

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



A31 *A4Z4RJMD* 267
01/05/2010
COMPANIES HOUSE

SATURDAY

1 Company details

Company number

Company name in full

→ **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

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 ② | Number of shares allotted | Nominal value of each share | Amount paid (including share premium) | Amount (if any) unpaid (including share premium) |
|---|------------|------------------------------|--------------------------------|---|--|
| ORDINARY | £ STERLING | 847 | 0 20 PENCE | 2,520 67 | 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

NOT APPLICABLE

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

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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 | 1,854,131,082 | £ 370,826,216 40 |
| 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 | | | 14,431,568,267 | £ 383,403,654 58 |

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 14,431,568,267

Total aggregate nominal value ❹ 383,403,654 58

❹ 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 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

❸ Total number of issued shares in this class

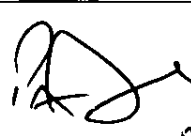
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7 Statement of capital (Prescribed particulars of rights attached to shares)

| | | |
|---|--|---|
| Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 4 and Section 5 | | <p>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 SHARES OF 20 PENCE EACH | |
| Prescribed particulars | <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 | <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 | <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>Societas Europaea</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>Person authorised</p> <p>Under either section 270 or 274 of the Companies Act 2006</p> |
| Signature | <p>Signature</p> <p>X  X</p> <p>DEPUTY SECRETARY</p> | |
| This form may be signed by Director, Secretary, Person authorised, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager | | |

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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

| | | | | | | | |
|---|---|---|---|--|---|---|---|
| D | E | 2 | 4 | | 8 | B | J |
|---|---|---|---|--|---|---|---|

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