



**Return of Allotment of Shares**

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

Company Number: **04706930**



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## Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	<b>22/12/2020</b>	<b>22/12/2020</b>

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>9304722455</b>
<b>Currency:</b>	<b>GBP</b>	Nominal value of each share	<b>0.2</b>
		Amount paid:	<b>0.2</b>
		Amount unpaid:	<b>0</b>

No shares allotted other than for cash

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## Statement of Capital (Share Capital)

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<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>11177391783</b>
<b>Currency:</b>	<b>GBP</b>	Aggregate nominal value:	<b>2235478356.6</b>

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.**

<b>Class of Shares:</b>	<b>ORDINARY-</b>	Number allotted	<b>1</b>
	<b>A</b>	Aggregate nominal value:	<b>0.2</b>

**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.

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>11177391784</b>
		Total aggregate nominal value:	<b>2235478356.8</b>
		Total aggregate amount unpaid:	<b>0</b>

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### Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.