date of becoming a registrable RLE: **06/04/2016**

Name: **ROLLS-ROYCE HOLDINGS PLC**

Registered or Principal Office Address: **62 BUCKINGHAM GATE
LONDON
UNITED KINGDOM
SW1E 6AT**

Legal Form: **PUBLIC LIMITED COMPANY**

Governing Law: **UNITED KINGDOM (ENGLAND AND WALES)**

Register: **COMPANIES HOUSE**

Country/state of register: **ENGLAND AND WALES**

Registration Number: **07524813**

Nature of control

The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.

The relevant legal entity holds, directly or indirectly, 75% or more of the voting rights in the company.

The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Confirmation Statement

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,
Judicial Factor